



**Date 30<sup>th</sup> August, 2022**

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

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

**BSE Scrip Code- 533267**  
Fax No.: 022-2272 3121/1278/1557/3354

**NSE Scrip Symbol: CANTABIL and Series: EQ**  
Fax No.: 022-26598237/38

**Sub: SUBMISSION ANNUAL REPORT FOR THE FINANCIAL YEAR 2021-2022**

Dear Sir/Ma'am,

Pursuant to regulation 34 of SEBI( Listing Obligation and Disclosure Requirements) Regulation, 2015 we are submitting the Annual report of the Company for the Financial Year 2021-2022.

The copy of the Annual report is also available on the website of the Company at [www.cantabilinternational.com](http://www.cantabilinternational.com)

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

Thanking You

Yours faithfully

For Cantabil Retail India Limited

(Poonam Chahal)

Company Secretary & Compliance Officer

FCS No-9872

**CANTABIL RETAIL INDIA LTD.**





**CANTABIL**  
International Clothing



**ANNUAL REPORT 2021-2022**

**CANTABIL RETAIL INDIA LIMITED**





**CANTABIL**  
International Clothing





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please log on to  
[www.cantabilinternational.com](http://www.cantabilinternational.com)

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



# ABOUT US

Cantabil Retail India Ltd. is in the business of designing, manufacturing, branding and retailing of apparels under the brand name of CANTABIL. We have a network of 400+ exclusive retail outlets & employee strength of more than 3300 spread across India. The Company started its garments manufacturing and retailing business in the year 2000 and opened its first Cantabil store in September, 2000 in New Delhi. The CANTABIL brand offers the complete range of formal-wear, party-wear, casuals & ultracausal clothing for Men and Women in the middle to high income group. In the

last 22 years, CANTABIL has become a complete family wear brand with addition of women's wear segment in 2007 and Kids' wear in 2019. We also caters to men's and women's segment in accessories like undergarments, ties, belts, socks, caps and handkerchief etc.

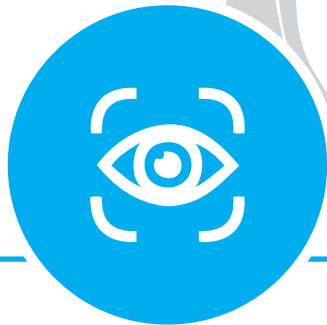




# CORE VALUES

## MISSION

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



## VISION

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

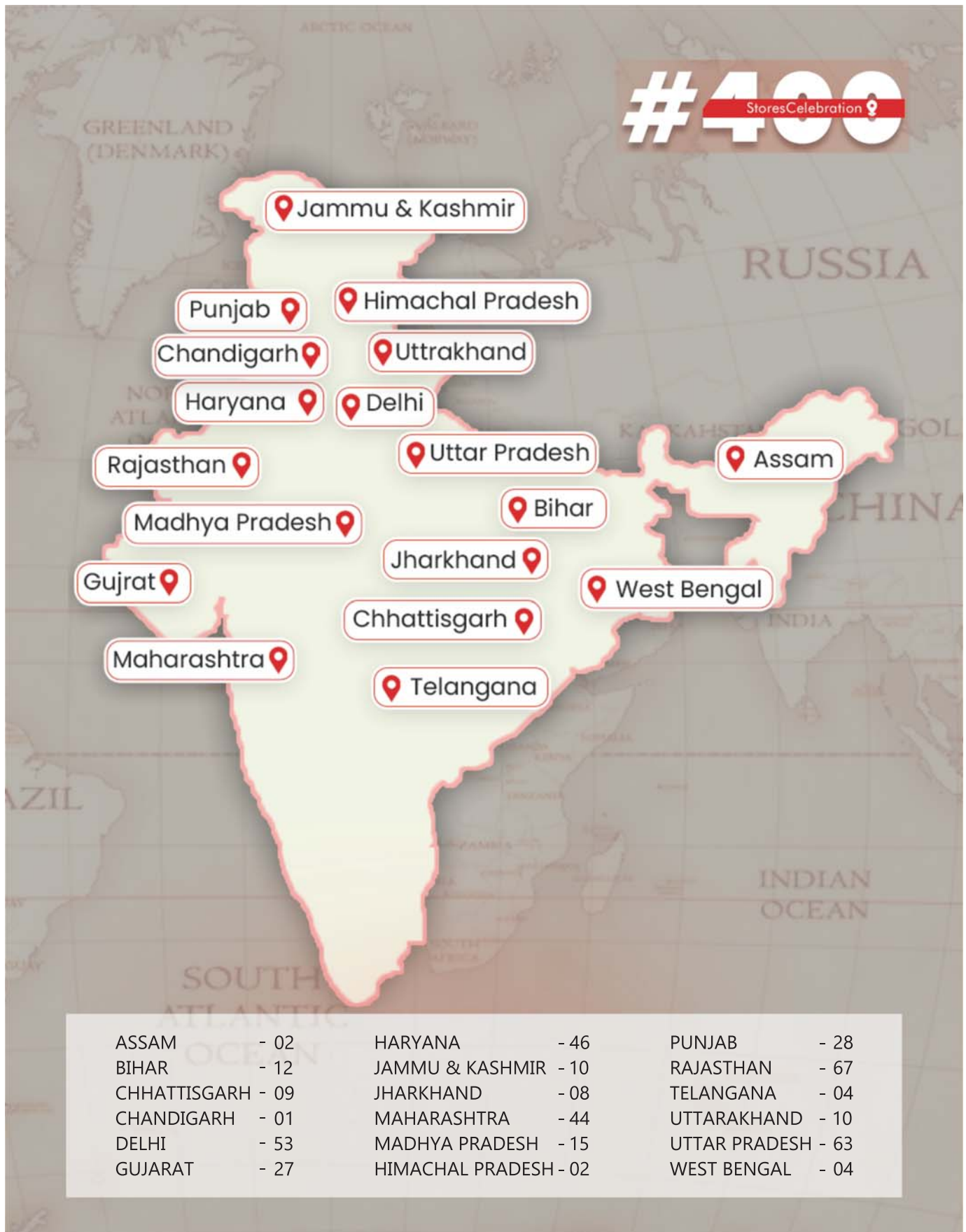


## VALUES

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



# PAN INDIA PRESENCE





# BAHADURGARH PLANT





# AWARDS

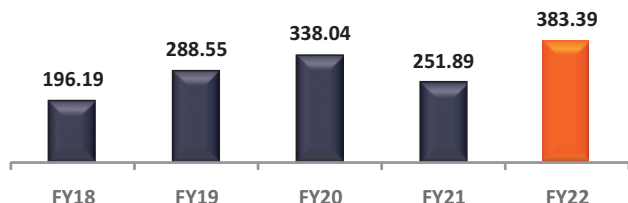




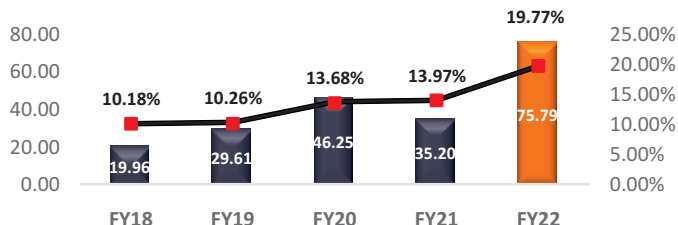
# PERFORMANCE AT A GLANCE

## Financial Highlights – Annual

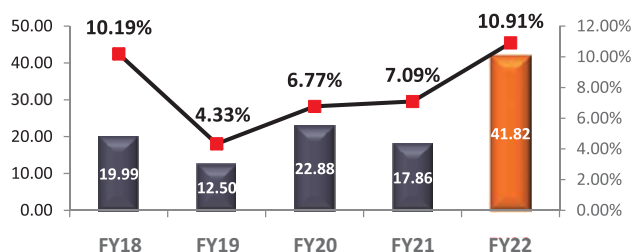
Revenue from Operations (Rs. Cr)



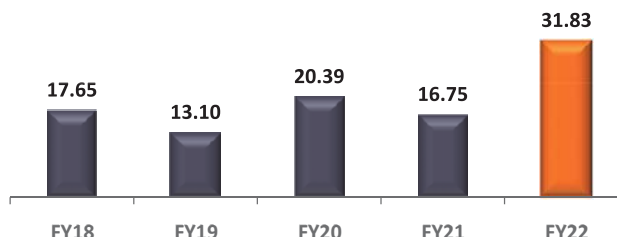
EBITDA excluding Other Income (Rs. Cr) / EBITDA Margin (%)



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



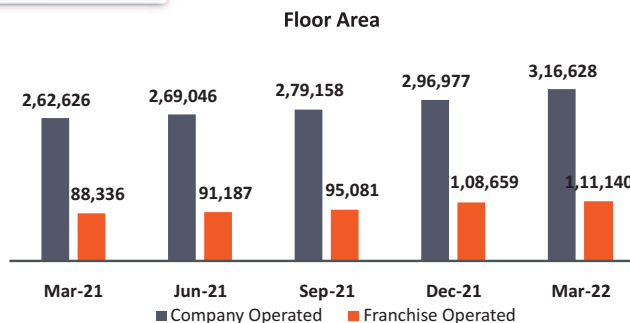
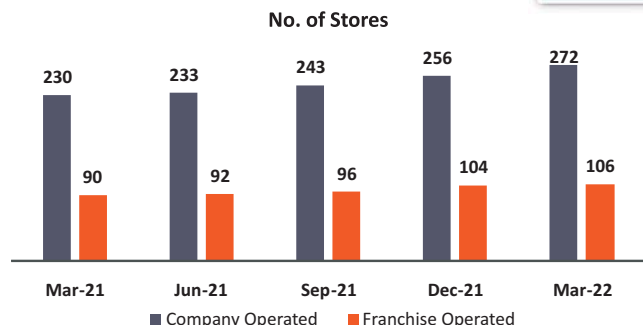
Cash EPS (in Rs.)



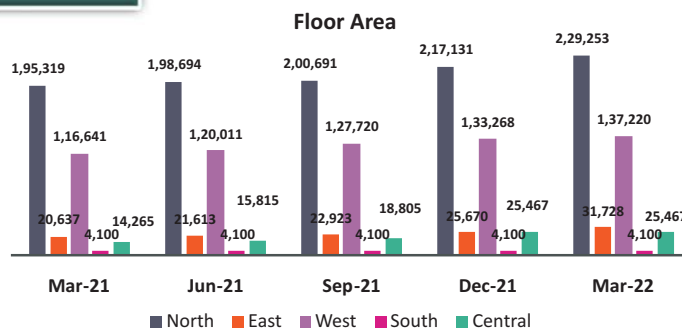
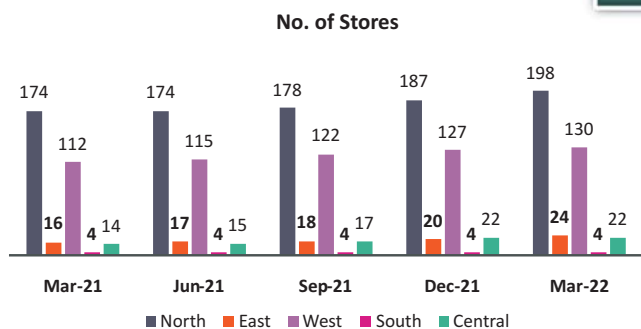
\*Numbers are without taking into account IND AS 116 effect

## Exclusive Brand Outlets

### Company & Franchise Operated



### Regional Distribution

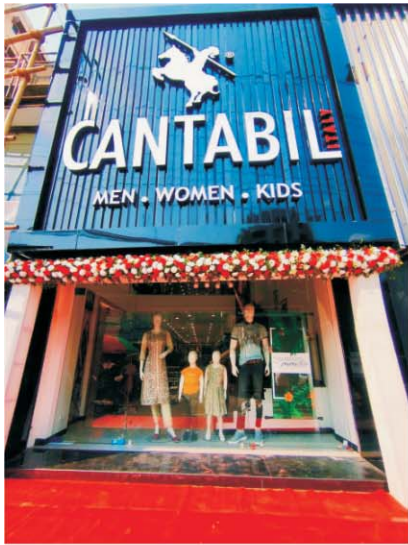


# OUR FAMILY CELEBRATES EVERY MOODS





# GLIMPSE OF NEW EVOLUTION



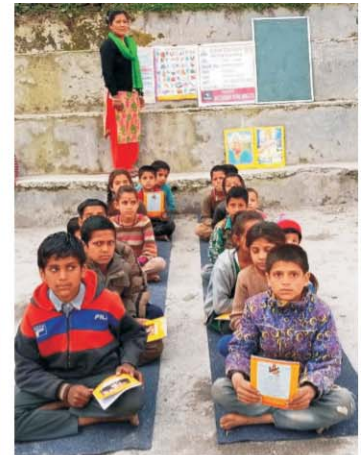




# CSR ACTIVITIES

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

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



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



# SKILL DEVELOPMENT PROGRAM UNDER DDU-GKY



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









# CHAIRMAN MESSAGE

Dear Valued Stakeholders,

I am happy to share that despite strong Covid waves which significantly impacted brick-and-mortar stores across the country, our Company has delivered good results. All our team members did a great job in their specific areas in building back confidence in our customers and getting store sales and average realizations at pre COVID levels. When it came to marketing, we ran aggressive SMS campaigns along with other Marketing tools for all existing customers throughout the year to keep them informed about the latest collections and promotional offers and for store staff we regularly organized training sessions for the team to make sure they are well updated with fashion, soft skills and sales techniques. After the lockdown norms relaxed, our stores started gaining good traction and footfalls increased over couple of months. At current moment, our stores are doing well and almost at par with pre COVID times and even better for many stores. Adding on, e-commerce has become more significant during COVID times, and we entered this space at the very right time and got to witness the ongoing increase in demand. Entering e-commerce also helps to increase our brand visibility and offer products to a wider customer base.

Coming to our financial performance for the year, I am happy to share, our Company recorded sales of Rs 383.39 cr in FY 2022 with EBITDA (w/o IND-AS 116) of Rs. 75.79 cr and PAT (w/o IND-AS 116) stands at Rs. 41.82 cr. The EBITDA margins have improved and has been in line with our expectations and growth plans. Our Company is now a debt free and offering better positioning with increased profitability and stronger cash flows.

We are sticking on our expansion plan and continuous expansion of stores will increase Inventory level and to support our expansion plans, we have invested in building a new multi floor



warehousing facility cum corporate office. This new facility will make it hassle free and improve controls over inventory and warehousing management significantly.

As of now our Company has over 400 stores in 18 states with an intent to open around 70-80 new stores every year in a pre-planned manner majorly in tier II and tier III towns which are the new green shoots of growth opportunities in our economy. We continue to add to our product offerings apart from adding stores, expanding not just our reach and footprint pan India but also increasing our wallet share with the customer.

I would like to take this opportunity to thank all those who have supported and guided us throughout the years, and this would not have been possible without the support of all our stakeholders i.e. customers, employees, partners, shareholders, business associates and society at large for their tremendous faith in us.



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

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

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

Banker	State Bank of India Standard Chartered Bank Ltd. HDFC Bank Ltd. Axis Bank Ltd.
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**CANTABIL RETAIL INDIA LIMITED**

CIN: L74899DL1989PLC034995

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

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

Telephone: +91 11-41414188 &amp; 11-46818101

**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 34<sup>th</sup> (Thirty-Fourth) Annual General Meeting ("Meeting") of the Member(s) of CANTABIL RETAIL INDIA LIMITED ("Company") will be held on Friday, 23<sup>rd</sup> day of September 2022 at 11:00 A.M. IST at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi-110036, to transact the following business:

**ORDINARY BUSINESS:**

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2022 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**
2. **TO CONFIRM PAYMENT OF INTERIM DIVIDEND OF RS. 1/- (RUPEE ONE ONLY) PER SHARE i.e. @ 10% ON EQUITY SHARE OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH 2022 AND DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES OF RS.1.50/-(RUPEES ONE AND FIFTY PAISE ONLY) i.e. @ 15% OF FACE VALUE OF RS.10/-(RUPEES TEN ONLY) EACH, FULLY PAID UP, FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH 2022**
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.**
4. **TO APPOINT M/S SURESH AND ASSOCIATES., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder, including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereof, for the time being in force, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for appointment of M/s. Suresh And Associates., Chartered Accountants (ICAI Firm Registration Number: 003316N), who have confirmed their eligibility to be appointed in terms of Section 141 of

the Act, as the Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive years from the conclusion of the Thirty-Fourth Annual General Meeting till the conclusion of the Thirty-Ninth Annual General Meeting of the Company to be held in the year 2027, at a remuneration to be determined by the Board of Directors of the Company;

**RESOLVED FURTHER THAT** approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof) or such other Officer(s) of the Company as authorized by the Board or Committee thereof, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard."

**SPECIAL BUSINESS:**

5. **REVISION IN THE TERMS OF REMUNERATION OF MR. VIJAY BANSAL (DIN: 01110877), MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** further to the resolutions passed at the 32<sup>nd</sup> Annual General Meeting held on 25<sup>th</sup> September, 2020 for re-appointment of Mr. Vijay Bansal, Managing Director (DIN:01110877), and pursuant to the provisions of Sections 196,197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and/or such other permissions, sanction(s) as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Board of Directors, subject to the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Vijay Bansal, Managing Director of the Company with effect from 1st April, 2022 for the remaining period of his present term of appointment upto 31<sup>st</sup> March, 2024, including the remuneration to be paid to him in the event of loss or



inadequacy of profits in any financial year during the aforesaid period stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Vijay Bansal within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, and agreed to between the Board of Directors and as may be acceptable to Mr. Vijay Bansal:

- a. Salary & Allowances upto ₹20,00,000/- (Rupees Twenty Lakhs only) per month.
- 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 maintained 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.

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

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

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

## 6. REVISION IN THE TERMS OF REMUNERATION OF MR. DEEPAK BANSAL (DIN: 01111104), WHOLE TIME

## DIRECTOR OF THE COMPANY

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

**“RESOLVED THAT** further to the resolutions passed at the 32<sup>nd</sup> Annual General Meeting held on 25<sup>th</sup> September, 2020 for re-appointment of Mr. Deepak Bansal, Whole Time Director (DIN:01111104), and pursuant to the provisions of Sections 196,197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and/or such other permissions, sanction(s) as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Board of Directors, subject to the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Deepak Bansal, Whole Time Director of the Company with effect from 1st April, 2022 for the remaining period of his present term of appointment upto 31st March, 2024, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Deepak Bansal within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, and agreed to between the Board of Directors and as may be acceptable to Mr. Deepak Bansal:

- a. Salary & Allowances upto ₹20,00,000/- (Rupees Twenty Lakhs only) per month.
- 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 maintained 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.



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

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

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

#### 7. REAPPOINTMENT OF MR. BASANT GOYAL WHOLE TIME DIRECTOR OF THE COMPANY W.E.F. OCTOBER 01, 2022.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V of the Act read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 including any statutory modification(s), clarification(s) or reenactment(s) thereof for the time being in force and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Basant Goyal (DIN: 07659491) as a Whole Time Director of the Company with effect from 1st October, 2022 for a period of three years or till such earlier date as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out hereunder:

##### A. Basic Salary, Perquisites and Allowance:

- (i) Salary of Rs 2,75,000/- (Rupees Two Lakhs Fifty Thousand) per month including Allowances & Perquisites.
- (ii) Expenses in relation to use of Company car and telephone for official purpose.

- (iii) Provision for driver/Allowance for driver's salary: As per rules of the Company.

##### B. Other Terms:

- (i) He shall be entitled to reimbursement of out of pocket expenses incurred in connection with the business of the Company.
- (ii) As long as he functions as a Whole Time 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) 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.

When In Case any financial year, the Company has no profits or its profits are inadequate in any financial year, the remuneration including the perquisites as aforesaid will be paid to Mr. Basant Goyal in accordance with the applicable provisions of Schedule V of the Act, if required.

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the aforesaid terms and conditions/or remuneration of Mr. Basant Goyal, Whole Time Director of the Company from time to time.

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

**Date : 09 August, 2022**

**Place: New Delhi**

**Regd. Office: B-16,**

**Lawrence Road Industrial Area**

**New Delhi-110035**

## **IMPORTANT NOTES:**

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

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

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 5, 6 & 7 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on August 09, 2022 considered that the business under Item Nos. 5, 6 & 7 in addition to the ordinary businesses, be transacted at the 34th AGM of the Company.
- According to Section 105 of the Companies Act 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.
- 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.

- 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
- 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 [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) / [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com)
- The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 17th September, 2022 to Friday 23rd September, 2022 (both days inclusive) for the purpose of Annual General meeting.
- 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
- Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote
- 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.
- 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.
- 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.
- The route map of the venue of the Annual General Meeting is annexed hereto
- Details of Director retiring by rotation/seeking re-appointment at the ensuing AGM is annexed to the notice.
- 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.

16. 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 8<sup>th</sup> September, 2022, Thursday.

17. The Board of Directors confirm the payments of interim dividend of @ Rs. 1 per share (i.e. @ 10%) on 1,63,27,608 Equity Shares for the financial year ended March 31, 2022 and recommend the final dividend of @ Rs. 1.5 per share (i.e. @ 15%) on 1,63,27,608 Equity Shares for the financial year ended March 31, 2022 subject to approval of the Shareholder of the Company.
18. 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 April 01, 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/ updation thereof.
19. 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 January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR 4.

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

20. 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
21. 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.
22. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:-
- The change in the residential status on return to India for permanent settlement;
  - The particulars of the NRE Account with a Bank in India, if not furnished earlier.

#### **Book Closure for Annual General Meeting and Final Dividend:**

23. The Register of Members and Share Transfer books of the Company shall remain closed from Saturday, 17th September 2022 to Friday, 23rd September 2022 for the purpose of payment of Final Dividend. 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, 16th September, 2022.



24. 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.

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

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

<b>Commencement of E-voting</b>	<b>10: 00 AM, Tuesday 20<sup>th</sup> day of September, 2022</b>
<b>End of E-voting</b>	<b>5:00 PM, Thursday 22<sup>nd</sup> day of September, 2022</b>

26. 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. (16th day of September, 2022).
27. The Company had appointed Mr. Devesh Kumar Vasisht (CP No. 13700), Partner or failing him, Mr. Vijay K Singhal (CP No. 10385), Partner of M/s Sanjay Grover & Associates, Company Secretaries as scrutinizer to scrutinize the voting entire e-voting process in a fair and transparent manner.
28. 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.

29. The Chairman or a director authorised by him in writing shall declare the result of remote e-voting within 2 working days as specified in the regulation 44 of SEBI (LODR) Regulation, 2015. After the result declared by the Chairman or any other Director authorised by the Chairman, the same along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.cantabilinternational.com and shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
30. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

31. 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.
32. 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.
33. 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 Thursday, September 8, 2022 through email on investors@cantabilinternational.com. The same will be replied by the Company suitably.

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

34. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2021-22 including Audited Financial Statements for the year 2021-2022 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](mailto:investors@cantabilinternational.com) by addressing Ms. Poonam Chahal.
  - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
10. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.cantabilinternational.com](http://www.cantabilinternational.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
11. 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](mailto:investors@cantabilinternational.com) by addressing Ms. Poonam Chahal.
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

#### THE 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 10:00 AM, Tuesday 20th day of September, 2022 and ends on 05:00 PM, Thursday 22nd day of September, 2022. 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 Friday 16th September, 2022 may cast their vote electronically. The Company announces Book Closure date for the purpose of Annual General Meeting and Dividend from 17th day of September, 2022 to Friday 23rd day of September, 2022. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/ CIR/P/2020/242** dated December 9, 2020 on e-



Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to

update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, **Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.

- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) 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.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non Individual Shareholders and Custodians For Remote Voting only.**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@cantabilinternational.com](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33

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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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

1. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through

remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through polling papers available at the venue of the AGM.

2. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

3. Note for Non Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@cantabilinternational.com](mailto: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.

37. If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542/43).

38. 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

39. 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. In the aforesaid meeting after the recommendation of audit committee and approval of the Board of Directors, Company proposes to appoint M/s Suresh and Associates as Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive years from the conclusion of the Thirty-Fourth Annual General Meeting till the conclusion of the Thirty-Ninth Annual General Meeting of the Company to be held in the year 2027, at a remuneration to be determined by the Board of Directors of the Company.

40. 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.

41. 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.

42. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Sd/-

Date : 09 August, 2022

(POONAM CHAHAL)

Place: New Delhi

Head - Legal & Company Secretary

FCS No. : 9872



## ANNEXURE – 1

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

Name of the Director	Mr. Basant Goyal
Age	32
Qualifications	Mr. Basant Goyal is Graduate in Business Administration from Delhi.
Brief Profile of Director/ Experience	Mr. Basant Goyal is Whole Time Director of the Company. As a director, he is actively involved in administration, Inventory Management & Project Division of our Company as Whole Time Director.
Nature of his Experience in specific functional areas	Marketing strategy and advertisements for Companies Business.
Terms and conditions of appointment or reappointment/	(i) For a period of 3 years w.e.f 1st October 2022 ii) The Whole Time Director is also entitled to the benefits under all other schemes, privileges and revision in remuneration amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time. (iii) The aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limit from time to time under section 197, Section 198 and other applicable provisions of the Act and rules made there under, read with Schedule V of the said Act or any statutory modification(s) or re enactment thereof for the time being in force or otherwise as may be permissible at law. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to the Whole Time Director in accordance with the applicable provisions of Schedule V of the Act.
Details of Remuneration Last Drawn.	Remuneration last drawn during the Financial Year 2021-22 is Rs. 30 Lakhs
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 Rs. 33 Lakhs
Date of First Appointment on Board	01.12.2016
Shareholding in the Company as on 31st March, 2022 (including holding in the capacity of HUF and Trustee of Trust)	Nil
Inter-se relationship between Directors and Key Managerial Persons	Mr. Basant Goyal is related to the following managerial personnel's of the Company- Mr. Deepak Bansal-Whole Time Director is brother in Law of Mr. Basant Goyal. Mr. Vijay Bansal is father of Mr. Deepak Bansal
Number of Board Meetings attended during the year Directorships in other Companies Chairmanships/Memberships of Committees of other Companies of Committees of other Companies	During the previous financial year 2021-2022, Mr. Basant Goyal attended the 4 (Four) Board meetings of the Company. Mr. Basant Goyal does not hold directorship in any other company  Does not hold any Chairmanships/Memberships

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

**ITEM NOS 5. RATIFICATION OF REVISION AND INCREASE IN REMUNERATION PAYABLE TO MR. VIJAY BANSAL, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.**

Mr. Vijay Bansal (DIN: 01110877), Managing Director of the Company, was last re-appointed by the Shareholders in the Annual General Meeting (AGM) held on 25th September, 2020 for a term of 3 (Three) years w.e.f. 1st April, 2021. As per the existing terms of his appointment, he can be paid basic salary as may be decided by the Board and/ or any Committee thereof subject to a maximum basic salary of ₹ 14,00,000/- per month. Considering his contribution to the overall progress of the Company and also taking into account the prevailing managerial remuneration in industry, the Board of Directors in its Meeting held on 9th August, 2022, upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of Members sought in the Annual General Meeting has approved the revision in the maximum limit of his monthly basic salary & allowances to ₹ 20,00,000/- per month from the existing maximum limit of ₹ 14,00,000/- per month. Actual monthly basic salary shall however continue to be decided by the Board and/ or any Committee thereof. Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the revision in the terms of remuneration of Mr. Vijay Bansal to the Members for their approval. Except Mr. Vijay Bansal and Mr. Deepak Bansal, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5. Disclosure under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are 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 Annual Report of the Company.

**Statement as per SCHEDULE V (PART II) (SECTION II) of the Companies Act, 2013:**

<b>General Information</b>		
Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.	
Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.	
In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable Appearing in the prospectus	
Financial performance based on given indicators	As on 31st March, 2022:	
	(In Lakhs)	
	Total Revenue	38339.38
	Profit before Tax & Depreciation	10288.05
	Profit before Tax	5958.52
	Provisions for taxation	2152.97
	Profit after Tax	3805.55
Foreign investment or collaboration, if any	Not applicable	
<b>Information about the appointee</b>		
Background details	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	
Past remuneration	For the period 2021-22 :- Aggregate value of salary and perquisites: Rs. 1,64,00,000/-	
Recognition or Awards	Mr. Vijay Bansal was conferred with <b>Indian Achievers' Award 2022</b> for Promising Company by Indian Achievers' Forum. Recently he was awarded with " <b>Sreshth Shri Samman</b> " Meri Delhi instituted by NSS Media Group. He is also awarded by <b>Indian's Inspiration Leader Certificate</b> by Inspiration Leader of India.	
Job profile and his suitability	Mr. Vijay Bansal is the Chairman and Managing Director of the Company having overall experience of 34 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.	



Remuneration proposed	As mentioned in the resolution stated above
Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the company and big responsibility Mr. Vijay Bansal is carrying. The remunerations do differ from company to company in the industry depending on their respective operations. Apart from drawing remuneration as Managing Director of the Company, there is no other pecuniary relationship.
Pecuniary relationship directly or indirectly with the company, or related relationship with the managerial personnel, if any	Mr. Vijay Bansal is related to following managerial personnel's of the Company: Mr. Deepak Bansal : Whole-Time Director He holds 4161900 Equity Shares of Rs.10/- each (25.49%) of your Company in his personal capacity.
<b>Other information</b>	
Reasons of loss or inadequate profits	Since past few years retail industry is going through rough phase. However the Company is growing slowly and gradually but the profits are still not adequate.
Steps taken or proposed to be taken improvement	Focus has been placed on promotion and marketing of products for so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.
Expected increase in productivity profits in measurable terms	Company has made its manufacturing facility fully operational at and HSIIDC Bahadurgarh (Haryana) and increased its production capacity to step into the export activities. Besides that company is aggressively opening new stores in tier two and three cities to increase sales turnover.

Mr. Vijay Bansal is also Chairman of Corporate Social Responsibility and Risk Management Committee 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 09 August, 2022 approved the payment of remuneration to Mr. Vijay Bansal, Chairman and Managing Director for the remaining w.e.f. 01 April, 2022 as recommended by the Nomination and Remuneration Committee in its meeting held on 09 August, 2022 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 shall be 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. 05 of the Notice. Except Mr. Vijay Bansal, himself and his son Mr. Deepak Bansal, Whole Time Director of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 05 of the notice

#### **ITEM NOS 6. RATIFICATION OF REVISION AND INCREASE IN REMUNERATION PAYABLE TO MR. DEEPAK BANSAL, WHOLE TIME DIRECTOR OF THE COMPANY.**

Mr. Deepak Bansal (DIN: 01111104), Whole Time Director of the Company, was last re-appointed by the Shareholders in the Annual General Meeting (AGM) held on 25th September, 2020 for a term of 3 (Three) years w.e.f. 1st April, 2021. As per the existing terms of his appointment, he can be paid basic salary as may be decided by the Board and/ or any Committee thereof subject to a maximum basic salary of ₹ 14,00,000/- per month. Considering his contribution to the overall progress of the Company and also taking into account the prevailing managerial remuneration in industry, the Board of Directors in its Meeting held on 9th August, 2022, upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of Members sought in the Annual General Meeting has approved the revision in the maximum limit of his monthly basic salary to ₹ 20,00,000/- per month from the existing maximum limit of ₹ 14,00,000/- per month. Actual monthly basic salary shall however continue to be decided by the Board and/ or any Committee thereof. Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the revision in the terms of remuneration of Mr. Deepak Bansal to the Members for their approval. Except Mr. Deepak Bansal and Mr. Vijay Bansal, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5. Disclosure under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are 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 Annual Report of the Company.

**Statement as per SCHEDULE V (PART II) (SECTION II) of the Companies Act, 2013:**

<b>General Information</b>		
Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.	
Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.	
In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable  Appearing in the prospectus	
Financial performance based on given indicators	As on 31st March, 2022:	
	(In Lakhs)	
	Total Revenue	38339.38
	Profit before Tax & Depreciation	10288.05
	Profit before Tax	5958.52
	Provisions for taxation	2152.97
	Profit after Tax	3805.55
Foreign investment or collaboration, if any	Not applicable	
<b>Information about the appointee</b>		
Background details	Mr. Deepak Bansal is Graduate in Mathematics from Delhi University.	
Past remuneration	For the period 2021-22 :- Aggregate value of salary and perquisites: Rs. 1,64,00,000/-	
Recognition or Awards	Mr. Deepak Bansal was conferred with <b>Indian's Inspiration Leader</b> Certificate by Inspiration Leader of India.	
Job profile and his suitability	Mr. Deepak Bansal is a Whole-Time Director of the Company. As a Director, he is responsible for diversifying and expanding the business of the company and for preparing marketing strategy and advertisements for our products. He has an overall experience of 20 years in retail apparel industry.	
Remuneration proposed	As mentioned in the resolution stated above	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the company and big responsibility Mr. Deepak Bansal is carrying. The remunerations do differ from company to company in the industry depending on their respective operations.	
Pecuniary relationship directly or indirectly with the company, or related relationship with the managerial personnel, if any	Apart from drawing remuneration as Managing Director of the Company, there is no other pecuniary relationship. Mr. Deepak Bansal is related to following managerial personnels of the Company: Mr. Vijay Bansal : Chaiman-cum-Managing Director He holds 5806401 Equity Shares of Rs. 10/- each (35.56 %) of your Company in his personal capacity.	
Reasons of loss or inadequate profits	Since past few years retail industry is going through rough phase. However the Company is growing slowly and gradually but the profits are still not adequate.	
Steps taken or proposed to be taken improvement	Focus has been placed on promotion and marketing of products for so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.	
Expected increase in productivity profits in measurable terms	Company has made its manufacturing facility fully operational at and HSIIDC Bahadurgarh (Haryana) and increased its production capacity to step into the export activities. Besides that company is aggressively opening new stores in tier two and three cities to increase sales turnover.	

The Board of Directors of the Company in its meeting held on 09 August, 2022 approved the payment of remuneration to Mr. Deepak Bansal, Whole Time Director for the remaining w.e.f. 01 April, 2022 as recommended by the Nomination and



Remuneration Committee in its meeting held on 09 August, 2022 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 6 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 shall be 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. 06 of the Notice. Except Mr. Deepak Bansal, himself and his Father Mr. Vijay Bansal, Chairman and Managing Director of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 06 of the notice.

#### ITEM NOS 7. RE-APPOINTMENT OF MR. BASANT GOYAL WHOLE TIME DIRECTOR OF THE COMPANY W.E.F. OCTOBER 01, 2022

Mr. Basant Goyal (DIN: 07659491) was appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held in calendar year 2019 to hold office for a period of 3 (Three) years with effect from 1st December, 2019 to 30th November, 2022. In the Performance Evaluation conducted for the year 2021- 22, the performance of Mr. Basant Goyal was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as a Director of the Company. The Board has benefitted from his relevant specialisation and expertise. Details on his attendance of various Board Meetings held during the last financial year are included in the Corporate Governance Report of the Integrated Annual Report. The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 9th August, 2022, has approved the re-appointment of Mr. Basant Goyal as a Director liable to retire by rotation, for a further period of 3 (three) years upto the date of AGM of the Company to be held in the calendar year 2025 and recommends the same for the approval by the Shareholders of the Company. Except Mr. Basant Goyal, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7 of this Notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Integrated Annual Report of the Company.

General Information		
Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.	
Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.	
In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable  Appearing in the prospectus	
Financial performance based on given indicators	As on 31st March, 2022:	
	(In Lakhs)	
	Total Revenue	38339.38
	Profit before Tax & Depreciation	10288.05
	Profit before Tax	5958.52
	Provisions for taxation	2152.97
	Profit after Tax	3805.55
Foreign investment or collaboration, if any	Not applicable	
Information about the appointee		
Background details	Mr. Basant Goyal is Graduate in Business Administration from Delhi University having an experience in whole sale and retailing business of 11 years.	
Past remuneration	The remuneration drawn by Mr. Basant Goyal during the past two years is as follows:	
Recognition or Awards	<b>Year</b> <span style="float: right;"><b>In Lakhs</b></span>	
	20-21 <span style="float: right;">2.5 Lakhs per month</span>	
	21-22 <span style="float: right;">2.5 Lakhs per month</span>	

Job profile and his suitability	He is actively involved in administration, Inventory Management & Project Division of our Company as Whole Time Director.
Remuneration proposed	The details of the revised remuneration proposed for Mr. Basant Goyal by way of salary and perquisites, performance based rewards/ incentives etc is given in the resolution set out at item no 7 of this notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration commensurate with size and nature of the business of the company and responsibility Mr. Basant Goyal undertakes. However, remunerations do differ from company to company in the industry depending on the respective operations.
Pecuniary relationship directly or indirectly with the company, or related relationship with the managerial personnel, if any	Apart from drawing remuneration as Whole Time Director of the Company, Mr. Basant Goyal is proprietor of M/s Global Textiles, a firm supplying fabric to the Company.
<b>Other information</b>	
Reasons of loss or inadequate profits	Indian Retail Industry is passing through a slow growth coupled with onslaught of foreign brands and phase to generate expected level of profits due to lower overall growth in the retail industry.
Steps taken or proposed to be taken improvement	Company is focusing on expansion and business development programs. New stores are being opened in the Tier Two cities which definitely will improve contributions to the Company. Efforts are being made on reduce overheads, cost cutting and fixed costs.
Expected increase in productivity profits in measurable terms	The Company has taken various steps to address the issue of slow growing sales, productivity and profits and has put in place measures to reduce cost and opening of new retail stores to improve the bottom-line.



## DIRECTORS' REPORT

Dear Members

The Board of Directors has immense pleasure in presenting its 34<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022.

### COMPANY OVERVIEW

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

### BUSINESS PERFORMANCE

Financial results for the year under review are summarized below:

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Revenue From Operations	<b>38,339.38</b>	25,188.88
Other Income	<b>1,518.69</b>	1,673.82
<b>Profit before Finance Cost, Depreciation Exceptional Items &amp; Tax</b>	<b>12,687.10</b>	7,614.28
Finance Cost	<b>2,399.05</b>	2,479.67
Depreciation	<b>4,329.53</b>	3,908.92
<b>Profit before Exceptional Items &amp; Tax</b>	<b>5,958.52</b>	1,225.69
Exceptional items	-	-
<b>Profit before tax</b>	<b>5,958.52</b>	1,255.69
<b>Tax expense:</b>	<b>2,152.97</b>	259.30
<b>Net Profit for the year</b>	<b>3,805.55</b>	966.39
Item of Other Comprehensive Income	<b>(38.70)</b>	(42.29)
Total Comprehensive Income for the year	<b>3,766.85</b>	924.10
Credit/ (Debit) Balance B/F from previous year	<b>2,015.57</b>	1,418.02
Other Adjustments	<b>(163.28)</b>	(326.55)
<b>Profit available for appropriation</b>	-	-
<b>Surplus/ (Deficit) carried to Balance Sheet</b>	<b>5,619.14</b>	2,015.57

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

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

### RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The manufacturing facilities were non-operational for a brief period during Q1-FY22, owing to Government-imposed lockdown during the second wave of the Covid-19 pandemic. Operations resumed from May 2021 with the entire staff retained and salaries distributed on time. The entire team across departments adapted to the pandemic-induced change in work-environment to ramp up production and achieve significant growth.

The Company adopted shift-operations to maintain restricted flow of workers and employees and maintain Covid-19 protocols of social distancing that has helped in maximum

capacity optimization. The manufacturing and warehousing facilities have returned to normalcy by mid Q2 FY22, and we continue to closely monitor the work atmosphere to ensure employee-safety. Our robust compliance team works in tandem with vendor partners with expertise in health and safety protocols.

The Management is happy to report that we have crossed **milestone 400 Brand** Outlets in June 22 and 414 Outlets as on date and All Our sales channels are now fully functional. The Company reported historical revenues and profits during the financial year under review.

The Company has achieved total revenue of Rs. 39858.07 (lakhs) in financial year 2021-22 and Profit after tax (PAT) of Rs.3805.55 (lakhs).

## RETAIL

We actively engaged with our property partners to collaborate and navigate these circumstances. Over the course of the year we crystallized several arrangements with respect to rent and related charges.

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

Despite an inhibitive business environment during FY22, your Company's retail network stands at 378 Showrooms/ Stores as on March 2022 and 414 Outlets as on date .

Indian fashion industry is slated to be the sixth largest market in the world. In recent years, private labels have emerged as the rising stars of retail and e-commerce. Private labels or in-house brands, typically offer shoppers value for money while earning higher margins for retailers with potential to develop into self-sustaining brands. There is also a growing emphasis on enriching customer experience. Window displays, in-store ambience, coordinated product displays, lighting, music and communication help build brand presence and awareness.

Notwithstanding the significant impact in January 2022 in the context of the third wave, the demand outlook has remained encouraging. For most credible brands, especially in the small ticket discretionary space, the demand levels had recovered/ surpassed the pre-pandemic levels by March 2022.

The retail sector in India is emerging as one of the largest sectors in the economy. It contributes to over 10% to GDP and 8% to employment. India's high growth potential compared to global peers has made it a highly favorable destination.

## EXPANSION OF BUSINESS

At the end of the year under review, Cantabil had 378 stores operational across the India. During FY22, we added 58 new stores during the year. We are evaluating numerous emerging micro markets with significant growth potential across India to pursue a disciplined expansion strategy with strong focus on store level economics. We also conduct active store optimization programs which involve identifying brand diluting stores and refreshing them with newer stores in more attractive micro-markets. We believe that our stores in addition to being a venue to sell our products also give us a direct connection to our customers. This is very valuable to us in building our brands.

While store expansion is a key growth lever for us, maintaining

the quality of stores and ensuring consistent customer experience is equally important to us. As an ongoing initiative to emphasize contemporary look & feel and improve consistency of brand experience across the store, we focused on the store modernization program. Efficient utilization of retail space is one of our key initiatives.

The financial year under review was witness to remarkable growth, barring the two months of pandemic induced lockdowns. Operations and manufacturing was well equipped to meet the demand for FY22 with capacity enhancement increase in shift operation and additional capacity in a few areas.

## TRANSFER TO RESERVES

As permitted under the provisions of the Companies Act, 2013, the Board has not transferred any amount to the general reserves during the year.

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

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

## DIVIDEND

### Interim Dividend

The Company had declared interim dividend of Rs. 1/- (i.e.10%) per equity share in its Board Meeting held on October 29, 2021. The payment of interim dividend was within the time limit prescribed in the Companies Act, 2013.

### Final Dividend

Further, the Board at its meeting held on August 09, 2022 has also recommended, a final dividend of Rs. 1.5/- (i.e.15%) per equity share of face value of Rs. 10 each for the Financial Year ended March 31, 2022, which is payable after Shareholders' approval at the (34th) Thirty fourth Annual General Meeting. The final dividend, if approved, will be paid on or before October 23, 2022.

In view of the changes made under the Income-Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the shareholders. The Company shall, accordingly, make the payment of Dividend after deduction of tax at source, as may be applicable.

## DIVIDEND DISTRIBUTION POLICY

As per Regulation 43A of the Listing Regulations, top 1000 listed companies are required to formulate a Dividend



Distribution Policy. Accordingly, your Company has adopted the Dividend Distribution Policy which sets out the parameters and circumstances to be considered by the Board determining the distribution of dividend to its shareholders. The policy is attached with this report as **ANNEXURE- 10** and also available on the website of the Company at the link i.e. <http://www.cantabilinternational.com>

## SHARE CAPITAL

The paid up capital of the company as on March 31, 2022 was Rs.163,276,080/-. During the year under review, the company did not issue any class or category of shares/ securities and consequently no change in the capital structure since previous year. The Company has not issued shares with differential voting rights. The Company has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

## SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

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

## CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of the business of the Company during the Financial Year ended on 31st March, 2022.

## SECRETARIAL STANDARDS

The Secretarial Standards, i.e. SS-1, SS-2 and SS-3 relating to 'Meetings of the Board of Directors', 'General Meetings' and 'Dividend' respectively, have been duly complied by the Company.

## CORPORATE GOVERNANCE

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

observed and A separate section on Corporate Governance is included in the Annual Report along with the certificate from the Practicing Company Secretary confirming compliance with conditions on Corporate Governance as stipulated in the Listing Regulations as on 31st March 2022.

## CODE OF CONDUCT

The Chairman & Managing Director of the Company has given a declaration that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of the Board of directors and Senior Management in terms of Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Annual Compliance Report for the year ended 31st March 2022 has been received from all the Board members and Senior Management of the Company regarding the compliance of all provisions of Code of Conduct.

## MANAGEMENT DISCUSSION AND ANALYSIS

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed review of operations, performance and future outlook of the Company is given separately under the head Management Discussion and Analysis forms as part of this report.

## BUSINESS RESPONSIBILITY REPORT

Your Company has embedded in its core business philosophy, the vision of societal welfare and environmental protection. Responsible business characterizes its policies, practices and operations. As a believer in the principle of transparency, Cantabil publishes its Business Responsibility Report, as a part of its annual report, in accordance with the Pursuant to Regulation 34(2)(f) of the Listing Regulations, the initiatives taken by the Company LODR Regulations. The Business Responsibility Report is also available on the Company's website <http://www.cantabilinternational.com>

## DEPOSITS

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

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

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

## LISTING OF SHARES

The equity shares of your Company are listed on National Stock Exchange of India Limited (NSE), and BSE Limited (BSE). The listing fees for the Financial Year 2021-22 have been paid by the Company within the stipulated time.

### STOCK CODE:NSE BSE ISIN

**CANTABIL 533267 INE068L01016 (Shares)**

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

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

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

There was no appointment or any significant change in the directors and key managerial personnel during the financial year 2021-2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have approved the re-appointment of Mr. Basant Goyal (DIN 07659491) Whole Time Director of the Company subject to the approval of the shareholders of the Company at the forthcoming Annual General Meeting for the further tenure of three years to serve as a Whole Time Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have approved the ratification and revision in the remuneration, subject to the approval of the shareholders of the Company at the forthcoming Annual General Meeting of the Company of Mr. Vijay Bansal (DIN 01110877) Chairman and Managing Director and Mr. Deepak Bansal (DIN: 01111104) Whole Time Director of the Company for their remaining tenure.

## DIRECTORS AND OFFICERS INSURANCE POLICY (D&O POLICY)

SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, With effect from January 1, 2022, the top 1000 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its Board of Directors.

Pursuant to this amendment, your company has taken the policy of all the independent directors.

## DIRECTOR RETIRING BY ROTATION

Pursuant to the provisions of Section 152 the Companies Act, 2013 and the Article 125 of the Articles of Association of the Company, Mr. Basant Goyal (DIN 07659491) Whole Time Director of the Company retires by rotation and being eligible offer himself for re-appointment in the 34<sup>th</sup> Annual General Meeting of the Company. The details of Directors being recommended for re-appointment as required is contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company.

## KEY MANAGERIAL PERSONNEL

As on 31<sup>st</sup> March 2022, the Company has following Key Managerial Personnel in compliance of provisions of Section 203 of the Companies Act, 2013:

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

## BOARD INDEPENDENCE

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

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

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

Each of the Independent Director has submitted their declaration that he /she meets the criteria of independence as



stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. There has been no change in the circumstances affecting their status as independent directors of the Company. There was no appointment/re-appointment of Independent Director during the year under review.

### CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

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

### DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) in the preparation of the Annual Accounts for the year ended as on 31st March 2022, the applicable Accounting Standards (Ind AS) had been followed along with proper explanation relating to material departures;
- (b) the directors had elected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the accounts for the financial year ended 31st March 2022 on a 'Going Concern' basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) The directors had devised proper systems to ensure compliance with the provision so fall applicable laws and that such systems were adequate and operating effectively.

### NUMBER OF MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company / Business Policy and Strategy apart from other

Board business. The Board / Committee Meetings are scheduled in compliance with the provisions of the Companies Act, 2013 and the requirement of the Listing Agreement/Regulations and the Notice of the Board/ Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

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

The Board met four times in financial year 2021-2022 viz., on 10.06.2021, 13.08.2021, 29.10.2021, and 01.02.2022. Detailed information on the meetings of the Board is included in the report on Corporate Governance, which forms part of this Annual Report.

### COMMITTEES OF THE BOARD

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

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

#### 1. Audit Committee

The constitution of the Audit Committee is:-

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

#### 2. Nomination and Remuneration Committee

The constitution of the Nomination & Remuneration Committee is:-

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

#### 3. Stakeholders' Relationship Committee

The constitution of the Stakeholders' Relationship Committee is:-

- |                      |                                      |
|----------------------|--------------------------------------|
| 1. Mrs. Renu Jagdish | - Chairperson & Independent Director |
| 2. Mr. Rajeev Sharma | - Member & Independent Director      |

3. Mr. Vijay Bansal - Member & Managing Director

#### 4. **Corporate Social Responsibility Committee**

The constitution of the Corporate Social Responsibility Committee is:-

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

#### 5. **Risk Management Committee**

The constitution of the Risk Management Committee is:-

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

#### 6. **Miscellaneous Committee**

The constitution of the Miscellaneous Committee is:-

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

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

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

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

payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **ANNEXURE- 1** and forms part of this Report.

The Remuneration Policy adopted by your Company is available on company's website at <http://www.cantabilinternational.com>

### **BOARD EVALUATION**

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

Further, the detailed criteria for performance evaluation of Independent Directors are available on company's website at [www.cantabilinternational.com](http://www.cantabilinternational.com).

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Further, the detailed criteria for performance evaluation of Independent Directors are available on company's website at [www.cantabilinternational.com](http://www.cantabilinternational.com).

### **PERFORMANCE EVALUATION OF BOARD AND COMMITTEE**

In respect of the Financial Year ended 31st March, 2022, the Board conducted its self-evaluation that of its Committees and all of its individual Members. Some of the parameters which were taken into account while conducting Board evaluation were : Board Composition in terms of its size, diversity; Board

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

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## **PERFORMANCE EVALUATION OF NON-INDEPENDENT DIRECTORS**

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

## **PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS**

The performance evaluation of the Independent Directors was carried out by the entire Board, other than the Independent

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

## **EVALUATION OUTCOME**

It was assessed that the Board as a whole together with each of its Committees was working effectively in performance of its key functions- providing strategic guidance to the Company, reviewing and guiding business plans and major plans of action, ensuring effective monitoring of the management and overseeing risk management function. The Board is kept well informed at all times through regular communication and meets once per quarter and more often during times of rapid growth or if Company needs merit add intimation oversight and guidance. Comprehensive agendas are sent to all the Board Members well in advance to help them prepare and keep the meetings productive. The Company makes consistent efforts to acquaint the Board with the overall business performance covering all business aspects by way of presenting specific performance of each product category and corporate function from time to time. The performance of the Chairman was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities for the day to day management of the business in line with the strategy and long term objectives. The Executive Directors and Non-executive Directors provided entrepreneurial leadership of the Company within a framework of prudent and effective controls with a balanced focus on policy formulation and development of operational procedures. It was acknowledged that the management afforded sufficient insight to the Board in keeping it up-to-date with key business developments which was essential for each of the individual Directors to maintain and enhance their effectiveness.

## **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the



IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

## UNPAID DIVIDEND

During the year under review, the Company has transferred the unclaimed dividend to the unpaid dividend account.

### Details of Unpaid Dividend:-

Year	Dividend	Date of Declaration	Amount
19-20	Final	25.09.2020	44,239
20-21	Interim	05.02.2021	35,422
21-22	Interim	29.10.2021	38,361

Year-wise amounts of unpaid / unclaimed dividends transferred to unpaid dividend account, is also available on Company's website at <http://www.cantabilinternational.com>

## BOARD DIVERSITY POLICY

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

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

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

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

## AUDITORS AND THEIR REPORTS

### APPOINTMENT OF STATUTORY AUDITORS

In terms of the transitional provisions applicable to Statutory Auditors under the Companies Act, 2013, M/s A N S K & Associates, Chartered Accountants, (Registration No.026177N) were appointed as the statutory auditors of the Company for a period of 5 (five) years at the conclusion of 29th Annual General Meeting (AGM) of the Company held on 28th September, 2017.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 9th August, 2022 and subject to the approval of members, had

approved the appointment, of M/s Suresh & Associates, Chartered Accountants (Registration No. 003316N), as the Statutory Auditors of the Company in place of M/s A N S K & Associates, Chartered Accountants, for a period of 5 consecutive years to conduct audit of the Financial Statements of the Company

Accordingly, M/s A N S K & Associates, Chartered Accountants, (Registration No. 026177N) shall be holding office as Statutory Auditors till the conclusion of the ensuing AGM of the Company.

Further, as per provisions of Section 139(1) of the Companies Act, 2013 the appointment of M/s Suresh & Associates, Chartered Accountants (Registration No. 003316N) at the ensuing Annual General Meeting as Statutory Auditors of the Company to hold office for a period of 5 Years i.e. from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting. The certificate of eligibility under applicable provisions of the Companies Act, 2013 and corresponding Rules framed thereunder was furnished by them towards appointment of 5 (Five) years term.

### STATUTORY AUDITORS' REPORT

The observation made by the Auditors with reference to notes on accounts for the year ended 31st March 2022 are self - explanatory and therefore do not call for any further comments under section 134 of the Companies Act, 2013.

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

### SECRETARIAL AUDITORS

The Board had appointed M/s Sanjay Grover & Associates, Company Secretaries for carrying out Secretarial Audit in terms of the provisions of Section 204 of the Companies Act, 2013 for the financial year 2021-2022.

### SECRETARIAL AUDITORS REPORT

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

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

### COST AUDITORS

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

## INTERNAL AUDITOR

As per Section 138 of the Companies Act, 2013, the company being a listed entity is required to have Internal Auditor. Thus, company has appointed Grant Thornton LLP as its Internal Auditor.

## CREDIT RATING

The Company's financial discipline and prudence is reflected in the strong credit ratings prescribed by rating agency ICRA Limited (ICRA). Credit rating was enhanced by ICRA.

### Enhanced Credit Rating by ICRA

Previous	Current
Long-term rating at [ICRA]BBB+	Long-term Rating to [ICRA]A- (Stable) (Revised)
Short-term Rating at [ICRA]A2	Short-term Rating to [ICRA]A2+ (Revised)

The details of credit ratings are disclosed in the Corporate Governance Report, which forms part of the Annual Report.

## STATUTORY DISCLOSURE

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

## AUDIT COMMITTEE

The Audit committee held Four (4) meetings during the year viz., 10.06.2021, 13.08.2021, 29.10.2021, and 01.02.2022.

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

The members of the Audit Committee are;

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

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

## CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 and rule made there under, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee. The details of the Composition of the Committee are set out in Corporate Governance Report which forms part of this report. The Committee has adopted a Corporate Social Responsibility Policy.

Corporate Social Responsibility (CSR) is an integral part of our culture. The Company strongly believes in the "what comes from the community should go back many times". One of the key features of our CSR projects is focus on participatory and collaborative approach with the community. The Company continues to emphasize on implementation of key areas denoted and chosen in its sustainability. The Company has spent ₹35.22 Lakhs, which is the statutory amount required to be spent, towards the CSR projects for the Financial Year 2021-22. Details of our CSR are available on our website <http://www.cantabilinternational.com>

The Annual Report on CSR activities is attached as "ANNEXURE 3".

## RISK MANAGEMENT POLICY

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

Company has identified various strategic, operational, financial risks which may impact company adversely; however, management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the company. The Risk Management Policy is available on company's website at <http://www.cantabilinternational.com>

## POLICY ON PREVENTION OF INSIDER TRADING

Your Company has adopted a policy of Prohibition of Insider

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

### **VIGIL MECHANISM**

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

### **REPORTING OF FRAUDS**

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

### **POLICY AGAINST SEXUAL HARASSMENT AT WORK PLACE**

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

During the year, no complaint was lodged with the Internal Complaints Committee (ICC). In order to fulfill the desired utility of the Committee and make the Policy meaningful, the Committee meets at specified intervals to take note of useful tools, mobile applications, media excerpts etc. that enhance security of female employees. The same are circulated within the organization to encourage general awareness. In its endeavor to ensure the spirit of law, during the Financial Year 2021-2022, the ICC continued to undertake interactive sessions from time to time. The interactions were primarily aimed at understanding as to how comfortable female employees are working in the organization especially from safety point of view and how forthcoming would they be, in raising their voice if they are put in an undesirable situation.

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

In line with the requirements of the Companies Act, 2013 and Equity Listing Agreement/ SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, your Company

has formulated a Policy on Related Party Transactions which is available on Company's website at [www.cantabilinternational.com](http://www.cantabilinternational.com). The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

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

### **RELATED PARTIES DISCLOSURES**

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

All related party transactions that were entered into during the financial year were in the ordinary course of the business and on an arm's length basis. The Company has entered into material contracts or arrangements or transactions with related parties in accordance with Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 with the approval of the Audit Committee.

There were no materially significant Related Party Transactions made by the Company during the year that would have required shareholders' approval under the Listing Regulations.

The Related Party Transactions are placed before the Audit Committee for prior approval, as required under applicable law. Only those members of the Audit Committee who were Independent Directors approved the same w.e.f. 1st January 2022.

Prior omnibus approval of the Audit Committee is also obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature and value of the transactions.

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

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other related parties which may have



a potential conflict with the interest of the Company at large. Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form (Form AOC-2) are attached as **ANNEXURE-4**.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the Financial Year ended on 31st March, 2022, the company has entered into transactions which were given under section 186 of Companies Act, 2013. The particulars of investments made by the Company under section 186 as on 31st March, 2022 are furnished in **ANNEXURE-5** and form part of this Report.

### **PARTICULARS OF EMPLOYEES**

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

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

### **EXTRACT OF ANNUAL RETURN**

As per the requirement of Section 92(3) of the Companies Act 2013 and rules framed thereunder, the extract of annual return for the F.Y. 2022, given in **ANNEXURE 7** in the prescribed form MGT - 9, this is the part of this report. The same is available on the company website [www.cantabilinternational.com](http://www.cantabilinternational.com).

### **NSE ELECTRONIC APPLICATION PROCESSING SYSTEM (NEAPS) & DIGITAL EXCHANGE**

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

### **BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE “LISTING CENTRE”)**

The NEAPS & Digital Exchange is a web based application designed by NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report,

press releases, announcements, corporate actions etc. are filed electronically on NEAPS.

### **BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE “LISTING CENTRE”)**

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

### **SEBI COMPLAINTS REDRESS SYSTEM (SCORES)**

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

### **EVENT OCCURRED AFTER BALANCE SHEET DATE**

No major events have occurred after the date of balance sheet of the Company for the year ended on March 31, 2022.

### **HUMAN RESOURCES**

FY 2021-22 has been a challenging year for businesses and people across the globe. It was a year of unprecedented times and thus called for unprecedented actions. As we were combating the Global pandemic, the safety and health of the employees were of utmost priority while keeping the business afloat. In this new normal, the Human Resource function has demonstrated agility by ensuring new systems and processes to cater to the needs of changing times. Different SOPs related to safety and work from home challenges was formalized to ease the operations of the business and people. Staying connected with employees, leadership connects and employee motivation is the key focus areas. Technology and automation in Human Resource Management enabled the analytics-driven, every employee experiences consistency in HR practices and policies across the Company. The HR initiatives continue to focus on hiring the talent with the right attitude, develop and groom them and build the leadership pipeline. We have shifted our needle towards grooming out internal talent and were able to successfully fill few senior roles through internal talent. We are also striving to bring in more women employees at senior roles. We have also worked towards becoming a performance-driven organization. The company has well-crafted and employee-friendly HR policies,

and hence it enjoys a cordial relationship with its employees. We have not experienced any major work stoppages due to labour disputes or cessation of work in the last many years. It continues to emphasize and focus on safety and security at the workplace by prescribing policies and procedures, creating awareness and imparting pieces of training to the workforce. It also has an established mechanism that fosters a positive work environment that is free from harassment of any nature. Prevention of sexual harassment initiative framework is in place to address the complaints of harassment at the workplace.

### COMMUNICATION AND PUBLIC RELATIONS

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

### INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

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

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

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

Information in accordance with the provisions of Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and Companies

(Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given in **ANNEXURE-8**:

### GENERAL

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

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

### ACKNOWLEDGEMENT

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

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

**Place: New Delhi  
Date: August 09, 2022**

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

## ANNEXURE – 1

### NOMINATION AND REMUNERATION POLICY

#### (1) PERFACE

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

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

**The Constitution of the Committee is as follows as on March 31, 2022**

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

#### (2) KEY DEFINITIONS AS PER THE COMPANIES ACT 2013

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

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

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

##### A. Board of Directors

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

##### B. Independent Directors

Pursuant to Regulation 16 (1)(b) of SEBI (LODR) Regulations 2015, an Independent Director means a Non-Executive Director than a nominee director of the listed entity:

- who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;



- (ii) who is or was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity];
- (iii) who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
- (iv) who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
- (v) none of whose relatives
  - (A) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
  - (B) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
  - (C) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
  - (D) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income:  
Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.]
- (vi) who, neither himself /herself, nor whose relative(s)
  - (A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed:  
Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.
  - (B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of
    - (1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
    - (2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
  - (C) holds together with his relatives two per cent or more of the total voting power of the listed entity; or
  - (D) is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
  - (E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;
- (vii) who is not less than 21 years of age.
- (viii) who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director:

Explanation- In case of a 'high value debt listed entity:

- (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non- executive directors on its board shall be treated as independent directors;

- (b) which is a Trust, mandated to constitute its 'board of trustees' in accordance with the law under which it is established, the non-employee trustees on its board shall be treated as independent directors.
- (c) "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Explanation.- The listed entity shall formulate a policy for determining 'material' subsidiary.

- (d) "senior management" shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the "chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

### C. The Senior Management Team consists of

- |                                       |                             |
|---------------------------------------|-----------------------------|
| i. Head Legal & Company Secretary     | ii. Chief Financial Officer |
| iii. Head- Retail                     | iv. Head-Operations         |
| v. Head-Sourcing                      | vi. Head-Supply Chain       |
| vii. Head- Human Resources Management |                             |

### B. Key Managerial Personnel

- |                                   |                                      |
|-----------------------------------|--------------------------------------|
| i. Chairman and Managing Director | ii. Head Legal and Company Secretary |
| iii. Chief Financial Officer      | iv. Whole Time Directors             |

### (3) Key Principles of the Remuneration Policy

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

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

### (4) Remuneration to Executive Directors

- The proposed remuneration to Executive Directors is recommended by the (N&RC) and approved by the Board in its Board meeting, subject to subsequent approval by the shareholders at the company's annual general meeting and by such other authorities, as the case may be.
- At the Board meeting, only Non-Executive Independent Directors participate in approving the remuneration paid to the Executive Directors. The remuneration is arrived by considering various factors such as qualification, experience, business acumen ship, expertise, prevailing remuneration in the industry and the financial position of the company. The elements of the remuneration and limits are pursuant to the clause 178,197 and Schedule V of the Companies Act, 2013 and also as per SEBI (LODR) Regulation, 2015.

#### 4.1.1 Remuneration Policy Structure

The remuneration structure for the Executive Directors include following components:

#### 4.1.2 Basic Salary

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

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

#### 4.1.3 Commission

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

- The amount of Commission shall be paid subject to recommendations of the N&RC and approval of the Board of Directors.

#### 4.1.4 Perquisites and Allowances

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

#### 4.1.5 Contribution to Provident and Other Funds

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

- Contribution to Provident and Super annuation Funds
- Gratuity

#### 4.1.6 Minimum Remuneration

In case of inadequate profits or no profit in an financial year , during the tenure of the Executive Directors, then they shall be entitled to, by way of Basic Salary, Perquisites, allowances as determine by the NRC and approved by the Board and in addition hereto, they shall also be eligible for perquisites not exceeding the limits specified under Part IV of Schedule V of the Companies Act, 2013.

#### (5) Remuneration payable to Non-Executive & Independent Director

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

#### (6) Remuneration to Key Managerial Personnel, Senior Management & Staff

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

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

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

#### 6.1 Grade Structure

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

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

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

#### 6.2 Workmen Compensation

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

For and on behalf of the Board

Place : New Delhi  
Date : August 09, 2022

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



**ANNEXURE – 2**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For the Financial Year ended March 31, 2022**

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

To,

The Members

**Cantabil Retail India Limited**

(CIN: L74899DL1989PLC034995)

B-16, Ground Floor Industrial Area

Lawrence Road, New Delhi- 110035

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

**We report that-**

- a) Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management Representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) This Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made thereunder;

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

- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Not applicable to the Company during the audit period];
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [Not applicable to the Company during the audit period];
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 {Not applicable during the audit period};
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable to the Company during the audit period];
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [Not applicable to the Company during the audit period]; and
  - (i) The Securities and Exchange Board of India (Listing obligations and Disclosures requirements) Regulations, 2015.
- (vi) The Company is engaged in the business of designing, manufacturing, branding and retailing of apparel and apparel accessories through chain of retail stores. As informed by the Management, there is no sector specific law applicable to the Company.

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

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

**We further report** that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including woman director. There was no change in the composition of the Board of Directors during the period under review.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except for those meetings which were held at shorter notice and which were in due compliance of Act and secretarial standard issued by ICSI and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

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

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

**Date: August 09, 2022**  
**Place: New Delhi**

**Devesh Kumar Vasisht**  
Partner  
CP No.: 13700 / Mem. No. F8488  
UDIN: F008488D000764091

## ANNEXURE – 3

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(Pursuant to Section 135 of the Companies Act 2013)

#### 1. Preamble

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

#### 2. Outline of the CSR Policy

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

#### 3. Composition of the CSR Committee

The composition of the CSR Committee is as under:

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

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

CSR Policy can be viewed at the following link:

[http://www.cantabilinternational.com/invstr\\_pdf/Corporate\\_social\\_responsibility\\_policy7.3.2017.pdf](http://www.cantabilinternational.com/invstr_pdf/Corporate_social_responsibility_policy7.3.2017.pdf)

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

S.No	Financial Year	Amount available for set-off from preceding financial year (in Rs.)	Amount required to be set-off year, if any(in Rs.)
1	2021-2022	28,424	21,805

- |   |                 |
|---|-----------------|
| 7. Average net profit of the company as per Section 135(5)  | Rs. 176,140,228 |
| 8. (a) Two percent of average net profit of the company as per section 135(5)                           | Rs. 3,522,805   |
| (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years | Nil             |
| (c) Amount required to be set off for the financial year, if any  | Nil             |
| (d) Total CSR obligation for the financial year (8a+8b+8c)  | Rs. 3,522,805   |



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

Total amount spent for the financial year (in Rs.)	Amount Unspent (in Rs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
3,501,000	Nil	Nil	Nil	Nil	Nil

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

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

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

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the Project		Amount allocated for the project (in Rs.)	Mode of Implementation – Direct (YES/ NO)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Apna Ghar	Promoting Health Care	Yes	Delhi		200,000	No	Apna Ghar	CSR00003469
2	Bharat Lok Shiksha Parishad	Providing Education and Skill Development, Promoting Health Care and Eradicating Poverty in rural and other backward/ tribal areas	Yes	Himachal Pradesh		3,200,000	No	Bharat Lok Shiksha Parishad	CSR00000667
3	Bharatiyam	Ensuring environmental sustainability, ecological balance	Yes	Delhi		101,000	No	Bharatiyam	CSR00019196

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year: Rs. 3,501,000

(g) Excess amount for set off: 6,619

S.No	Particular	Amount
1	Two percent of average net profit of the company as per section 135(5)	3,522,805
2	Total amount spent for the Financial Year	3,501,000
3	Excess amount spent for the financial year [(ii)-(i)]	—
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	—
5	Amount available for set off in succeeding financial years	6,619

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

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

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

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

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

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

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

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

**For and on behalf of the Board**

Date : August 09, 2022

Place : New Delhi

Sd/-

**VIJAY BANSAL**

**(Chairman of CSR Committee)**

**ANNEXURE – 4****Form No. AOC-2**

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

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

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

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

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

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	Mrs. Megha Bansal  Relation : Wife of Mr. Deepak Bansal (Director),  Daughter-in law of Mr. Vijay Bansal (Managing Director)	Salary	5 (Five) Years	Gross Pay is increased to Rs. 2,00,000 per month Designation : appointed as Deputy General Manager – Finance  She is also entitled to allowances & perquisites shall also be entitled to a gratuity for half month's salary for each completed year.	18/05/2022	NIL



2.	M/s Global Textiles Relation: Mr. Basant Goyal Director of the Company is Proprietor	Purchase of Fabric / Rendering Services	1 Year	M/s Global Textiles is in supplying the fabric to the Company. Company is entitled to reject the supply if it is not as per the specifications as given by the Company. 90 days credit period is given to the Company for payment after the delivery of the fabric.	18/05/2022	NIL
3.	Mrs. Sushila Bansal  Relation : Wife of Mr. Vijay Bansal (Managing Director),  Mother of Mr. Deepak Bansal (Director)	Lease Rent	As per Lease Deed	She has lease out her property to the Company for the purpose of Cantabil store on the terms and condition set in the lease deed.	18/05/2022	NIL

For and on behalf of the Board

Date: August 09, 2022  
Place: New Delhi

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

## ANNEXURE – 5

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

(₹ in Lakhs)

Name of the entity	Nature of Transaction	(Amount In Lakhs)	Rate of Interest	Purpose for which the loan, guarantee and Investment are Proposed to be utilized
Nova Iron & Steel Limited	Investment in Equity	0.13	N.A	Investment in Equity
Bahadurgarh Footwear Development Services Private Limited	Investment in Equity	9.81	N.A	Investment in Equity
Aamor Inox Limited*	Inter-Corporate Loan	NIL	N.A	For furthering the business interest of the company

\*During the year loan amount has been repaid by the company.

For and on behalf of the Board

Date: August 09, 2022  
Place: New Delhi

Sd/-  
VIJAY BANSAL  
(Chairman and Managing Director)

## ANNEXURE – 6

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

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

In Rupees			
Directors	Remuneration of Director (in Rs.)	Median Salary of Employee (in Rs.)	Ratio to Median Remuneration
Vijay Bansal	1310719	15100	86.80
Deepak Bansal	1310719	15100	86.80
Basant Goyal	205213	15100	13.59

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

In Rupees (Average Per Month Salary)					
Directors, Chief Financial Officer, Company Secretary	Designation	Remuneration (F.Y. 2021-22) (in Rs.)	Remuneration (F.Y. 2020-21) (in Rs.)	Increase in Remuneration (in Rs.)	Percentage increase in remuneration (%)
Vijay Bansal	Managing Director	1310719	534659	776060	145.15
Deepak Bansal	Whole Time Director	1310719	534659	776060	145.15
Basant Goyal	Additional Director	205213	161503	43710	27.06
Poonam Chahal	Company Secretary	130115	110050	20065	18.23
Shivendra Nigam	Chief Financial Officer	246503	212831	33672	15.82

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

Particulars	March, 2022	March, 2021	Increase in Value Terms	Increase in % Terms
No. of Employee	2278	1931	347	17.97
Median of Remuneration of employee	15100	15500	-400	-2.58

- (d) The number of permanent employees on the rolls of Company: 2278
- (e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Particulars	F.Y. 2021-22 (in Rupees)	F.Y. 2020-21 (in Rupees)	Increase in Value Terms (in Rupees)	% Increase in Terms Remuneration
Average Salary of employee other than managerial personnel	18577	17996	581	3.23
Average salary of managerial personnel	684880	400879	284001	70.84



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

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

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

None.....

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

None.....

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

None.....

For and on behalf of the Board

Sd/-

**VIJAY BANSAL**

(Chairman and Managing Director)

Date: August 09, 2022

Place: New Delhi

## ANNEXURE – 7

### FORM NO. MGT 9

#### EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company

(Management & Administration) Rules, 2014

#### I. REGISTRATION & OTHER DETAILS:

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

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	%to total turnover of the company
1	Retail sale of readymade garments, hosiery goods, other articles of clothing and clothing accessories such as gloves, ties, braces etc	47711	99.80%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

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

Shareholding Pattern Is Attached As Annexure 7A.

## B) Shareholding of Promoter -

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares pledged encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged encumbered to total Shares	
1	SWATI GUPTA	160	0.00	0.00	160	0.00	0.00	0.00
2	MEGHA BANSAL	213733	1.31	0.00	213733	1.31	0.00	0.00
3	VIJAY BANSAL HUF	413385	2.54	0.00	414885	2.54	0.00	0.00
4	DEEPAK BANSAL	2579000	15.79	0.00	5806401	35.56	0.00	19.77
5	SUSHILA BANSAL	2825000	17.30	0.00	1628280	09.97	0.00	7.33
6	VIJAY BANSAL	6125000	37.51	0.00	4161900	25.49	0.00	12.02

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	<b>Swati Gupta</b> At the beginning of the year Bought during the year Sold during the year At the end of the year	160 - - 160	0.00 - - 0.00	160 - - 160	0.00 - - 0.00	No Change
2.	<b>Megha Bansal</b> At the beginning of the year Bought during the year Sold during the year At the end of the year	213733 - - 213733	1.31 - - 1.31	213733 - - 213733	1.31 - - 1.31	No Change
3.	<b>Vijay Bansal - HUF</b> At the beginning of the year Bought during the year Sold during the year At the end of the year	413385 1500 - 414885	2.53 0.01 - 2.54	413385 414885 - 414885	2.53 2.54 - 2.54	No Change
4.	<b>Deepak Bansal</b> At the beginning of the year Bought during the year Sold during the year At the end of the year	2579000 3227401 - 5806401	15.79 19.77 - 35.56	2579000 5806401 - 5806401	15.79 35.56 - 35.56	Acquisition/ Inter se transfer
5.	<b>Sushila Bansal</b> At the beginning of the year Bought during the year Sold during the year At the end of the year	2825000 4280 1200000 1628280	17.30 0.02 7.34 9.97	2825000 2829280 1628280 1628280	17.30 17.32 9.97 9.97	Acquisition/ Inter se transfer
6.	<b>Vijay Bansal</b> At the beginning of the year Bought during the year Sold during the year At the end of the year	6125000 36900 2000000 4161900	37.51 0.22 12.24 25.49	6125000 6161900 4161900 4161900	37.51 37.73 25.49 25.49	Acquisition/ Inter se transfer



**D) Shareholding Pattern of top ten Shareholders:**

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	AUTHUM INVESTMENT AND INFRASTRUCTURE LIMITED			<b>31-Mar-21</b>				<b>0</b>
				18-Jun-21	4586	Purchase	4586	0.0280
				25-Jun-21	-4586	Sell	0	0
				09-Jul-21	16075	Purchase	16075	0.0985
				16-Jul-21	-16075	Sell	0	0
				13-Aug-21	19349	Purchase	19349	0.1185
				20-Aug-21	2876	Purchase	22225	0.1361
				27-Aug-21	3843	Purchase	26068	0.1597
				17-Sep-21	-25866	Sell	202	0.0012
				24-Sep-21	25640	Purchase	25842	0.1583
				30-Sep-21	56201	Purchase	82043	0.5025
				01-Oct-21	6100	Purchase	88143	0.5398
				08-Oct-21	9651	Purchase	97794	0.5989
				15-Oct-21	10798	Purchase	108592	0.6651
				29-Oct-21	2000	Purchase	110592	0.6773
				12-Nov-21	8355	Purchase	118947	0.7285
				03-Dec-21	7000	Purchase	125947	0.7714
				10-Dec-21	3185	Purchase	129132	0.7909
				17-Dec-21	8391	Purchase	137523	0.8423
				31-Dec-21	-40278	Sell	97245	0.5956
				07-Jan-22	428881	Purchase	526126	3.2223
		11-Feb-22	-25000	Sell	501126	3.0692		
	At the end of year	<b>501126</b>	<b>3.0692</b>	<b>31-Mar-22</b>			<b>501126</b>	<b>3.0692</b>
2.	WINRO COMMERCIAL (INDIA) LTD			31-Mar-21				
				17-Sep-21	80000	Purchase	80000	0.49
			0	30-Sep-21	200000	Purchase	280000	1.7149
	At the end of year	<b>280000</b>	<b>1.7149</b>	<b>31-Mar-22</b>			<b>280000</b>	<b>1.7149</b>
3.	MEENA A KOTHARI			31-Mar-21				
				07-Jan-22	270000	Purchase	270000	1.6536
	At the end of year	<b>270000</b>	<b>1.6536</b>	<b>31-Mar-22</b>			<b>270000</b>	<b>1.6536</b>
4.	VLS FINANCE LTD	175000	1.0718	31-Mar-21				0
				07-Jan-22	-20000	Sell	155000	0.9493
				04-Feb-22	-15000	Sell	140000	0.8574
				01-Mar-22	-2500	Sell	137500	0.8421
			At the end of year	<b>140000</b>	<b>0.8574</b>	<b>31-Mar-22</b>		
5.	RADIANT COMPUTECH PRIVATE LIMITED			<b>31-Mar-21</b>				
				30-Sep-21	75000	Purchase	75000	0.4593
				07-Jan-22	62966	Purchase	137966	0.845
	At the end of year	<b>137966</b>	<b>0.845</b>	<b>31-Mar-22</b>			<b>137966</b>	<b>0.845</b>
6.	GAGAN DINANATH CHATURVEDI			31-Mar-21				
				30-Sep-21	100000	Purchase	100000	0.6125
				29-Oct-21	108	Purchase	100108	0.6131
				07-Jan-22	30000	Purchase	130108	0.7969
				04-Feb-22	-125000	Sell	5108	0.0313
				25-Mar-22	125000	Purchase	130108	0.7969

	At the end of year	<b>130108</b>	<b>0.7969</b>	<b>31-Mar-22</b>			<b>130108</b>	<b>0.7969</b>
7.	SANATAN FINANCIAL ADVISORY SERVICES PRIVATE LIMITED			31-Mar-21 07-Jan-22	85560	Purchase	85560	0.524
	At the end of year	<b>85560</b>	<b>0.524</b>	<b>31-Mar-22</b>			<b>85560</b>	<b>0.524</b>
8.	GEECEE VENTURES LIMITED			31-Mar-21 07-Jan-22	80000	Purchase	80000	0.49
	At the end of year	<b>80000</b>	<b>0.49</b>	<b>31-Mar-22</b>			<b>80000</b>	<b>0.49</b>
9.	ASHWIN KUMAR KOTHARI (HUF)			31-Mar-21 17-Sep-21	80000	Purchase	80000	0.49
	At the end of year	<b>80000</b>	<b>0.49</b>	<b>31-Mar-22</b>			<b>80000</b>	<b>0.49</b>
10.	MAHIMA STOCKS PRIVATE LIMITED			31-Mar-21 07-Jan-22	80000	Purchase	80000	0.49
	At the end of year	<b>80000</b>	<b>0.49</b>	<b>31-Mar-22</b>			<b>80000</b>	<b>0.49</b>

**E) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1.	Vijay Bansal					
	At the beginning of the year	6125000	37.51	6125000	37.51	Acquisition/ inter se transfer
	Bought during the year	36900	0.22	6161900	37.73	
	Sold during the year	2000000	12.24	4161900	25.49	
	At the end of the year	6125000	37.51	4161900	25.49	
2.	Deepak Bansal					
	At the beginning of the year	2579000	15.79	2579000	15.79	Acquisition/ inter se transfer
	Bought during the year	3227401	19.77	5806401	35.56	
	Sold during the year	-	-	-	-	
	At the end of the year	5806401	35.56	5806401	35.56	
3.	Renu Jagdish					
	At the beginning of the year	-	-	-	-	Nil Holding
	Bought during the year	-	-	-	-	
	Sold during the year	-	-	-	-	
	At the end of the year	-	-	-	-	
4.	Basant Goyal					
	At the beginning of the year	-	-	-	-	Nil Holding
	Bought during the year	-	-	-	-	
	Sold during the year	-	-	-	-	
	At the end of the year	-	-	-	-	
5.	Poonam Chahal					
	At the beginning of the year	6087	0.038	6087	0.038	No Transaction
	Bought during the year	-	-	-	-	
	Sold during the year	-	-	-	-	
	At the end of the year	6087	0.038	6087	0.038	
6.	Shivendra Nigam					
	At the beginning of the year	3652	0.022	3652	0.022	No Transaction
	Sold during the year	-	-	-	-	
	Bought during the year	-	-	-	-	
	At the end of the year	3652	0.022	3652	0.022	

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the Financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
Change in Indebtedness during the financial year				
Addition *				
Reduction *	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	-	-	-	-

\* Net amount shown

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

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Vijay Bansal Managing Director	Mr. Deepak Bansal Whole Time Director	Mr. Basant Goyal Whole Time Director	
1	Gross salary	15,728,632.00	15,728,632.00	2,462,551.00	33,919,815.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	15,689,032.00	15,689,032.00	Salary : 2,380,458.00 LTA/Books & Periodicals: 82,093.00	33,840,615.00
	(b) Value of per- quisites u/s 17(2) Income-tax Act,1961	39,600.00	39,600.00	-	79,200.00
	(c) Profits in lieu of salary under section 17(3) Income - tax Act,1961				
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (A)</b>	15,728,632.00	15,728,632.00	2,462,551.00	33,919,815.00



**B. REMUNERATION TO OTHER DIRECTORS**

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of Independent Directors Total Amount			
		Mr. Rajeev Sharma	Mr. Balvinder Singh Ahluwalia	Mrs. Renu Jagdish	Total Amount
1	Independent Directors Fee for attending board committee meetings Commission Others, please specify	2.40 Nil Nil	2.40 Nil Nil	2.40 Nil Nil	7.20
	<b>Total (1)</b>	<b>2.40</b>	<b>2.40</b>	<b>2.40</b>	<b>7.20</b>
2	Other Non-Executive Directors Fee for attending board committee meetings Commission Others, please specify	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	
	<b>Total (2)</b>	-	-	-	
	<b>Total (B)=(1+2)</b>	<b>2.40</b>	<b>2.40</b>	<b>2.40</b>	<b>7.20</b>
	<b>Total Managerial Remuneration</b>	<b>2.40</b>	<b>2.40</b>	<b>2.40</b>	<b>7.20</b>

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

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CS Mrs. Poonam Chahal	CFO Mr. Shivendra Nigam	
1	Gross salary	1,561,382.00	2,958,031.00	4,519,413.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Salary: 1,550,312.00 Books & Periodicals: 11,070.00	Salary: 2879761.00 LTA/Books & Periodicals : 78270.00	4,519,413.00
	(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit	Nil Nil	Nil Nil	Nil Nil
	others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	<b>Total</b>	<b>1,561,382.00</b>	<b>2,958,031.00</b>	<b>4,519,413.00</b>

**VII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

(₹ in Lakhs)

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

For and on behalf of the Board

Sd/-

Date: August 09,2022

Place: New Delhi

VIJAY BANSAL  
(Chairman and Managing Director)

## ANNEXURE – 7A

### SHAREHOLDING PATTERN

1	Name of Listed Entity:	<b>CANTABIL RETAIL INDIA LIMITED</b>		
2	Scrip Code/Name of Scrip/Class of Security	<b>Equity</b>		
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c )	<b>Reg.31(1)(b)</b>		
	a. If under 31(1)(b) then indicate the report for Quarter ending	<b>31st March, 2022</b>		
	b. If under 31(1)(c) then indicate date of allotment/extinguishment			
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-			
	<b>Particulars</b>		<b>Yes*</b>	<b>No*</b>
	1 Whether the Listed Entity has issued any partly paid up shares?			<b>No</b>
	2 Whether the Listed Entity has issued any Convertible Securities or Warrants?			<b>No</b>
	3 Whether the Listed Entity has any shares against which depository receipts are issued?			<b>No</b>
	4 Whether the Listed Entity has any shares in locked-in?			<b>No</b>
	5 Whether any shares held by promoters are pledge or otherwise encumbered?			<b>No</b>

**CANTABIL RETAIL INDIA LIMITED**  
**SHAREHOLDING PATTERN AS ON 31st March, 2022**  
**Table - I Summary Statement holding of specified securities**

Category (I)	Category of Shareholder (II)	No of Share-holders (III)	No. of fully paid Equity Share Held (IV)	No. of Partly Paid Equity Shares Held (V)	No. of shares underlying Depository Receipts (VI)	Total Nos. Shares Held (VII) = IV+V+VI	Shareholding as a % of total no of Shares (calculated as per SCRR 1957(VIII) as a % of (A+B+C2))	No of Voting Rights held in each class of securities (IX)			No of shares underlying convertible securities (including warrants) (X)	Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (XI)=VII+X as a % of (A+B+C2)	No. of Locked in Shares (XII)		No of Shares pledged or otherwise encumbered (XIII)		No of Equity Shares Held in Dematerialized form (XIV)
								Class X	Class Y	Total			Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)	
(A)	Promoter & Promoter Group	6	12225359	0	0	12225359	74.8754	12225359	0	12225359	74.8754	0	0	0	0	12225359	
(B)	Public	4761	4102249	0	0	4102249	25.1246	4102249	0	4102249	25.1246	0	0	1297454	31.6279	4102033	
(C)	Non Promoter - Non Public	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0	0	0	
(C1)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0	0	0	
(C2)	Share Held By Employees Trusts	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0	0	0	
	Total	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0	0	0	0	
	<b>Total A+B+C1+C2</b>	<b>4767</b>	<b>16327608</b>	<b>0</b>	<b>0</b>	<b>16327608</b>	<b>100.0000</b>	<b>16327608</b>	<b>0</b>	<b>16327608</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>1297454</b>	<b>7.9464</b>	<b>16327392</b>	

**CANTABIL RETAIL INDIA**  
**SHAREHOLDING PATTERN AS ON 31st March, 2022**  
**Table - II Statement showing shareholding pattern of the Promoter and Promer Group**

Cate- gory (I)	Category & Name of the Shareholder (I)	PAN (II)	No of Share- holders (III)	No. of fully paid Equity Share Held (IV)	No. of Partly Paid Equity Shares Held (V)	No. of shares underlying Depository Receipts (VI)	Total Nos. Shares Held (VII) = IV+V+VI	Share- holding as a % of total no. of Shares (calculated as per SCRR 1957) (VIII) as a % of (A+B+C2)	No of Voting Rights held in each class of securities (IX)		No of shares underlying convertible securities (including warrants) (X)	Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (XI)=VII+X as a % of (A+B+C2)	No. of Locked in Shares (XII)		No of Shares pledged or otherwise encumbered (XIII)	No of Equity Shares Held in Demater- IALIZED form (XIV)
									Class X	Class Y			Total Total as a % of (A+B+C)	No. (a)		
(1)	Indian															
(a)	Individual		5	11810474	0	0	11810474	72.3344	11810474	0	0	72.3344	0	0.0000	0	11810474
	Deepak Bansal	AFXPB6400M		5806401	0	0	5806401	35.5619	5806401	0	0	35.5619	0	0.0000	0	5806401
	Megha Bansal	AHWPG5081E		213733	0	0	213733	1.3090	213733	0	0	1.3090	0	0.0000	0	213733
	Sushila Bansal	AAIPB4917D		1628280	0	0	1628280	9.9726	1628280	0	0	9.9726	0	0.0000	0	1628280
	Swati Gupta	AGQPG2143Q		160	0	0	160	0.0010	160	0	0	0.0010	0	0.0000	0	160
	Vijay Bansal	AHJPB3075C		4161900	0	0	4161900	25.4900	4161900	0	0	25.4900	0	0.0000	0	4161900
(b)	Huf		1	414885	0	0	414885	2.5410	414885	0	0	2.5410	0	0.0000	0	414885
	Vijay Bansal Huf	AADHV2111G		414885	0	0	414885	2.5410	414885	0	0	2.5410	0	0.0000	0	414885
(c)	Central Govt / state Govt/ President Of India		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
	Financial Inst/ banks	0	0	0	0	0	0.0000	0	0	0	0	0.0000	0	0.0000	0	0
(e)	Any other Other - Body Corporate		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
	Sub - Total		6	12225359	0	0	12225359	74.8754	12225359	0	0	74.8754	0	0.0000	0	12225359
(2)	Foreign															
(a)	Individual (nri/ Foreign Individual)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(b)	Government		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(c)	Institutions		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
(e)	Any Other															
	Sub - Total		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0
	Total Shareholding of Promoter and Promotor Group		6	12225359	0	0	12225359	74.8754	12225359	0	0	74.8754	0	0.0000	0	12225359



**CANTABIL RETAIL INDIA**  
**SHAREHOLDING PATTERN AS ON 31st March, 2022**

**Table - III Statement showing shareholding pattern of the Public shareholding**

Category (I)	Category & Name of the Shareholder (I)	PAN (II)	No of Share-holders (III)	No. of fully paid Equity Share Held (IV)	No. of Partly Paid Equity Shares Held (V)	No. of shares underlying Depository Receipts (VI)	Total Nos. Shares Held (VII) = IV+V+VI	Share-holding as a % of total no of Shares (calculated as per SCRR 1957) (VIII) as a % of (A+B+C2)	No of Voting Rights held in each class of securities (IX)				No of shares underlying convertible securities (including warrants) (X)	Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (XI)=VII+X as a % of (A+B+C2)	No. of Locked in Shares (XII)		No of Shares pledged or otherwise encumbered (XIII)		No of Equity Shares Held in Dematerialized form (XIV)	
									Class X	Class Y	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(1)	Institutions																			
(a)	Mutual Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(b)	Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(c)	Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(e)	Foreign Portfolio Investors		1	9897	0	0	9897	0.0606	9897	0	9897	0.0606	0	0.0606	0	0.0000	0	0.0000	0	0.0000
(f)	Financial Inst/banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(g)	Insurance Companies		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(h)	Provident Funds/ Pension Fund		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(i)	Any other Sub-total (B)(1)		1	9897	0	0	9897	0.0606	9897	0	9897	0.0606	0	0.0606	0	0.0000	0	0.0000	0	0.0000
(2)	Central Govt / state Govt/ President Of India		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
	Sub-total (B)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(3)	Non-institutions																			
(a)	(i) Individual-Holding Nom. Val. upto Rs.2 lakhs		4436	821352	0	0	821352	5.0304	821352	0	821352	5.0304	0	5.0304	0	0.0000	121451	14.7867	821136	
	(ii) Individual-Holding Nom. Val. greater than Rs.2 lakhs		17	1019404	0	0	1019404	6.2434	1019404	0	1019404	6.2434	0	6.2434	0	0.0000	252449	24.7644	1019404	
	Meena A Kothari	AABPK6030D		270000	0	0	270000	1.6536	270000	0	270000	1.6536	0	1.6536	0	0.0000	0	0.0000	270000	
(b)	Nbfo Registered With Rbi		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(c)	Employees Trust		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(d)	Overseas Depository Holding DRs		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000
(e)	Any Other Other-Body Corp		70	1970323	0	0	1970323	12.0674	1970323	0	1970323	12.0674	0	12.0674	0	0.0000	829335	42.0913	1970323	
	Aithum Investment And Infrastructure Limited	AADCS2471H		501126	0	0	501126	3.0692	501126	0	501126	3.0692	0	3.0692	0	0.0000	0	0.0000	501126	
	Winro Commercial (India) Ltd	AAACW2748Q		280000	0	0	280000	1.7149	280000	0	280000	1.7149	0	1.7149	0	0.0000	280000	100.0000	280000	
	Other - Clearing Member		22	17177	0	0	17177	0.1052	17177	0	17177	0.1052	0	0.1052	0	0.0000	0	0.0000	17177	
	Other - N R I - NON - REPATARIABLE		31	8349	0	0	8349	0.0511	8349	0	8349	0.0511	0	0.0511	0	0.0000	0	0.0000	8349	
	Other - N R I - REPATARIABLE		38	21855	0	0	21855	0.1339	21855	0	21855	0.1339	0	0.1339	0	0.0000	0	0.0000	21855	
	Other - Individual HUF		146	233892	0	0	233892	1.4325	233892	0	233892	1.4325	0	1.4325	0	0.0000	94219	40.2831	233892	
	Sub-total (B)(3)		4760	4092352	0	0	4092352	25.064	4092352	0	4092352	25.064	0	25.064	0	0	1297454	31.7044	4092136	
	Total Public		4761	4102249	0	0	4102249	25.1246	4102249	0	4102249	25.1246	0	25.1246	0	0	1297454	31.6279	4102033	

**CANTABIL RETAIL INDIA**  
**SHAREHOLDING PATTERN AS ON 31st March, 2022**  
**Table - IV Statement showing shareholding pattern of the Non Promter - Non Public shareholder**

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



## ANNEXURE – 8

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

### A. CONSERVATION OF ENERGY

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

#### (a) Conservation of energy -

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

### B. TECHNOLOGY ABSORPTION AND INNOVATION

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

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

Foreign Exchange Earning and outgo:

(₹ in Lakhs)

a)	Imports on CIF basis	
	1. Import of Machinery	—
	2. Import of Spare Parts	—
	3. Import of Finished Goods	3529691
b)	Expenditure in Foreign Currency	
	1. Fee for Software License for access to Fashion Website	18067
	2. Directors Foreign Tour & Travelling	—
c)	Earning in Foreign Currency	—

For and on behalf of the Board

Date: August 09, 2022

Place: New Delhi

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



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

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

To,

**The Members of**

**CANTABIL RETAIL INDIA LIMITED**

(CIN:L74899DL1989PLC034995)

B-16, Ground Floor Industrial Area,

Lawrence Road Delhi- 110035

1. That Cantabil Retail India Limited (the Company) is having its registered office at B-16, Ground Floor Industrial Area, Lawrence Road Delhi -110035 (hereinafter referred as “the Company”) and its equity shares are listed on BSE Limited and National Stock Exchange of India Limited.
2. I have examined the relevant disclosures received from the directors as well as the registers, records, forms, and returns maintained by the Company and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. In my opinion and to the best of my information and according to the verifications and examination of the disclosures under section 184/189, 170, 164, 149 of the Companies Act, 2013 (the Act) and DIN status at the portal, www.mca.gov.in, as considered necessary and explanations furnished to us by the Company and its officers, I certify that none of the below named Directors on the Board of the Company as on March 31, 2022 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority:

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

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

**Devesh Kumar Vasisht**

**CP No.:13700**

**FCS No. F8488**

**UDIN.: F008488D000764034**

**Date: August 09, 2022**

**Place: New Delhi**

## ANNEXURE – 10

### CANTABIL RETAIL INDIA LIMITED

### DIVIDEND DISTRIBUTION POLICY

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

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

#### Legal Framework

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

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

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

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

#### Interim and Final Dividend

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

#### Dividend Payout

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

#### Dividend Distribution

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

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

The financial parameters to be considered while declaring dividend

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

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

#### **Internal and External factors considered for declaration of dividend**

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

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

planning and resource mobilization in order to attain the Objectives of the Company and leverage internal and external resources in the best possible manner for future business growth and value creation for the shareholders;

- g) Acquisition of brands/ businesses for future growth of the Company including market expansion and product expansion plans; and
- h) Any other factors having an impact on the future profitability of the Company as it may deem fit to the Board of Directors.

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

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

#### **Policy as to how retained earnings shall be utilised**

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

#### **Amendment**

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

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### FORWARD LOOKING STATEMENT

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

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

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

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

### ECONOMIC OVERVIEW

#### Global Industry

The global apparel and leather products market, of which the apparel market is a segment, reached a value of nearly \$818.2 billion in 2020, growing at a compound annual growth rate (CAGR) of 0.1% since 2015. It is expected to grow at a CAGR of 9.9% and reach nearly \$1,311.7 billion by 2025. The apparel market was the largest segment in the apparel and leather products market accounting for 64.4% of the total in 2020.

The top opportunities in the apparel market segmented by type will arise in the women's wear segment, which will gain \$162.4 billion of global annual sales by 2025. The top opportunities in the apparel market segmented by fabric type will arise in the man-made fibers segment, which will gain \$231.4 billion of

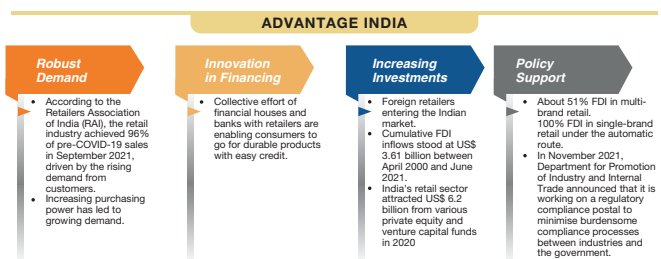
global annual sales by 2025. The top opportunities in the apparel market segmented by distribution channel will arise in the offline sales segment, which will gain \$158.5 billion of global annual sales by 2025. The apparel market size will gain the most in China at \$54.0 billion.

The global retail industry is mature and highly competitive in the developed economies of Europe and North America. On the other hand, the developing economies of Asia-Pacific, the Middle East, and Latin America have been instrumental in driving the market growth. Countries, such as Singapore, Malaysia, and Thailand, are popular shopping destinations in the Asia-Pacific region, with visitors contributing substantially to the retail sectors in the respective markets. Tourists are augmenting the demand for products related to fashion, apparel, and electronics. Consumer spending, which typically accounts for more than two-thirds of the GDP, has been a key indicator of the health of the retail market. Moreover, the increasing strength of online shopping has been a major driver (especially during the COVID-19 crisis). Apart from this, the growing smartphone penetration across countries is driving the e-commerce channel. Also, IoT, augmented reality, and other disruptive technologies are reshaping the retail industry. However, price variation between online and brick-and-mortar stores can challenge the retail market growth.

Source: <https://www.mordorintelligence.com/industry-reports/retail-industry>  
<https://www.businesswire.com/news/home/20210406005828/en/Global-Apparel-Market-2020-to-2030---Key-Opportunities-and-Strategies---ResearchAndMarkets.com>  
<https://www.globenewswire.com/fr/news-release/2021/04/07/2205598/28124/en/Outlook-on-the-Apparel-Global-Market-to-2030-COVID-19-Impact-and-Recovery.html>

#### Indian Industry

Increasing demand for online shopping is expected to help the apparel manufacturing market grow. Manufacturers can now sell their products on a larger platform than before, which will increase their customer base geographically, driving the growth of the apparel manufacturing market. In countries such as India, for instance, e-commerce portals have boosted the sales of traditional garments by giving larger exposure to producers who were confined to one geography where the weaving community was located.





As per Kearney Research, India's retail industry is projected to grow at a slower pace of 9% over 2019-2030, from US\$ 779 billion in 2019 to US\$ 1,407 billion by 2026 and more than US\$ 1.8 trillion by 2030. According to the Retailers Association of India (RAI), the retail industry achieved 93% of pre-COVID sales in February 2021; consumer durables and quick service restaurants (QSR) increased by 15% and 18% respectively. E-Retail has been a boon during the pandemic and according to a report by Bain & Company in association with Flipkart 'How India Shops Online 2021' the e-retail market is expected to grow to US\$ 120-140 billion by FY26, increasing at approximately 25-30% p.a. over the next 5 years. India has the third-highest number of e-retail shoppers (only behind China, the US). The new-age logistics players are expected to deliver 2.5 billion Direct-to-Consumer (D2C) shipments by 2030. Online used car transaction penetration is expected to grow by 9x in the next 10 years. During the festival period in 2020, Amazon, Flipkart and various vertical players sold goods worth US\$ 9 billion despite the pandemic onslaught.

Source: <https://www.thebusinessresearchcompany.com/press-release/apparel-market-2022>

<https://www.ibef.org/industry/retail-india.aspx>

<https://vedantavc.edu.in/wp-content/uploads/2022/06/Retail-Managent.pdf>

<https://www.ibef.org/pages/retail-india/showcase/future-retail-ltd>

### Asia-Pacific is Expected to Witness the Fastest Growth Rate in the Retail Industry

As rural and urban households witnessed a steady growth of disposable incomes, the spending power of the Chinese population has also increased dramatically, and the retail market has matured into one of the largest and still growing consumer markets worldwide. It is highly competitive and diversified, and the market shares of the leading Chinese retail chains were receding over the past few years. In India, government policies, like FDI up to 100% allowed in single-brand retail and FDI up to 51% in multi-brand retail, are further expected to fuel up the competition in the country's retail market. The growth of the tourism sector in Asia-Pacific countries, including Thailand and Indonesia, is expected to increase the demand for imported products, especially in the HORECA (hotel/restaurant/café) sector.

Source: <https://www.mordorintelligence.com/industry-reports/retail-industry>

Retail Industry - Growth Rate by Region (2020-2026)



### About Cantabil Retail India

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

Over the years, Company has established 1,50,000 sq. ft. state of art manufacturing facility in Bahadurgarh, Haryana with a capacity to produce 12.00 Lakh garment pcs. /p.a that makes Casual trousers, Formal trousers, Suits & jackets and Shirts. Along with this, the Company also has two dedicated production units and two warehouses to ensure seamless & timely Logistics of quality products. The production facilities are equipped with high quality machines from reputed companies like JUKI, Durkopp, Brother, Ngai Shing, Kansai, Pfaff, Maier, Siruba, Sako and latest finishing equipment using hot and cold steam foam finishers from Veit and Macpi.

The Company sells its products under the brands- Cantabil, Kaneston, Crozo and Lil Potatoes through 378 Exclusive Brand Outlets (EBOs) in 18 states which are either Company owned / lease and Franchisee managed, or Franchisee owned, and Franchisee managed. The Company believes in building strong client relationships by effectively delivering good quality products and acknowledging the changing customer demands.

### FINANCIAL OVERVIEW

The performance of the Company for the financial year ended March 31<sup>st</sup>, 2022, is as follows:

#### **Performance Highlights with IND-AS 116 for the full year ended March 31<sup>st</sup>, 2022:**

Revenue from operations was at **Rs. 383.39 crore in FY22** as against Rs. 251.89 crore in FY21 YoY increase of 52.21% on account of higher sales from existing and new stores opened

EBITDA (excluding other income) stood at **Rs. 111.68 crore**

EBITDA Margin was **29.13%**

Profit After Tax was at **Rs. 38.06 crore** - The Company decided to exercise the option of new taxation regime with lower tax rates and hence have to bear a one-time non-cash adjustment of Rs. 5.06 crore as re-measurement of Deferred Tax Assets due to which, profit for has exceptional decrease and consequential net profit w/o considering above said adjustment is Rs. 4311.29 lakhs

PAT Margin was **9.93%**

Basic EPS stood at **Rs. 23.31**

**Performance Highlights W/O IND-AS 116 for the full year ended March 31<sup>st</sup>, 2022:**

EBITDA (excluding other income) stood at **Rs.75.79 crore in FY22** as against Rs. 35.20 crore in FY21 **YoY increase of 115.33%**, on account of increasing ticket size, higher NOBs and better sales

EBITDA Margin in **FY22 was 19.77% as against 13.97% in FY21, increase of 580 bps**

Profit After Tax was at **Rs.41.82 crore in FY22** as against Rs. 17.86 crore in FY21

PAT Margin was **10.91% in FY22 as against 7.09% in FY21, increase of 382 bps**

Basic EPS stood at **Rs. 25.61**

**RESOURCES AND LIQUIDITY**

As on March 31, 2022, the net worth stood at Rs. 160.08 crore Company repaid all loans and is now debt free.

The cash and cash equivalents at the end of March 31, 2022 were Rs. 3.23 crore

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

Financial Year	No. of Stores
FY 2021-22	378
FY 2020-21	320
FY 2019-20	302
FY 2018-19	241
FY 2017-18	184

**Segment wise Business Performance**

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

Revenue share of four broad segments are stated below:

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

**RISKS AND CONCERNS**

Like every business, the company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. A detailed policy drawn up and dedicated risk workshops are conducted for each business vertical and key support functions wherein risks are identified, assessed, analyzed and accepted / mitigated to an acceptable level within the risk appetite of the organization. The risk registers are also reviewed from time to time. The Company faces the following Risks and Concerns:

**Credit Risk**

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

**Interest Rate Risk**

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

**Competition Risk**

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

**Input Cost Risk**

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

**Liability Risk**

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

**Real Estate Risk**

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

**OPPORTUNITIES**Changing consumer preferences and growing Industrial base

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

E-commerce

- Company's ability to scale E-commerce platform

**THREATS**

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

**INTERNAL CONTROL SYSTEMS AND ADEQUACY**

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

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

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

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

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

**HUMAN RESOURCES**

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. As on March 31, 2022, Company is giving employment to 2278 permanent employees and 826 contractual employees. Industrial relations are cordial and satisfactory.

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

The Company also plans to continue investing in training programmes and other resources that enhance employees' skills and productivity which will continue to help our

employees develop understanding of the customer-oriented corporate culture and service quality standards to enable them to continue to meet the customers' changing needs and preferences.

### **Information Technology**

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

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

### **Impact of COVID-19 on Business**

Our business operations faced several challenges including:

- Temporary store closure for operations due to local restrictions
- Significantly reduced footfall at operational stores
- Reduced employee attendance due to local transport restrictions
- Temporary stoppage of all manufacturing activities
- Disruption in Supply Chain due to restricted manpower, transportation and material unavailability

## **OUTLOOK**

There is total shift in buying behaviour and perception of consumers post covid. For brick-and-mortar stores covid related safety measures must be of topmost priority to attract consumers to visit their stores. Apart from this for online stores or e-commerce delivering product in time has to be of utmost priority. They have to have a very strong logistics setup in order to fulfil delivery commitments.

As for the Company, we are mainly focused on expanding via brick-and-mortar stores in the country especially targeting the tier 2 and tier 3 cities and towns where we get to take advantage of the first mover benefit. We have also started online sales through e-commerce platforms but that is not the Company's major focus at the moment. It just serves as an add-on business segment to the Company. As of now online sales generates 1% of company's total revenue and the Company plans and expects online business to grow to nearly 5% in the next 3-4 years. Online sales is not just e-commerce platforms but the Company is also focusing on its own website.

The Company's idea to give best in-store experience to its customers is what attracts new customers at small towns where along with branded apparels they also get a good shopping experience. We have modified and revamped the old stores as per customer's preferences with good light setting, etc.

We are truly grateful to our loyal customers who support us which gives us confidence to open new stores. With support from all our stakeholders, employees and everyone else we have managed to open 58 new stores in this financial year.



## BUSINESS RESPONSIBILITY REPORT 2021-22

The Company's continuing commitment to societal responsibilities and support is linked and integrated with its business strategy, core competency, values and need of the communities. The organization approaches all such initiatives with an intent to contribute to sustainable economic development and beneficial actions that are environmentally sustainable and socially responsible for the communities.

The Securities and Exchange Board of India ("SEBI") has mandated the top 1,000 listed Companies by market capitalization to include Business Responsibility Report ("BRR") in its Annual Report. The reporting framework is based on the 'National Voluntary Guidelines on social, environmental and economic responsibilities of business ("NVGs")' released by the Ministry of Corporate Affairs, Government of India, in July 2011 which contains 9 principles and core elements for each of those 9 principles. Our BRR includes our responses to questions on our practices and performance on key principles defined by Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("Listing Regulations") covering topics across environment, governance, and stakeholder relationships. Furthermore, SEBI, in its meeting held on March 25, 2021 followed by an amendment to Regulation 34(2)(f) of the SEBI LODR vide Gazette notification no. SEBI/LAD-NRO/GN/2021/22 dated May 05, 2021, has introduced a new sustainability reporting requirement called as Business Responsibility and Sustainability Report ("BRSR") which would replace the existing BRR. The BRSR is applicable to the top 1000 listed entities (by market capitalization), for reporting on a mandatory basis from the Financial Year ("FY") 2022-23 and Cantabil will comply with the requisite provisions as per the SEBI guidelines from its effective date. The Directors hereby present the BRR of the Company for the Financial Year ended on March 31, 2022, which conforms to the BRR requirement of the Listing Regulations and NVG on Social, Environmental and Economic Responsibilities of Business.

1.	Corporate Identity Number(CIN) of the Company	<b>L74899DL1989PLC034995</b>						
2.	Name of the Company	Cantabil Retail India Limited						
3.	Registered address	B-16, Ground Floor Industrial Area, Lawrence Road Delhi 110035 India						
4.	Website	www.cantabilinternational.com						
5.	E-mailid	info@cantabilinternational.com						
6.	Financial Year Reported	2021-22						
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	47711- Retail Sale of Readymade Garments						
8.	List three key products/services that the Company manufactures/ provides (as in balance sheet)	a) Shirts b) Trousers c) Suits & Blazers						
9.	Total number of locations where business activity is undertaken by the Company	(a) International Locations - NIL (b) National Locations - As on 31-Mar-2022 <table border="1"> <thead> <tr> <th>Cities</th> <th>Stores</th> </tr> </thead> <tbody> <tr> <td>190</td> <td>378</td> </tr> <tr> <td><b>Total</b></td> <td><b>378</b></td> </tr> </tbody> </table>	Cities	Stores	190	378	<b>Total</b>	<b>378</b>
Cities	Stores							
190	378							
<b>Total</b>	<b>378</b>							
10.	Markets served by the Company (Local/State/National/International)	Cantabil Stores are in Pan India across 190 cities / 18 States.						

**SECTION B : FINANCIAL DETAILS OF THE COMPANY**

1.	Paid up Capital	1,632.76 lakhs
2.	Total Turnover	38,339.38 lakhs
3.	Total profit after taxes	3,805.54 lakhs
4.	Total Spending on Corporate Social Responsibility(CSR) as percentage of profit after tax(%)	0.93% ,2% of average net profit for previous three financial years (computation as prescribed by the Companies Act, 2013)
5.	List of activities in which expenditure in 4 above has been incurred	
	Company has supported 50 more schools for ongoing project (education sector) and has allocated 33 Lacs. Apart from this Company has contributed to APNA GHAR ASHRAM under preventive health care and to Bharatiyam in an online event for fund raiser of RAGAS for YAMUNA -Covid Care Concert and Auction.	

**SECTION C : OTHER DETAILS**

1.	Does the Company have any Subsidiary Company/Companies?	NO
2.	Do the Subsidiary Company / Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)	N/A
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%,More than 60%	NO

**SECTION D : BR INFORMATION**

1.	(a) Details of Director/Directors responsible for implementation of BR policies	<table border="1"> <thead> <tr> <th>No.</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>DIN Number</td> <td>01110877</td> </tr> <tr> <td>2</td> <td>Name</td> <td>Mr. Vijay Bansal</td> </tr> <tr> <td>3</td> <td>Designation</td> <td>Chairman &amp; Managing Director</td> </tr> </tbody> </table>	No.	Particulars	Details	1	DIN Number	01110877	2	Name	Mr. Vijay Bansal	3	Designation	Chairman & Managing Director					
		No.	Particulars	Details															
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		2	Name	Mr. Vijay Bansal															
3	Designation	Chairman & Managing Director																	
(b) Details of the BR Head	<table border="1"> <thead> <tr> <th>No.</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>DIN Number</td> <td>01110877</td> </tr> <tr> <td>2</td> <td>Name</td> <td>Mr. Vijay Bansal</td> </tr> <tr> <td>3</td> <td>Designation</td> <td>Chairman &amp; Managing Director</td> </tr> <tr> <td>4</td> <td>Telephone Number</td> <td>011- 41414188</td> </tr> <tr> <td>5</td> <td>E-mailid</td> <td>info@cantabilinternational.com</td> </tr> </tbody> </table>	No.	Particulars	Details	1	DIN Number	01110877	2	Name	Mr. Vijay Bansal	3	Designation	Chairman & Managing Director	4	Telephone Number	011- 41414188	5	E-mailid	info@cantabilinternational.com
	No.	Particulars	Details																
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4	Telephone Number	011- 41414188																	
5	E-mailid	info@cantabilinternational.com																	

## 1. Principle-wise (as per NVGs) BR Policy/policies

## (a) Details of compliance (Reply in Y/N)

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Business Ethics	Product Responsibility	Employee Wellbeing	Shareholder Engagement	Human Rights	Environment Protection	Public & Regulatory Policy	CSR	Customer Relation
1	Do you have a policy/policies for....	Y	Y	Y	Y	Y	Y	N	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	NA	Y	Y
3	Does the policy conform to any national / international standards?	Note 1	Note 1	Note 1	Note 1	Note 1	--	NA	Note 1	Note 1
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Note 2	Note 2	Note 2	Note 2	Note 2	Note 2	NA	Note 2	Note 2
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	NA	Y	Y
6	Indicate the link for the policy to be viewed online?	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	NA	Note 3	Note 3
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	NA	Y	Y
8	Does the company have in-house structure to implement the policy / policies.	Y	Y	Y	Y	Y	Y	NA	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	NA	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Note 4	Note 4	Note 4	Note 4	Note 4	Note 4	NA	Note 4	Note 4

**Note:-**

- The policies of the Company are compliant of the applicable laws in India, general business standards, fair trade practices and good corporate governance.
- The Board monitors policy implementation and progress on initiatives and actions through periodic reviews and policies have been signed by Managing Director.
- The policies which are mandatorily required to be uploaded on the website are available at the website of the Company i.e. <https://www.cantabilinternational.com/> Some of the policies which pertain to the employees of the Company are available on intranet.
- Internal Audit team evaluates the policies on regular basis.

**(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:**
**(Tick up to 2 options)**

S. No.	Questions	Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
1	The Company has not understood the Principles.	-
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles.	-
3	The Company does not have financial or manpower resources available for the task.	-
4	It is planned to be done within next 6 months.	-
5	It is planned to be done within the next 1 year.	-
6	Any other reason (please specify)	We prefer to be part of the broader policy development process and do not practice lobbying on any specific issue and hence do not feel such policy is necessary, given our way of doing business.-

3.	Governance related to BR	
(a)	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	The Board of Directors of the Company assesses various initiatives forming part of the BR performance of the Company at least once a year
(b)	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Yes, it is published annually. Company publish its Business Responsibility Report annually as a part of Annual Report and these reports are available online at <a href="http://www.cantabilinternational.com">www.cantabilinternational.com</a>

**SECTION E: PRINCIPLE-WISE PERFORMANCE**
**Principle 1: Ethics, Transparency and Accountability**

- Does the policy relating to ethics, bribery and corruption cover only the company? Yes / No.  
Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

**Code of Conduct**

Your Company runs its business in fair and transparent manner and is committed to adherence to the highest standards of transparency, business conduct ethics, corporate culture, values, legal principles. Also, the Company has in place the Code of Conduct for all its Directors and employees applicable across the Company. The Code of Conduct is applicable to employees, vendors and all its associates with whom your Company does business. The code serves as a guide to each employee on values, ethics and business principles expected of him or her in personal and professional conduct. The code deals with gifts, bribery, sexual harassment etc. and is signed by all the Executives at the time of joining the Company. An annual affirmation on compliance and adherence to the Code of Conduct and Business Ethics is obtained from the Directors and Senior Managerial Personnel.



### Whistle Blower

In order to ensure the effective implementation of the Code of Conduct, your Company has strong Vigil Mechanism / Whistle Blower policy, applicable to all the employees and Directors that ensures fearless reporting and fair treatment of the incidence. This policy is applicable to Directors, employees, vendors and other business partners of the Company. The policy is updated from time to time to align with changes in regulatory environment and to make it more inclusive and effective. The policy is available online at <https://www.cantabilinternational.com/>

### Policy for Determining Materiality of Events and Information

The objective of this Policy is: (a) to ensure disclosure of any event or information which, pursuant to SEBI regulations is material, (b) to determine whether an event or information is material or not, and (c) to ensure timely, accurate, uniform and transparent disclosure.

### Policy on prevention of sexual harassment

The Company has instituted processes and mechanisms to ensure that issues relating to sexual harassment are effectively addressed. In terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Internal Complaints Committees (ICC) has been constituted. These Committees are intended to facilitate open and structured discussions on sexual harassment complaints and to ensure their resolution in a fair and justified manner. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, there were no complaints reported to the ICC

### Company's Code of Conduct on (prevention of) Insider Trading

In order to protect the interest of investors, the company has mechanism to prevent insider trading and protect unpublished price sensitive information (UPSI).

### Anti-bribery and anti-corruption policy

Cantabil is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt and unethical business practices. It is our policy to conduct our business activities with honesty, integrity and the highest possible ethical standards while vigorously enforcing our business practice of not engaging in bribery or corruption across our operations.

## 2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?

No Complaint was received during the Financial Year 2021-22. Hence, no complaint was pending as on 31st March, 2022.

## PRINCIPLE 2 - BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFECYCLE

Your Company tries to embed the principles of sustainability into various stages of product, procurement of raw material, manufacturing of products, transportation of raw materials and supply of finished goods. As a responsible Corporate, your Company complies with all applicable environmental, legal and other requirements towards protecting the environment and conserving natural resources. Your Company strives to achieve continuous improvement in the environmental sustainability journey through clearly defined objectives and targets which are based on reduction in energy consumption, control on emissions and waste generation, conservation of water, reducing effluent discharge and creating environmental awareness.

Principle		Information
(1)	List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities	Although the company has not designed any product taking into concern socio-environment factors however it has made efforts to reduce carbon footprints by taking several measures and used alternate sources of energy effectively and also taken utmost care to produce quality products
(2)	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):	

	(a) Reduction during sourcing / production /distribution achieved since the previous year throughout the value chain?	N.A
	(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	N.A
(3)	Does the company have procedures in place for sustainable sourcing (including transportation)? <b>Information:</b> The company doesn't have prescribed mechanism for sustainable sourcing however it endeavours to source the raw materials sustainably	
	(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	N.A
(5)	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%,5-10%,>10%). Also, provide details there of, in about 50 words or so.	Yes, your Company constantly endeavor to minimize waste generation, reduction at the source and ensure responsible waste disposal. Companies strategies are directed towards achieving the greenest and safest operations across all units by optimising usage of natural resources and providing a safe and healthy workplace.

### PRINCIPLE 3 - BUSINESSES SHOULD PROMOTE THE WELL BEING OF ALL EMPLOYEES

Physical health and fitness are important elements of employee well-being and to facilitate this, the company arranged several programs to make the employees' health and fitness cautious. The Company had organized a Covid- 19 Vaccination drive for the employees. Protection of employees from employment injury is a major continuing objective. We continue to enhance safety and security at the workplace by prescribing policies and procedures, creating awareness and imparting trainings. We proudly say that our office environment is free from harassment of any nature. We had undertaken several measures for creating awareness through POSH and other Training programmes for the employees, managers and ICC officer members to educate and equip them to effective handle any such untoward situation, if any in the company. A zero-tolerance approach is adopted towards issues concerning discrimination on the grounds of race, religion, gender, age, sexual or any disability.

Company always emphasis on 'Knowledge' as a key differentiator, wherein we undertake continuous efforts for creating an environment of continuous learning which equips employees with knowledge and skills aligned to the Company's strategic objectives and business goals. We never miss any single opportunity of enjoying the festivals and special days at Cantabil family. We organize fun-centric activities and contest on various occasions such as Diwali, Dussehra, X-mas, Rakshabandhan, Women's Day etc. to boost the employee morale and enhancing bonding between cross functional teams.

1.	Total Employees	Number of Permanent employees as on March 31, 2022 is 2278
2.	Employees hired on Temporary/Contractual/Casualbasis	Number of Temporary / Contractual / Casual employees as on March 31, 2022 is 842
3.	Permanent Women Employees	Number of Permanent women employees as on March 31, 2022 is 347.
4.	Permanent Employees with Disabilities	The Company has no permanent employees with disabilities.
5.	Employee Association that is recognized by management	No, your Company does not have any employee association that is recognized by management.
6.	What percentage of your permanent employees is members of this recognized employee association	Not applicable as there is no any employee association.

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year

Sl. No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1.	Child labour / forced labour / involuntary labour	0	0
2.	Sexual harassment	0	0
3.	Discriminatory employment	0	0

8. What percent age of your under mentioned employees were given safety & skillup-gradation training in the last year?

(a)	Permanent Employees	100%	
(b)	Permanent Women Employees	100%	
(c)	Casual/Temporary/Contractual Employees	100%	
(d)	Employees with Disabilities	N/A	

**PRINCIPLE 4 - BUSINESSES SHOULD RESPECT THE INTERESTS OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALISED**

We strive hard with passion to meet and set industry benchmarks in our systems and processes to ensure insightful experiences for our stakeholders. We are accountable towards all our stakeholders. We are liberal and committed in giving back to the society. We always work together for the upliftment of the society as a whole. Cantabil recognises employees, business associates (network of suppliers, Commission Agents and dealers), customers, shareholders/investors and communities surrounding our operations and regulating authorities as key stakeholders. The Company continues its engagement with them through various mechanisms such as consultations with local communities, supplier/vendor meets, customer/employee satisfaction surveys, investor forums, etc. The Company consistently contributes to socially responsible activities. Corporate Social Responsibility (CSR) at Cantabil Retail India Limited portrays the deep symbiotic relationship that the group enjoys with the communities it is engaged with.

1.	Has the company mapped its internal and external stakeholders? Yes/No	Yes, your Company defines stakeholders 'as persons or groups who are directly or indirectly affected by the business, as well as those who may have interest in the business and/or the ability to influence its outcome, either positively or negatively'. Taking this definition, your Company builds trust through productive relationships, fosters working partnerships and considers stakeholders both internal and external as integral to its business
2.	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.	Yes, your Company has identified underserved communities in the vicinity of the registered office and plant location as most vulnerable external stakeholders. However, the women and children are given preference in all decision making. During the Financial Year, Company focussed on education sector by contributing in 50 schools in remote areas.
3.	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	For socio-economically disadvantaged sections of the society, the Company through its CSR programmes has donated fund to various trust and foundation for CSR activities like Eradicating hunger, poverty and malnutrition, Promoting Health care, Rehabilitated sick and needy animals and Education for needy people

**Principle 5 - BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS**

Human rights are fundamental rights and we adhere to this principle in the most earnest spirit. Confirming our commitment is our Human Rights Policy which spans various principles ranging from freedom of association to freedom from harassment and applies across our operations. Not only our intentions, but also our actions are compliant with all the statutory laws and regulations. In the financial year, there were no human rights violation complaints relating either to child, forced and involuntary labour, or sexual harassment/discriminatory employment, against the Company.

Principle		Information
(1)	Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures / Suppliers / Contractors / NGOs /Others?	As per the Company Business Responsibility Policy company deals with the provision relating to the promotion of human rights. The company recognized and respects human rights of all relevant stakeholders and groups.
(2)	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	The company received no any stakeholders complaints related to human right violation in last financial year 2021-2022.

**PRINCIPLE 6 BUSINESS SHOULD RESPECT, PROTECT, AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT**

CRIL has been working systematically to reduce its impact on the Environment. We take seriously our impact on the natural resources in the communities where we operate and have put in place measures to not merely comply with regulations but to responsibly take care of the Planet, preserve its beauty and resources for future generations. Clean air, fresh water, rich biodiversity and abundant natural resources is imperative to human health and well-being. At Cantabil we are aware of the environmental challenges that resource depletion pose and are converting them into business opportunities by taking systematic conservation measures. Reducing our dependence on scarce resources is not only easing the pressure on the planet but also improving our operational cost.

Principle		Information
(1)	Does the policy related to Principle 6 cover only the company or extend to the Group/Joint Ventures / Suppliers / Contractors / NGOs /Others?	The set policy is also extended down the line and applicable to our contractors and suppliers.
2.	Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for web page etc.	Yes. A safe and healthy working environment is the Company's top priority. The Company shall continuously seek to improve environment performance by adopting cleaner production method, promoting use of energy efficient and environmental technologies.
3.	Does the company identify and assess potential environmental risks? Y/N	Yes. As per the CPCB guidelines the company is using only recycled plastic for packing and storage of material. The company has tie up with the PCB approved vendors to take care and manage hazards waste. The Company is re-using its waste water for washing garments and gardening purposes. The Company is discharging the waste water after treating form STP & ETP. The Company conducts regular inspection to check permissible limits of emissions, waste water.
4.	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	No.
5.	Has the company undertaken any other initiatives on-clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyper link for web page zetc.	No.
6.	Are the Emissions / Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Yes.
7.	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	The Company has not received any show cause/legal notice in relation to emission/pollution from the regulators for the financial year 2021-2022.

**PRINCIPLE 7 - BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER**

Principle		Information
1.	Is your company a member of any trade andchamber or association? If Yes, Name only those major ones that your business deals with:	Yes. The Company is a member of Footwear Park Association HSIIDC.
2.	Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes/	Yes. The Company actively participates in discussion pertaining to issues/policies.



No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	
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## PRINCIPLE 8 - BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Principle	Information
1. Does the company have specified programmes / initiatives/projects in pursuit of the policy related to Principle 8? If yes details there of.	Your Company has formulated a well defined CSR Policy which focusses on issues like education, preventive health care, environment and rural development etc.
2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?	The programmes/ projects are undertaken through in-house teams/external agencies or external NGOs to serve areas of community growth and sustainable development
3. Have you done any impact assessment of your initiative?	Yes the Company has conducted in house impact assessment of its CSR initiatives.
4. What is your company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken.	During the year under review, the Company has spent an amount of ₹ 3,501,000 lakhs on CSR activities mainly on education, health care, medical.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	Yes, Initiatives conducted under the CSR are tracked to determine the outcome achieved and the benefits to the community.

## PRINCIPLE 9 - BUSINESSES SHOULD ENGAGE WITH AND PROVIDE

The Company is committed to providing products and services that offer best-in-class quality and user experience. All businesses of the Company comply with all regulations and relevant voluntary codes concerning marketing communications, including advertising, promotion and sponsorship. The Company's communications are aimed at enabling customers to make informed purchase decisions.

Principle	Information
1. What percentage of customer complaints/consumer cases are pending as on the end of financial year	No complaints were received/pending against the company regarding unfair trade practise, irresponsible advertsing and/or anti-competative behaviour.
2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)	CRIL adheres to all the applicable regulations regarding product labelling and displays relevant information on it. The product details are also given on the website of the Company.
3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	NONE
4. Did your company carry out any consumer survey/ consumer satisfaction trends?	The company maintains visitor's books for comments, suggestions, and complaints and it reviews consumer feedbacks periodically

## CORPORATE GOVERNANCE REPORT

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

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

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

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

Statement on Company's philosophy on Code of Governance:

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

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

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

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

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

### 2. BOARD OF DIRECTORS

#### Board Leadership

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

#### Board Composition and Category of Directors

As on March 31, 2022, the Company has Six Directors. Out of the Six Directors, three are Executive and three Non- Executive Independent Directors. The Chairman is an Executive Director. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (the Act).

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than

seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of

the SEBI Listing Regulations and that they are independent of the management.

#### **Composition and Directorship(s)/ Committee Membership (s)/ Chairmanship(s) as on 31st March, 2022**

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

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

\* Other Directorships under Companies incorporated under section 8 and Foreign Companies are not included in above list and none of the above named directors are directors in foreign companies and high value debt listed entities.

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

**Details of equity shares of the Company held by the Directors as on March 31, 2022 are given below:**

Name of Director	Designation	Number of Equity Shares held
Mr. Vijay Bansal	Chairman and Managing Director	41,61,900
Mr. Deepak Bansal	Whole Time Director	58,06,401
Mr. Basant Goyal	Whole Time Director	NIL
Mr. Balvinder Singh Ahluwalia	Independent Director	NIL
Mr. Rajeev Sharma	Independent Director	NIL
Mrs. Renu Jagdish	Independent Director	NIL

**The names of other listed/unlisted entities where the director is directors as on 31.03.2022:**

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

S. No.	Name of the Director	Dates of Meetings Held				Last AGM Held
		June 10, 2021	August 13, 2021	October 29, 2021	February 01, 2022	September 28, 2021
1	Mr. Vijay Bansal	P	P	P	P	P
2	Mr. Deepak Bansal	P	P	P	P	P
3	Mr. Basant Goyal	P	P	P	P	P
4	Mrs. Renu Jagdish	P	P	P	P	P
5	Mr. Balvinder Singh Ahluwalia	P	P	P	P	P
6	Mr. Rajeev Sharma	P	P	P	P	P

P: Present; A: Absent

### Board Meetings

During the year ended March 31, 2022 Four (4) meetings of the Board of Directors were held on the following dates and were attended by all directors:

(i) June 10, 2021; (ii) August 13, 2021; (iii) October 29, 2021; (iv) February 01, 2022;

### Inter-se Relationship between Directors

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

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

Not Applicable

### Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Act and the Listing Regulations, a separate meeting of the Independent directors was held on 13th April, 2021 for:-

- Reviewing the performance of Non-Independent Directors (including the Chairman) and the Board as a whole;
- Reviewing the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- Scrutinizing the performance of management in

meeting agreed goals and objectives and monitor the reporting of performance;

- Ascertaining and ensuring that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- Determining appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management

The meeting was attended by all independent directors.

### FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR

Familiarization programmes for Independent Directors were done with respect to their roles, rights and



responsibilities in the Company under the Companies Act, 2013 and the Listing Regulations with the Stock Exchanges.

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

Internal Audit findings etc.

Details on familiarization programme for independent directors are uploaded on company's website and can be accessed through [https://www.cantabilinternational.com/invstr\\_pdf/Familiarization-Programme.pdf](https://www.cantabilinternational.com/invstr_pdf/Familiarization-Programme.pdf)

#### **A CHART OR A MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS IS AS FOLLOWS**

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

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

#### **Key Board Skill/Expertise/Competencies**

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

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

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

In terms of provisions of the Act and Listing Regulations, the Company has received declaration from independent directors confirming their independence from the management. Also, the Board has evaluated the independence of directors and opines that the independent directors fulfill the conditions specified in Listing Regulations and are independent of the management.

**No independent director resigned from the Company during financial year 2021-22.**

### 3. COMMITTEES OF THE BOARD

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

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

The following are committees of the Board:

#### i) Audit Committee

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

Company Secretary and Compliance Officer of the Company is the Secretary to the Audit Committee

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

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

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

- e. Compliance with listing and other legal requirements relating to financial statements
- f. Disclosure of any related party transactions
- g. Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; it has to be changed as we don't have any depositor debenture holder or shareholder incase of dividend
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee
- Insert new changes

#### Composition, Meetings and Attendance during the Year

As on March 31, 2022, the Audit Committee was comprised of 3 (three) members out of which two are Non-Executive Independent Directors and one Executive Director. The Committee's composition meets with requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. The members of the Audit Committee possess financial/ accounting expertise / exposure. Ms. PoonamChahal, Company Secretary acts as the Secretary of the Committee.

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

- (i) June 10, 2021; (ii) August 13, 2021; (iii) October 29, 2021; (iv) February 01, 2022;

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

Name of the Member	Designation	Category	Audit Committee Meetings	Attended Meetings
Mrs. Renu Jagdish	Chairperson	Non-Executive Independent Director	4	4
Mr. Balvider Singh Ahluwalia	Member	Non-Executive Independent Director	4	4
Mr Vijay Bansal	Member	Chairman and Managing Director/ Executive Director	4	4

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

The Chairman of the Audit Committee attended the Annual General Meeting (AGM) held on September 28, 2021.

## ii) Nomination and Remuneration Committee

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

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

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

The Company complies with the provisions related with Nomination and Remuneration Committee (NRC) in terms of Regulation 19 of the Listing Regulations as well as in terms of the provisions of Section 178 of the Act. Terms of Reference of the Nomination and Remuneration Committee are as per the guidelines set out in the Act and Listing Regulations that inter alia includes:-

- (a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees; ;
- (b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i. use the services of an external agencies, if required;
  - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii. consider the time commitments of the candidates.
    - (a) Identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria as per the policy approved by the Board; and
    - (b) The formulation of the policy of the company to remain competitive in the industry, to attract and retain good talent and appropriately reward the employees and directors for their performance and contribution to the business.

## Composition, Meetings & Attendance during the Year

During the year under review only one (1) meeting of the NRC Committee was held on 10th June, 2021, the details of the composition, meetings & attendance of the NRC Committee are given below:

Name of the Member	Designation	Category	Audit Committee Meetings	Attended Meetings
Mrs. Renu Jagdish	Chairperson	Chairman and Managing Director/ Executive Director	1	1
Mr. Balvinder Singh Ahluwalia	Member	Non-Executive Independent Director	1	1
Mr. Rajeev Sharma	Member	Non-Executive Independent Director	1	1

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

The Chairperson of the NRC Committee attended the Annual General Meeting (AGM) held on September 28, 2021.



### Remuneration Policy

The terms of reference/ role of the Nomination and Remuneration Committee is to determine the Company's policy on the remuneration package of its Executive Directors and senior management and to determine and approve the terms & conditions and remuneration package of its Executive Directors, including revision thereof from time to time, and to deliberate on and decide matters incidental thereto or consequential thereof. The details of remuneration paid to Executive Directors including criteria of making payments to non-executive directors are available at company's website [https://cantabilinternational.com/invstr\\_pdf/Nomination-and-Remuneration-Committe-3.7.2017Policy.pdf](https://cantabilinternational.com/invstr_pdf/Nomination-and-Remuneration-Committe-3.7.2017Policy.pdf).

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

There were no pecuniary relationships or transactions held between any of the Non-Executive Directors with the Company during the years ended 31st March 2022

### Performance Evaluation criteria for Independent Directors

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

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

### Director's Remuneration

The details of the remuneration of Directors during financial year 2021-22 are given below:

Particulars of remuneration	Mr. Vijay Bansal	Mr. Deepak Bansal	Mr. Basant Goyal	Mrs Renu Jagdish	Mr. Rajeev Sharma	Mr. Balvinder Singh Ahluwalia
<b>Service Term</b>	01.04.2021-31.03.2024	01.04.2021-31.03.2024	01.12.2019-30.11.2022	29.09.2019-29.09.2024	26.09.2019-26.09.2024	26.09.2019-26.09.2024
<b>No. of Shares Held</b>	41,61,900	58,06,401	-	-	-	-
<b>Sitting Fees</b>	N.A	N.A	N.A	240000	240000	240000
<b>Salary</b>	15689032	15689032	2462551	N.A	N.A	N.A
<b>Benefits (Perquisites)</b>	39600	39600		N.A	N.A	N.A
<b>Commission</b>	N.A	N.A	N.A	N.A	N.A	N.A
<b>Performance Incentive/ special payments</b>	-	-	-	N.A	N.A	N.A
<b>Bonus</b>	N.A	N.A	N.A	N.A	N.A	N.A
<b>Retirals</b>	N.A	N.A	N.A	N.A	N.A	N.A
<b>Notice period (in days)</b>	90	90	90	N.A	N.A	N.A
<b>Pension</b>	N.A	N.A	N.A	N.A	N.A	N.A
<b>Stock options granted (in numbers)</b>	N.A	N.A	N.A	N.A	N.A	N.A
<b>TOTAL</b>	<b>6415910</b>	<b>6415910</b>	<b>1938035</b>	<b>240000</b>	<b>240000</b>	<b>240000</b>

### Other Terms

1. Remuneration as defined under Schedule V of the Act does not include retirement benefits.
2. The appointment of executive directors may be terminated by either party giving the other party three months' notice in writing on the expiry of which, the appointment will come to an end.

**iii) Stakeholders' Relationship Committee**

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

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

The Board has Stakeholder's Relationship Committee (SRC) pursuant to section 178 of the Act and Regulation 20 of the Listing Regulations, to look into the redressal of grievances of

shareholders and other security holders, if any. The Committee considers and resolves the grievances of Security holders of the Company including complaints related to transfer of shares, non-receipt of annual report.

Terms of Reference of the Stakeholders Relationship Committee has been revised as per the guidelines set out in the Listing Regulations and the Act which inter alia include looking into the security holders grievance, issue of duplicate shares, exchange of new share certificates, recording dematerialization/ re-materialization of shares and related matters.

**Composition, Meetings & Attendance during the Year**

During the year under review, Four meetings of the SRC were held (i) June 10, 2021; (ii) August 13, 2021; (iii) October 29, 2021; (iv) February 01, 2022; The details of the composition, meetings & attendance of the SRC meetings are given below:

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

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

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

a.	No. of shareholders complaints received during the year	Nil
b.	No. of complaints not resolved to the satisfaction of the shareholders	Nil
c.	No. of pending complaints	Nil
d.	No. of pending share transfers as on March 31, 2022.	Nil

**iv) Corporate Social Responsibility Committee (CSR)**

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

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

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

Name of the Member	Designation	Category	CSR Meetings	Meetings Attended
Mr. Vijay Bansal	Chairman	Chairman and Managing Director	2	2
Mr. Basant Goyal	Member	Executive Director	2	2
Mrs. Renu Jagdish	Member	Non-Executive Independent Director	2	2

**Terms of Reference:**

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

- Monitor the CSR policy of the Company from time to time.

**Meetings Held:**

The Corporate Social Responsibility Committee met Two (2) time on the following dates during the financial year 2021-22 i.e. on (i) June 10, 2021; (ii) August 13, 2021

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

**v) Risk Management Committee**

The Board of Directors has constituted the Risk Management Committee on June 10, 2021 pursuant to Regulation 21 of the Listing Regulations. The Composition of the Committee is mix of executive and non-executive Directors.

The Committee comprises of three members. The risk management committee shall meet at least twice in a year. The details of the composition Risk Management meetings are given below:

Name of the Member	Designation	Category	Risk Management Meeting	Attended Meetings
Mr. Vijay Bansal	Chairman	Chairman and Managing Director / Executive Director	2	2
Mr. Basant Goyal	Member	Whole Time Director/Executive Director	2	2
Mrs. Renu Jagdish	Member	Independent Director/ Non-Executive Director	2	2

**Meetings Held:**

The Risk Management Committee met Two (2) times on the following dates during the financial year 2021- 22 i.e. on August 13, 2021 and February 01, 2022

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

**Terms of Reference**

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

**Role of the Committee shall be:**

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

risks associated with the business of the Company;

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

**vi) Miscellaneous Committee**

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

Composition, Meetings & Attendance during the Year

The Committee comprises of three members. The Committee held a number of meetings during the financial year 2021-2022 as and when required. The details of the composition & attendance of the MC meetings are given below:

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

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

The Terms of Reference of MC include:

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

persons on behalf of the Company to attend court hearing or present in the court of Law.

4. To delegate all its above powers to any of its Officers and/or Employees
5. Any other matter of routine nature for attaining operational efficiencies & flexibility in running the day to day affairs of the Company.

#### 4. GENERAL BODY MEETINGS

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

Financial Year	Day and Date	Time	Venue	Any Special Resolutions Passed
2018-19	Thursday, September 26, 2019	11:00 A.M	Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi-110036	-Reappointment of Basant Goyal as whole Time Director and Mrs. Renu Jagdish (DIN: 06971367) as an Independent Non-Executive Director. -Appointment of Mr. Balvinder Singh Ahluwalia (DIN-08522327) and Mr. Rajeev Sharma (DIN-08528048) as an Independent Non- Executive Director.
2019-20	Friday, September 25, 2020	11:00 A.M	Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility	-re-appointment of Mr. Vijay Bansal (DIN: 01110877), Chairman and Managing Director and Mr. Deepak Bansal (DIN: 01111104), Whole Time Director - Change of Object Clause of the Memorandum of Association
2020-21	Tuesday, September 28, 2021	11:00 A.M	Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility	Nil

#### Postal Ballot

No resolution is proposed to be passed by way of postal Ballot as on the date of signing this report. Further, no resolution was passed through postal ballot during the year under review.

#### Shareholders

Disclosures regarding the appointment or reappointment of Directors

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

them to put it on their web-site and is also uploaded on company's website [www.cantabilinternational.com](http://www.cantabilinternational.com).

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

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

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

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

#### 5. MEANS OF COMMUNICATION

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



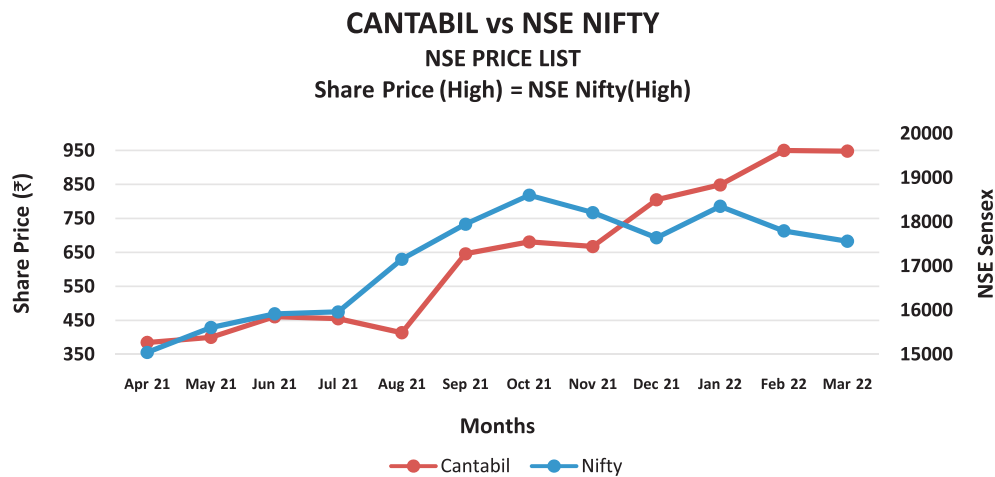
## 6. GENERAL SHAREHOLDER INFORMATION

S.NO.	DESCRIPTION			
(a)	CIN : L74899DL1989PLC034995			
(b)	Name of the Company : Cantabil Retail India Limited			
(c)	Website address : www.cantabilinternational.com			
(d)	E-mail address : investors@cantabilinternational.com			
(e)	Annual General Meeting			
	Date	Day	Time	Venue
	23 September, 2022	Friday	11.00 A.M	Via Video Conferencing Mode
(f)	Financial Year : 1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022			
(g)	Book Closure Date: 17 <sup>th</sup> September, 2022 to 23 <sup>th</sup> September, 2022			
(h)	Interim Dividend of Rs. 1 (Rupees One Only) per share i.e @10% on equity share of face value of Rs.10/- (Rupees Ten Only) each, fully paid up, for the financial year ended on 31 March, 2022.			
(i)	Listing on Stock Exchanges & Stock Code			
	Name and address of the stock exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001		National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051
	Stock Code	533267		CANTABIL
	ISIN No. for shares in DEMAT form	INE068L01016		
(j)	Listing Fees Company confirms of having paid the annual listing fees for the financial year 2021-2022 to above Stock Exchanges.			
(k)	Registrar & Transfer Agents (For both shares held in physical and electronic mode)			
	Name	Address	Tel. No.	Fax No.
	M/s Beetal Financial & Computer Services (P.) Ltd.	Beetal House, 3rd floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062	011-29961281	011-29961284
	E-Mail beetalrta@gmail.com			
	<b>Share Transfer System:</b> The Company's Shares are traded compulsorily in demat mode. Shares in physical mode which are lodged for transfer, if any, are processed and returned to the shareholders within 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Company obtains half-yearly Certificate of Compliance in respect of the Share Transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and files a copy of the same with the Stock Exchanges. The Board in order to expedite the share transfer process delegated the power to senior officials of share transfer agent of the company vide Resolution passed at the Miscellaneous Committee Meeting of Board of Directors held on 6th April 2015. The physical share transfer requests valid and complete in all respect are normally processed expeditiously. The Company's shares are in compulsory Demat Mode.			
	<b>Dematerialization of Shares:</b> The Company's shares are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As on March 31, 2022, 16327392 equity shares of the Company, forming 99.998% of total shareholding stand dematerialized. International Securities Identification Number: INEO68L01016.			
	<b>Liquidity of Shares:</b> The Equity Shares of the Company are traded at the BSE and the NSE.			
	<b>Plant Locations of the Company</b>			
	S.No	Unit	Location	
	1.	Manufacturing and Warehousing	B-16, Lawrence Road Industrial Area, New Delhi - 110035	
	3.	Warehousing	WZ - 50, Shakurpur, New Delhi - 110034	
	4.	Manufacturing and Warehousing	Plot No. 359, 360 & 361 Phase - IV B, Sector - 17, HSI IDC, Bahadurgarh, Haryana	

<b>Address for Correspondence</b>																																											
The shareholders may address their communications/ suggestions/ grievances/ queries to:																																											
Address		B-16, Lawrence Road Industrial Area, Delhi - 110035																																									
Phone		+91-11-27156381																																									
Fax		+91-11-27156383																																									
<b>Commodity price risk or foreign exchange risk and hedging activities:</b> The Company has not undertaken any forex or hedging transaction during the financial year under review.																																											
<b>Disclosures with respect to demat suspense account/ unclaimed suspense account:</b> There was nil balance of Equity shares shares in the unclaimed shares escrow demat account.																																											
<b>Market Price Data</b>																																											
<b>Months</b>	<b>BSE</b>		<b>NSE</b>																																								
	<b>High Price</b>	<b>Low Price</b>	<b>High Price</b>	<b>Low Price</b>																																							
Apr-21	384.3	366.6	384.8	366.15																																							
May-21	399.35	363.95	400	364.15																																							
Jun-21	460.7	355.7	460.6	380.25																																							
Jul-21	452.8	367	454.9	396																																							
Aug-21	413	346.3	413.6	355																																							
Sep-21	645.65	354.25	646	356.5																																							
Oct-21	682.65	570	681	566																																							
Nov-21	669.9	556	667.4	560																																							
Dec-21	825.2	620	805.05	625																																							
Jan-22	858	746	848.8	745.05																																							
Feb-22	961.15	729.35	950	723.3																																							
Mar-22	956	666	948	672.45																																							
<b>(A) Performance Comparison Performance in comparison to BSE Sensex, i.e.</b>																																											
<b>Month</b>	<b>Sensex</b>		<b>Cantabil</b>																																								
Apr-21	50375.77		384.3																																								
May-21	52013.22		399.35																																								
Jun-21	53126.73		460.7																																								
Jul-21	53290.81		452.8																																								
Aug-21	57625.26		413																																								
Sep-21	60412.32		645.65																																								
Oct-21	62245.43		682.65																																								
Nov-21	61036.56		669.9																																								
Dec-21	59203.37		825.2																																								
Jan-22	61475.15		858																																								
Feb-22	59618.51		961.15																																								
Mar-22	58890.92		956																																								
<b>CANTABIL vs SENSEX</b> <b>BSE PRICE LIST</b> <b>Share Price (High) = Sensex(High)</b>																																											
<table border="1"> <caption>CANTABIL vs SENSEX Data</caption> <thead> <tr> <th>Month</th> <th>Cantabil (₹)</th> <th>Sensex</th> </tr> </thead> <tbody> <tr><td>Apr 21</td><td>384.3</td><td>50375.77</td></tr> <tr><td>May 21</td><td>399.35</td><td>52013.22</td></tr> <tr><td>Jun 21</td><td>460.7</td><td>53126.73</td></tr> <tr><td>Jul 21</td><td>452.8</td><td>53290.81</td></tr> <tr><td>Aug 21</td><td>413</td><td>57625.26</td></tr> <tr><td>Sep 21</td><td>645.65</td><td>60412.32</td></tr> <tr><td>Oct 21</td><td>682.65</td><td>62245.43</td></tr> <tr><td>Nov 21</td><td>669.9</td><td>61036.56</td></tr> <tr><td>Dec 21</td><td>825.2</td><td>59203.37</td></tr> <tr><td>Jan 22</td><td>858</td><td>61475.15</td></tr> <tr><td>Feb 22</td><td>961.15</td><td>59618.51</td></tr> <tr><td>Mar 22</td><td>956</td><td>58890.92</td></tr> </tbody> </table>					Month	Cantabil (₹)	Sensex	Apr 21	384.3	50375.77	May 21	399.35	52013.22	Jun 21	460.7	53126.73	Jul 21	452.8	53290.81	Aug 21	413	57625.26	Sep 21	645.65	60412.32	Oct 21	682.65	62245.43	Nov 21	669.9	61036.56	Dec 21	825.2	59203.37	Jan 22	858	61475.15	Feb 22	961.15	59618.51	Mar 22	956	58890.92
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**(B) CANTABIL Vs. NIFTY Performance in comparison to NSE Nifty, i.e. CANTABIL Vs. NIFTY**

Month	Nifty	Cantabil
Apr-21	15044.35	384.8
May-21	15606.35	400
Jun-21	15915.65	460.6
Jul-21	15962.25	454.9
Aug-21	17153.5	413.6
Sep-21	17947.65	646
Oct-21	18604.45	681
Nov-21	18210.15	667.4
Dec-21	17639.5	805.05
Jan-22	18350.95	848.8
Feb-22	17794.6	950
Mar-22	17559.8	948

**Distribution of Shareholding**

Shareholding of Nominal value of Rs.	Number of Shareholders	% to total	Number of Shares	Amount (in Rs)	% to Total
Upto 5000	4648	93.86	337842	3378420	2.0691
5001 to 10000	101	2.03	80385	803850	0.4923
10001 to 20000	58	1.17	86640	866400	0.5306
20001 to 30000	34	0.68	84442	844420	0.5172
30001 to 40000	14	0.28	49993	499930	0.3062
40001 to 50000	13	0.26	59283	592830	0.3631
50001 to 100000	23	0.46	174864	1748640	1.0710
100001 and above	61	1.23	15454159	154541590	94.6505
<b>Total</b>	<b>4952</b>	<b>100.00</b>	<b>16327608</b>	<b>163276080</b>	<b>100.0000</b>

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

NIL

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

**[ICRA]A- (Stable) (Revised) (pronounced ICRA A minus) and short-term Rating at [ICRA]A2+ (pronounced ICRA A two plus) (Revised) to the Rs. 60.00 Crores. The outlook on the long-term rating is Stable**

**7. Securities of the Company are not suspended from trading during the financial year 2021-22**

**8. Other Disclosures**

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

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

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

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

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

The Board has approved policy for related party transactions which is available on company's website at [https://www.cantabilinternational.com/invstr\\_shrhdng/Ballot/annual%20report/RPT%20POLICY.pdf](https://www.cantabilinternational.com/invstr_shrhdng/Ballot/annual%20report/RPT%20POLICY.pdf) and further, details of general related party transactions are given in the Balance Sheet

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

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

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

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

**I. Whistle Blower Policy**

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

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

The said policy is uploaded on the website of the Company and can be accessed through following link: [https://cantabilinternational.com/policies/VIGIL\\_MECHANISM\\_OR\\_WHISTLE\\_BLOWER\\_POLICY.pdf](https://cantabilinternational.com/policies/VIGIL_MECHANISM_OR_WHISTLE_BLOWER_POLICY.pdf)

**II. Policy against Sexual Harassment at Workplace**

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

The Company has constituted the Committee and put in place a policy on redressal of Sexual Harassment and a



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

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

### III. Insider Trading

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

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

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

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

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

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

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

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

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

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

[https://www.cantabilinternational.com/invstr\\_shrhldng/Ballot/annual%20report/RPT%20POLICY.pdf](https://www.cantabilinternational.com/invstr_shrhldng/Ballot/annual%20report/RPT%20POLICY.pdf)

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

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

#### h) **Certificate from a Company Secretary**

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

#### i) **Details of Utilization of funds raised through preferential allotment**

There was no Utilization of funds raised through preferential allotment during FY 2021-22

#### j) **It is confirmed that there was no instance during FY 2021-22 when the Board had not accepted any recommendation of any committee of the Board**

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

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

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

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

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

By Order of the Board For  
 Cantabil Retail India Limited

Sd/-

**VIJAY BANSAL**

(Chairman and Managing Director)

Date: August 09, 2022

Place: New Delhi

## CERTIFICATE BY MANAGING DIRECTOR AND CFO

**(Pursuant to Regulation 17(8) read with Part B of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

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

- A.** We have reviewed Audited Financial Results for the year ending 31st March, 2022 and Cash Flow Statement to the best of our knowledge and belief :
- (1) These results do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These results present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the auditors and the Audit committee :
- (1) Significant changes in internal control over financial reporting during the year;
  - (2) There is no significant changes in accounting policies during the year; and
  - (3) No instances of significant fraud found during the year.

Sd/-

**Date: August 09, 2022**  
**Place: New Delhi**

**Vijay Bansal**  
**(Chairman-and-Managing Director)**

Sd/-

**Shivendra Nigam**  
**(Chief Financial Officer)**

## CORPORATE GOVERNANCE CERTIFICATE

To

**The Members**

**Cantabil Retail India Limited**

**(CIN:L74899DL1989PLC034995)**

**B-16, Ground Floor Industrial Area,**

**Lawrence Road Delhi- 110035**

I have examined the compliance of conditions of Corporate Governance by **Cantabil Retail India Limited** (“the Company”), for the financial year ended March 31, 2022, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

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

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

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

**Date: August 09, 2022**

**Place : New Delhi**

**Devesh Kumar Vasisht**

**CP No.: 13700**

**UDIN: F008488D000764078**



## DECLARATION FOR CODE OF CONDUCT

### Affirmation of Compliance with the Code of Conduct

To

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

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

This is to confirm and certify that the Company has adopted/laid down a Code of Conduct for all Board Members and Senior Management Personnel of the company. The Code of Conduct is available on the Company's website viz. [www.cantabilinternational.com](http://www.cantabilinternational.com). I hereby further confirm that the Company has in respect of the Financial Year ended March 31, 2022, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

Date: August 09, 2022  
Place: New Delhi

Sd/-  
VIJAY BANSAL  
(Chairman and Managing Director)





**CANTABIL**  
International Clothing







**CANTABIL**  
International Clothing



## INDEPENDENT AUDITOR'S REPORT

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

#### Opinion

We have audited the accompanying standalone Ind AS financial statements of Cantabil Retail India Limited (“the Company”) which comprises the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

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

Implementation of ERP:	
<p>The Company has implemented integrated ERP systems for its financial accounting and Inventory management and reporting purpose. Company's processes are highly dependent on information systems including automated controls and other systems used for its overall financial reporting.</p>	<p>Our audit procedures include:</p> <ul style="list-style-type: none"> <li>• Understood the end-to-end ERP Controls i.e., access controls, system change, reports over key financial accounting and reporting systems including operating systems and databases.</li> <li>• Understood ERP application controls covering key interfaces and Test checked the General Controls for design and operating effectiveness for the audit period.</li> <li>• Test checked controls over the IT infrastructure covering user access</li> </ul>



**(i) Amendment to Ind AS 116**

(Described in note no. 56 of the standalone Ind AS financial statements)

On July 24, 2020 MCA notified an amendment to Ind AS 116 Leases by inserting Para 46A & 46B to deal with unconditional rent concessions received during the previous financial year due to Covid-19 pandemic and extended the same relief to current financial year as well. Para 46 A describes not to assess these unconditional rent concessions as lease modifications if conditions mentioned in Para 46B are met.

Accordingly, Company has recognised income of ₹1288.19 lakhs as unconditional rent concession income under Note no. 34 "Other Income" as required.

Our audit procedures include:

- Conducted the audit procedure for income of ₹1288.19 lakhs. The recognition of said amount is covered under Ind AS 116 Para 46A and 46B.
- Assessed the key terms and conditions of lease concessions with underlying lease contracts and evaluated computation of rent concession and key estimates of negotiated rents.
- The amendments have survived the audit procedures. Impact has also been detailed by the management in Note 56 of the financial statements.

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

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

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

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

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

**Management Responsibility for the Standalone Ind AS financial Statements**

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

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

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

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a

material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) In our opinion the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements Refer Note 60 to the Standalone Ind AS financial statements;
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ('Intermediaries') with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ('Funding Parties') with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement.
- (v) The dividend declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.

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

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

**Date: 18 May, 2022**  
**Place: New Delhi**

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT

### (Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

- i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress and investment properties.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, some of the Property, Plant and Equipment, capital work-in-progress and investment properties were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the Property, Plant and Equipment, capital work-in-progress and investment properties at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, capital work-in progress and investment properties according to the information and explanations given to us and based on the examination of the registered sale deed / title deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the company as at the balance sheet date.
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the company, no proceedings have been initiated during the year or are pending against the Company as at 31 March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) a) According to the information and explanations given to us and on the basis of our examination of the records produced before us, the inventories were physically verified during the year by the management at reasonable intervals. In our opinion the coverage and procedure of such verification by the management is appropriate having regard to the size of the company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the company.
- iii) According to the information and explanations given to us, at any point of time of the year, the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, reporting under clause (iii) of the Order is not applicable.
- iv) The Company has not granted /made any loans, investments and guarantees and securities under section 185 and 186 of The Companies Act, 2013 during the year. Hence, reporting under clause (iv) of the Order is not applicable.



- v) According to the information and explanations given to us, in our opinion, the Company has not accepted any deposit or amounts which are deemed to be deposits during the year. Hence, reporting under clause (v) of the Order is not applicable.
- vi) The maintenance of cost records has not been specified for the activities of the company by the Central Government under section 148(1) of the Companies Act, 2013. Hence, reporting under clause (vi) of the Order is not applicable.
- vii) (a) According to the information and explanations given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Custom, Duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- b) Statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

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

- viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year. Hence, reporting under clause (viii) of the Order is not applicable.
- ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, the Company has not defaulted in the repayment of loans or borrowings from banks, financial institutions and Government.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) (a) The Company not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.
- xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, the company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to 31 March 2022 for the period under audit.
- xv) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c) and (d) of the Order is not applicable.
- xvii) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, the company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year. Hence, reporting under clause (xvii) of the Order is not applicable.
- xviii) There has been no resignation of the statutory auditors of the Company during the year. Hence, reporting under clause (xviii) of the Order is not applicable.
- xix) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable.

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

**Date: 18 May, 2022**  
**Place: New Delhi**

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

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

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

We have audited the internal financial controls over financial reporting of Cantabil Retail India Limited ('the company') as of March 31, 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

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



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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**Date: May 18, 2022  
Place: New Delhi**

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

**BALANCE SHEET AS AT MARCH 31, 2022**

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
<b>A ASSETS</b>			
<b>Non-Current Assets</b>			
a) Property, Plant and Equipment	3	9,245.37	5,505.09
b) Capital Work-in-Progress	3	90.04	231.69
c) Investment Property	4	353.26	358.61
d) Right of Use Asset	5	20,290.98	18,214.96
e) Other Intangible Assets	6	151.32	32.98
f) Financial Assets			
(i) Investments	7	9.81	10.95
(ii) Other Financial Assets	8	1,187.56	1,018.57
g) Deferred Tax Assets (Net)	9	1,389.98	1,865.18
h) Other Non-Current Assets	10	767.79	934.69
<b>Total Non Current Assets</b>		<u>33,486.11</u>	<u>28,172.72</u>
<b>Current Assets</b>			
a) Inventories	11	14,684.92	12,361.50
b) Financial Assets			
(i) Investments	12	0.13	0.11
(ii) Trade Receivables	13	373.82	388.57
(iii) Cash & Cash Equivalents	14	323.18	832.04
(iv) Other Financial Assets	15	103.31	486.89
c) Current Tax Assets (Net)	16	86.04	86.04
d) Other Current Assets	17	525.05	531.91
<b>Total Current Assets</b>		<u>16,096.45</u>	<u>14,687.06</u>
<b>Total Assets</b>		<u>49,582.56</u>	<u>42,859.78</u>
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity Share Capital	18	1,632.76	1,632.76
b) Other Equity	19	14,375.24	10,771.67
<b>Total Equity</b>		<u>16,008.00</u>	<u>12,404.43</u>
<b>Liabilities</b>			
<b>Non- Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings		-	-
(i.a) Lease Liabilities	20	21,280.57	19,248.11
(ii) Other Financial Liabilities	21	1,226.14	1,138.83
b) Provisions	22	430.01	350.45
c) Other Non Current Liabilities	23	406.26	367.80
<b>Total Non Current Liabilities</b>		<u>23,342.98</u>	<u>21,105.19</u>
<b>Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	24	-	1,436.50
(i.a) Lease Liabilities	20	3,357.90	2,811.24
(ii) Trade Payables			
(a) Total Outstanding dues of Micro & Small Enterprises	25	1,256.23	646.00
(b) Total Outstanding dues of other than Micro & Small Enterprises	25	3,971.90	3,214.98
(iii) Other Financial Liabilities	26	865.30	718.19
b) Other Current Liabilities	27	276.42	207.82
c) Provisions	28	301.47	261.49
d) Current Tax			
Liabilities (Net)	29	202.36	53.94
<b>Total Current Liabilities</b>		<u>10,231.58</u>	<u>9,350.16</u>
<b>Total Equity &amp; Liabilities</b>		<u>49,582.56</u>	<u>42,859.78</u>

Accompanying Notes 1 to 68 form integral part of these Financial Statements

As per our attached report of even date

for ANSK &amp; Associates

Chartered Accountants

FRN: 026177N

(CA Akhil Mittal)

Partner

M.No. 517856

Date: May 18, 2022

Place: New Delhi

For and on behalf of the Board of Directors

(Vijay Bansal)

Chairman &amp; Managing Director

DIN : 01110877

(Shivendra Nigam)

Chief Financial Officer

(Deepak Bansal)

Director

DIN : 01111104

(Poonam Chahal)

Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in Lakhs)

Particulars	Note No.	For the Year ended March 31, 2022	For the Year ended March 31, 2021
<b>Income</b>			
I Revenue from Operations	30	38,339.38	25,188.88
II Other Income	31	1,518.69	1,673.82
<b>III Total Income (I + II)</b>		<b>39,858.07</b>	<b>26,862.70</b>
<b>IV Expenses</b>			
Cost of Materials Consumed	32	8,712.49	4,977.35
Purchase of Stock-In-Trade	33	6,099.48	3,368.14
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	34	(2,026.74)	427.59
Employee Benefits Expense	35	6,198.65	4,181.07
Finance Costs	36	2,399.05	2,479.67
Depreciation and Amortisation Expense	37	4,329.53	3,908.92
Other Expenses	38	8,187.09	6,294.27
<b>Total Expenses</b>		<b>33,899.55</b>	<b>25,637.01</b>
<b>V Profit before Exceptional Items and Tax (III-IV)</b>		<b>5,958.52</b>	<b>1,225.69</b>
<b>VI Exceptional Items</b>		-	-
<b>VII Profit Before Tax (V+VI)</b>		<b>5,958.52</b>	<b>1,225.69</b>
<b>VIII Tax Expense:</b>	39		
Current Tax		1,662.04	214.90
Current Tax - MAT Availment		242.47	470.68
Deferred Tax (Assets) / Liability		280.51	(357.18)
Tax adjustment related to earlier years		(32.05)	(69.10)
<b>Total Tax Expense</b>		<b>2,152.97</b>	<b>259.30</b>
<b>IX Profit for the Year (VII-VIII)</b>		<b>3,805.55</b>	<b>966.39</b>
<b>X Other Comprehensive Income (OCI)</b>	40		
Items that will not be reclassified to Profit or Loss			
- Re-measurement Gains / Losses on Defined Benefit Plans		(54.60)	(59.66)
- Income Tax related to above item		15.90	17.37
<b>Total Other Comprehensive Income for the Year</b>		<b>(38.70)</b>	<b>(42.29)</b>
<b>Total Comprehensive Income for the Year</b>		<b>3,766.85</b>	<b>924.10</b>
<b>XI Earnings per Equity Share</b>	41		
Basic ( in ₹ )		23.31	5.92
Diluted ( in ₹ )		23.31	5.92

Accompanying Notes 1 to 68 form integral part of these Financial Statements

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

(CA Akhil Mittal)  
Partner  
M.No. 517856

Date: May 18, 2022  
Place: New Delhi

For and on behalf of the Board of Directors

(Vijay Bansal)  
Chairman & Managing Director  
DIN : 01110877

(Deepak Bansal)  
Director  
DIN : 01111104

(Shivendra Nigam)  
Chief Financial Officer

(Poonam Chahal)  
Company Secretary

**STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
<b>A. Cash Flow From Operating Activities</b>		
<b>Net Profit before Tax</b>	<b>5,958.52</b>	1,225.69
<i>Adjustments for :</i>		
Depreciation and Amortisation	4,329.53	3,908.92
Finance Costs	2,399.05	2,479.67
Unconditional Rent Concession Income	(1,288.19)	(1,374.67)
Expenses / (Gains) on account of re-measurement of defined benefit	(54.60)	(59.66)
Interest Income (Net) as per Ind AS 109	(84.82)	(82.87)
(Gain) / Loss on Fair value of Investments	1.12	0.89
Deferred Income	(6.07)	(38.94)
Other Non Cash Expenses	46.46	23.65
(Profit)/ Loss on Sale of PPE	3.98	1.25
Gain on Sale of Mutual Funds	-	(3.03)
Rental Income	-	(4.77)
Interest Income	(34.38)	(76.48)
<b>Operating Profit / (Loss) before Working Capital Changes</b>	<b>5,312.08</b>	4,773.96
<b>Operating Profit / (Loss) before Working Capital Changes</b>	<b>11,270.60</b>	5,999.65
<i>Movements in Working Capital :</i>		
Inventories	(2,323.42)	443.51
Trade Receivables	14.75	63.77
Financial Assets & Other Assets	(262.50)	41.07
Trade Payables	1,367.15	14.95
Other Financial Liabilities	162.30	259.72
Other Current Liabilities	192.29	27.36
Provisions	119.56	(60.49)
	(729.87)	789.88
<b>Cash generated from Operations</b>	<b>10,540.73</b>	6,789.53
Income tax paid (net of refunds)	(1,513.62)	(136.93)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>9,027.11</b>	6,652.60
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets, including Capital Work in Progress & Capital Advances	(4,549.52)	(798.64)
Proceeds from Sale of Fixed Assets / Investments	9.05	11.47
Income from Investment Property	-	4.77
Proceeds From/ (Investments) Fixed Deposits	(5.74)	1.56
Proceeds from Inter Corporate Deposit	412.95	-
Interest Received	34.38	76.48
<b>Net Cash Flow from / (used in) Investing Activities (B)</b>	<b>(4,098.88)</b>	(704.36)
<b>C. Cash Flow from Financing Activities</b>		
Prepayment of Long-term Borrowings	-	(423.43)
Repayments of Short term Borrowings	(1,436.50)	(1,923.39)
Finance Cost	(247.88)	(428.06)
Dividends Paid	(163.28)	(326.55)
Repayment of Lease Liability including Finance Cost	(3,589.43)	(2,420.12)
<b>Net Cash Flow from / (used in) Financing Activities (C)</b>	<b>(5,437.09)</b>	(5,521.55)
<b>Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(508.86)</b>	426.69
Cash and Cash Equivalents at the beginning of the year	832.04	405.35
<b>Cash and Cash Equivalents at the end of the year</b>	<b>323.18</b>	832.04



## STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
<b>Components of Cash &amp; Cash Equivalents</b>		
Cash in Hand	62.22	70.54
Fixed Deposits with Bank	9.29	5.86
Balances with Banks	250.49	755.20
Balances Earmarked with Banks	1.18	0.44
<b>Cash &amp; Cash Equivalents in Cash Flow Statement</b>	<b>323.18</b>	<b>832.04</b>

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	Term loan	Working Capital Loan	Term loan	Working Capital Loan
<b>Carrying amount of Debt at the beginning of the period*</b>	-	1,436.50	423.43	3,359.89
Additional borrowings during the period	-	-	-	-
Repayments / prepayments during the period	-	(1,436.50)	(423.43)	(1,923.39)
<b>Carrying amount of Debt at the end of the period*</b>	-	-	-	<b>1,436.50</b>

\*Includes current maturities of long term borrowings

Accompanying Notes 1 to 68 form integral part of these Financial Statements

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

(CA Akhil Mittal)  
Partner  
M.No. 517856

Date: May 18, 2022  
Place: New Delhi

For and on behalf of the Board of Directors

(Vijay Bansal)  
Chairman & Managing Director  
DIN : 011110877

(Shivendra Nigam)  
Chief Financial Officer

(Deepak Bansal)  
Director  
DIN : 01111104

(Poonam Chahal)  
Company Secretary

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022**
**(A) Equity Share Capital**

(₹ in Lakhs)

Particulars	Amount
<b>As at April 1, 2020</b>	<b>1,632.76</b>
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the period	1,632.76
Changes in Share Capital during the period	-
<b>As at March 31, 2021</b>	<b>1,632.76</b>
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the period	1,632.76
Changes in Share Capital during the period	-
<b>As at March 31, 2022</b>	<b>1,632.76</b>

**(B) Other Equity**

(₹ in Lakhs)

Particulars	Reserves & Surplus		Total
	Securities Premium	Retained Earnings	
<b>As at April 1, 2020</b>	<b>8,756.10</b>	<b>1,418.02</b>	<b>10,174.12</b>
Changes in accounting policy or prior period errors	-	-	-
<b>Restated balance at April 01, 2020</b>	<b>8,756.10</b>	<b>1,418.02</b>	<b>10,174.12</b>
Profit for the year	-	966.39	966.39
Remeasurement of post employment benefit obligation (net of tax)	-	(42.29)	(42.29)
Dividends Paid	-	(326.55)	(326.55)
<b>As at March 31, 2021</b>	<b>8,756.10</b>	<b>2,015.57</b>	<b>10,771.67</b>
Changes in accounting policy or prior period errors	-	-	-
<b>Restated balance at April 01, 2021</b>	<b>8,756.10</b>	<b>2,015.57</b>	<b>10,771.67</b>
Profit for the year	-	3,805.55	3,805.55
Remeasurement of post employment benefit obligation (net of tax)	-	(38.70)	(38.70)
Dividends Paid	-	(163.28)	(163.28)
<b>As at March 31, 2022</b>	<b>8,756.10</b>	<b>5,619.14</b>	<b>14,375.24</b>

Accompanying Notes 1 to 68 form an integral part of these Financial Statements

As per our attached report of even date

for ANSK &amp; Associates

Chartered Accountants

FRN: 026177N

(CA Akhil Mittal)

Partner

M.No. 517856

Date: May 18, 2022

Place: New Delhi

For and on behalf of the Board of Directors

(Vijay Bansal)

Chairman &amp; Managing Director

DIN : 01110877

(Shivendra Nigam)

Chief Financial Officer

(Deepak Bansal)

Director

DIN : 01111104

(Poonam Chahal)

Company Secretary

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

#### 1 Company Overview

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

#### 2 Significant Accounting Policies

##### 2.01 Basis of Preparation

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

##### 2.02 Overall Consideration

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

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

##### 2.03 Basis of Measurement

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

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

##### 2.04 Functional and Presentation Currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR have been shown in lakhs and rounded off to nearest lakh with decimal places.

##### 2.05 Use of Estimates

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

##### 2.06 Significant Accounting Judgements, Estimates and Assumptions.

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

##### Estimates and assumptions

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

##### (i) Estimation of defined benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

- (ii) Estimation of current tax and deferred tax Management judgment is required for the calculation of provision for income - taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to adjustment to the amounts reported in these financial statements.
- (iii) Useful lives of depreciable/amortizable assets Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain property, plant and equipment.
- (iv) Impairment of trade receivables Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets."
- (v) Fair value measurement Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. Refer Note 49.
- (vi) Evaluation of indicators for impairment of assets The evaluation of applicability of indicators of impairment of assets is based on assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

## 2.07 Current and Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;

- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- Current assets include current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is current when it is:

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

All other liabilities are classified as non-current.

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

## 2.08 Operating Expenses

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

## 2.09 Equity, Reserves and Dividend Payment

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

## 2.10 Property Plant & Equipment

### i) Initial Recognition and Measurement

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

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/ amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management. When parts of an item of property, plant and equipment have different useful life, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized.



Property, Plant and Equipments which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-In-Progress'.

ii) Subsequent costs

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

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

iii) De-recognition

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

iv) Depreciation/amortization

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

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

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

1) Buildings	30 years
2) Plant & Machinery	15 years
3) Furniture & Fixtures	0 years
4) Vehicles	08 years
5) Office Equipments	05 years
6) Electrical Installation	10 years
7) Computer	03 years
8) Leasehold Improvements	Over the period of lease

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

## 2.11 Capital Work-in-Progress

These are assets which includes the cost of materials & direct labour, borrowing costs, any other costs directly attributable to bring the assets to the location and

condition necessary for it to be capable of operating in the manner intended by management but not put to use as on reporting date.

## 2.12 Other Intangible Assets

i) Initial Recognition and Measurement

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

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

ii) Subsequent Costs

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

iii) De-Recognition

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

iv) Amortization

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

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

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable and impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Company of assets (cash generating units). If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

## 2.14 Investment Property

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

## 2.15 Inventories

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

The cost of inventories of items that are not ordinarily interchangeable shall be assigned by using specific identification of their individual costs and other items shall be assigned by using first in first out (FIFO) cost formula.

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

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
  - Work in progress: cost includes raw material costs plus conversion costs depending upon the stage of completion.
  - Finished goods: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.
- All other inventories of stores, consumables, packing material at site are valued at cost. The stock of waste is valued at estimated net realisable value.

## 2.16 Cash and Cash Equivalents

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

## 2.17 Financial Instruments

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

- i) Financial Assets: Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.
- a) Initial Recognition and Measurement  
All financial assets are recognized initially at fair value plus, in case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.
- b) Subsequent Measurement  
Financial assets are subsequently classified and measured at:
- Financial assets at amortised cost
  - Financial assets at fair value through profit and loss (FVTPL)

- Financial assets at fair value through other comprehensive income (FVTOCI).

c) Equity Instruments:

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

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

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

d) De-Recognition

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

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

e) Impairment of Financial Asset

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

For recognition of impairment loss on financial assets other than Trade receivables, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide impairment loss. However, If credit risk is increased significantly, lifetime ECL is used.

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

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade

receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

ii) Financial Liabilities

a) Initial Recognition and Measurement

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

b) Subsequent Measurement

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

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

c) De-Recognition

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

## 2.18 Offsetting of Financial Instruments

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

## 2.19 Fair Value Measurement

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

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

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

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

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

## 2.20 Impairment of Financial Assets

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

In accordance with Ind-AS 109, the company applies

expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the company is required to consider -- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

## 2.21 Provisions, Contingent Liabilities and Contingent Assets

Provision are measured at the Present value of the management's best estimate (these estimated are reviewed at each reporting date and adjusted to reflect the current best estimate) of the expenditure required to settle the present obligation at the end of reporting period. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

"Contingent liabilities are disclosed only when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which is not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or estimate of the amount cannot be measured reliably.

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

## 2.22 Revenue Recognition

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

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

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

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

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

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

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

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

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

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

Company continues to account for export benefits on accrual basis.

### Other Income

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

### Interest Income

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

### Dividends

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

## 2.23 Foreign Currency Conversions/Transactions

Foreign Currency Transactions are recorded at the exchange rates prevailing on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for on actual payments or realisations as the case may be. Monetary assets and liabilities denominated in foreign currency as



on Balance Sheet date are translated into functional currency at the exchange rates prevailing on that date and Exchange differences arising out of such conversion are recognised in the Statement of Profit and Loss.

## 2.24 Income Taxes

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

### a) Current Tax

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

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

### b) Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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

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

substantively enacted at the reporting date.

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

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

### c) Minimum Alternate Tax (MAT)

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

## 2.25 Employee Benefits

### i) Short Term Employee Benefits

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

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

### ii) Post-Employment benefits

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

#### a) Defined Contribution Plans

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

b) **Defined Benefit Plans**

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

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

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

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

**2.26 Borrowing Cost**

Borrowing cost include interest calculated using the effective interest method, amortization of ancillary costs and other costs the company incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A

qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

**2.27 Earning Per Share**

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

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

**2.28 Leases**

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

**Company as Lessee**

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

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

**Right of Use Assets**

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

**Lease Liability**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. Variable lease payments

that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

#### **Short Term Lease & Leases of Low Value Assets**

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

### **2.29 Statement of Cash Flows**

Statement of cash flows is prepared in accordance with the Indirect method prescribed in Ind AS-7 'Statement of Cash Flows'.

### **2.30 Government Grants**

Government grants are recognised where there is reasonable assurance that the grant will be received, ultimate collection of the grant/subsidy is reasonably certain and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

### **2.31 Segment Reporting**

The company is engaged in "the business of designing, manufacturing, branding and retailing of apparel and accessories for womens and mens which in the context of Ind AS 108 "Operating Segment" is considered as the only segment and the Executive Management Committee does not monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

## **2.32 Recent Pronouncements**

### **Ind AS 103 – Conceptual Framework**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The company does not expect the amendment to have any significant impact in its financial statements.

### **Ind AS 16 – Proceeds before intended use**

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The company do not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

### **Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract**

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the company do not expect the amendment to have any significant impact in its financial statements.

### **Ind AS 109 – Annual Improvements to Ind AS (2021)**

The amendment clarifies the fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The company do not expect the amendment to have any significant impact in its financial statements.

### **Ind AS 116 – Annual Improvements to Ind AS (2021)**

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The company do not expect the amendment to have any significant impact in its financial statements.

(₹ in Lakhs)

**3. Property, Plant and Equipment**

Particulars	Land	Buildings* (including Leasehold Improvements)	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipments	Electrical Installation and Equipments	Computers	Total	Capital Work in Progress*
<b>Gross Block :</b>										
<b>As at April 1, 2020</b>	<b>842.42</b>	<b>3,375.46</b>	<b>1,996.51</b>	<b>2,706.83</b>	<b>53.75</b>	<b>244.38</b>	<b>43.35</b>	<b>147.04</b>	<b>9,409.74</b>	<b>70.82</b>
Additions	-	85.61	72.63	204.04	-	34.37	-	36.87	433.52	187.19
Disposals/Transfer	-	4.07	16.35	23.52	7.45	4.42	-	0.43	56.24	26.32
Adjustments	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>842.42</b>	<b>3,457.00</b>	<b>2,052.79</b>	<b>2,887.35</b>	<b>46.30</b>	<b>274.33</b>	<b>43.35</b>	<b>183.48</b>	<b>9,787.02</b>	<b>231.69</b>
Additions	3,222.90	315.52	248.00	613.76	155.94	128.71	-	55.05	4,739.88	757.33
Disposals/Transfer	-	8.18	23.69	13.02	-	4.85	-	3.29	53.03	898.98
Adjustments	-	(1.84)	(1.71)	(10.21)	-	13.76	-	(0.12)	(0.12)	-
<b>As at March 31, 2022</b>	<b>4,065.32</b>	<b>3,762.50</b>	<b>2,275.39</b>	<b>3,477.88</b>	<b>202.24</b>	<b>411.95</b>	<b>43.35</b>	<b>235.12</b>	<b>14,473.75</b>	<b>90.04</b>
<b>Accumulated Depreciation:</b>										
<b>As at April 1, 2020</b>	-	<b>961.72</b>	<b>870.57</b>	<b>1,217.72</b>	<b>39.48</b>	<b>149.03</b>	<b>30.25</b>	<b>114.54</b>	<b>3,383.31</b>	-
Depreciation	-	250.98	212.56	397.85	3.79	46.77	3.39	21.32	936.66	-
Disposals	-	0.71	11.36	15.91	5.78	3.89	-	0.39	38.04	-
Adjustments	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2021</b>	-	<b>1,211.99</b>	<b>1,071.77</b>	<b>1,599.66</b>	<b>37.49</b>	<b>191.91</b>	<b>33.64</b>	<b>135.47</b>	<b>4,281.93</b>	-
Depreciation	-	252.11	196.95	398.37	31.96	58.60	2.51	42.13	982.63	-
Disposals	-	1.35	17.49	10.05	-	4.37	-	2.92	36.18	-
Adjustments	-	(0.47)	(0.73)	(7.08)	-	8.28	-	-	-	-
<b>As at March 31, 2022</b>	-	<b>1,462.28</b>	<b>1,250.50</b>	<b>1,980.90</b>	<b>69.45</b>	<b>254.42</b>	<b>36.15</b>	<b>174.68</b>	<b>5,228.38</b>	-
<b>Net Book Value :</b>	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2022</b>	<b>4,065.32</b>	<b>2,300.22</b>	<b>1,024.89</b>	<b>1,496.98</b>	<b>132.79</b>	<b>157.53</b>	<b>7.20</b>	<b>60.44</b>	<b>9,245.37</b>	<b>90.04</b>
<b>As at March 31, 2021</b>	<b>842.42</b>	<b>2,245.01</b>	<b>981.02</b>	<b>1,287.69</b>	<b>8.81</b>	<b>82.42</b>	<b>9.71</b>	<b>48.01</b>	<b>5,505.09</b>	<b>231.69</b>

\*includes Rs. 81.26 Lakhs for development of retail business assets, Rs. 8.78 Lakhs for warehousing and other assets.

Title deeds of all immovable properties owned by the company under Property, Plant & Equipment as on March 31, 2022 and as on March 31, 2021 are held in the company's name.

Refer note no. 46 for the ageing of Capital work in Progress

Refer note no. 52 for assets mortgaged as security



## 4 Investment Property

(₹ in Lakhs)

Particulars	Land	Apartment	Total
<b>Gross Block</b>			
<b>As at April 1, 2020</b>	<b>248.70</b>	<b>141.08</b>	<b>389.78</b>
Additions	-	-	-
Disposal	-	-	-
<b>As at March 31, 2021</b>	<b>248.70</b>	<b>141.08</b>	<b>389.78</b>
Additions	-	-	-
Disposal	-	-	-
<b>As at March 31, 2022</b>	<b>248.70</b>	<b>141.08</b>	<b>389.78</b>
<b>Accumulated Depreciation and Impairment</b>			
<b>As at April 1, 2020</b>	-	<b>25.54</b>	<b>25.54</b>
Depreciation	-	5.63	5.63
<b>As at March 31, 2021</b>	-	<b>31.17</b>	<b>31.17</b>
Depreciation	-	5.35	5.35
<b>As at March 31, 2022</b>	-	<b>36.52</b>	<b>36.52</b>
<b>Net Block</b>			
<b>As at March 31, 2022</b>	<b>248.70</b>	<b>104.56</b>	<b>353.26</b>
As at March 31, 2021	248.70	109.91	358.61

## Information regarding income and expenditure of Investment Property

Particulars	As at March 31, 2022	As at March 31, 2021
Rental income derived from investment properties	-	4.77
Direct operating expenses (including repairs and maintenance) generating rental income	(0.79)	(0.70)
Profit arising from investment properties before depreciation and indirect expenses	(0.79)	4.07
Depreciation	(5.35)	(5.63)
<b>Profit / (Loss) arising from investment properties before indirect expenses</b>	<b>(6.14)</b>	<b>(1.56)</b>

**Fair Value****₹ in Lakhs****As at March 31, 2022****470.42**

As at March 31, 2021

420.00

The Fair Value is based on the valuation by a registered valuer registered with IBBI for asset class Land and Building as defined under Rule 2 of Companies (Registered Valuer and Valuation) Rules, 2017.

Title deeds of Investment properties owned by the company as on March 31, 2022 and as on March 31, 2021 are held in the company's name.

<b>5 Right of Use Asset</b>		(₹ in Lakhs)
<b>Particulars</b>	<b>Total</b>	
<b>As at April 1, 2020</b>	<b>19,811.50</b>	
Addition for Leases entered during the year	2,397.10	
De- recognition on account of closure	(1,033.47)	
Less: Depreciation for the year	(2,960.17)	
<b>As at March 31, 2021</b>	<b>18,214.96</b>	
Addition for Leases entered during the year	6,145.34	
De- recognition on account of closure	(755.23)	
Less: Depreciation for the year	(3,314.09)	
<b>As at March 31, 2022</b>	<b>20,290.98</b>	

<b>6 Other Intangible Assets</b>				(₹ in Lakhs)
<b>Particulars</b>	<b>Computer Software</b>	<b>Brands / Trademarks</b>	<b>Total</b>	
<b>Gross Block :</b>				
<b>As at April 1, 2020</b>	<b>80.06</b>	<b>4.74</b>	<b>84.79</b>	
Additions	4.08	-	4.08	
Disposals/Transfer	-	-	-	
<b>As at March 31, 2021</b>	<b>84.14</b>	<b>4.74</b>	<b>88.87</b>	
Additions	140.72	5.15	145.87	
Disposals/Transfer	0.36	-	0.36	
Adjustments	0.12	-	0.12	
<b>As at March 31, 2022</b>	<b>224.62</b>	<b>9.89</b>	<b>234.50</b>	
<b>Amortisation :</b>				
<b>As at April 1, 2020</b>	<b>47.37</b>	<b>2.06</b>	<b>49.43</b>	
Amortisation	5.93	0.53	6.46	
Disposals	-	-	-	
<b>As at March 31, 2021</b>	<b>53.30</b>	<b>2.59</b>	<b>55.89</b>	
Amortisation	26.20	1.25	27.45	
Disposals	0.16	-	0.16	
<b>As at March 31, 2022</b>	<b>79.34</b>	<b>3.84</b>	<b>83.18</b>	
<b>Net Book Value :</b>				
<b>As at March 31, 2022</b>	<b>145.28</b>	<b>6.05</b>	<b>151.32</b>	
<b>As at March 31, 2021</b>	<b>30.84</b>	<b>2.15</b>	<b>32.98</b>	

<b>7 Investments</b>			(₹ in Lakhs)
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	
<b>Investments</b>			
<b>Long Term, Unquoted, fully paid equity shares at Fair Value through Profit &amp; Loss - Non Trade</b>			
20 Equity Shares of Bahadurgarh Footwear Development Services Private Limited of ₹50,000/- each (PY 20 equity shares @ ₹50,000/- each)	9.81	10.95	
<b>Total</b>	<b>9.81</b>	<b>10.95</b>	
Aggregate book value of above investments	<b>10.00</b>	10.00	
Aggregate fair value of above investments	<b>9.81</b>	10.95	

**8 Other Financial Assets (Non-Current)**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Security Deposits - Unsecured, considered good	1,117.00	953.75
Fixed Deposits with Banks* (remaining maturity more than 12 months)	70.56	64.82
<b>Total</b>	<b>1,187.56</b>	<b>1,018.57</b>

\*Pledged with Government Authorities / Banks

**9 Deferred Tax Assets (Net)**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Tax effect of items constituting deferred tax asset</b>		
On Difference between book balance and tax balance of PPE	360.28	370.27
Compensated Absences Payable	18.61	18.10
Bonus Payable	59.16	50.13
Gratuity Payable	111.00	98.74
Provision for Doubtful Debts	7.22	13.05
Provision for Doubtful Security Deposits	5.35	2.61
Impact of Ind AS	828.36	1,101.69
<b>Total (a)</b>	<b>1,389.98</b>	<b>1,654.59</b>
<b>Tax Credits</b>		
MAT Credit Entitlement	-	210.59
<b>Total (b)</b>	<b>-</b>	<b>210.59</b>
<b>Total Deferred Tax Assets/ (Liability) (a)+(b)</b>	<b>1,389.98</b>	<b>1,865.18</b>

**Reconciliation of Deferred Tax (Net)**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	1,865.18	1,892.22
Tax income/ (expense) during the year recognised in profit or loss	(280.51)	357.18
Tax income/(expense) during the year recognised in OCI	15.90	17.37
MAT Credit Entitlement	(210.59)	(401.59)
Closing Balance of Deferred Tax Asset	1,389.98	1,865.18

The Company has decided to exercise the option available under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 and recognised the deferred tax for the year ended 31st March, 2022 on basis of the rates prescribed in that section as per Ind AS 12 "Income Taxes".

**10 Other Non Current Assets**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Capital Advances (Unsecured, considered good)	479.34	673.93
Prepaid Expenses	288.45	260.76
<b>Total</b>	<b>767.79</b>	<b>934.69</b>

**11 Inventories**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Inventories</b>		
(Items that are not ordinarily interchangeable are valued by specific identification of individual costs and other items by using first in first out (FIFO) )		
<b>Raw Materials</b>		
In hand	860.83	568.54
In transit	79.41	53.74
<b>Work in Progress in hand*</b>	2,931.21	1,396.76
<b>Finished Goods</b>		
In hand	6,842.05	7,021.48
In transit	8.49	-
<b>Stock in Trade</b>		
In hand	3,934.45	3,320.98
In transit	28.48	-
<b>Total</b>	<b>14,684.92</b>	<b>12,361.50</b>

\* Work in Progress includes material lying at Job-worker's premises amounting to ₹ 1723.36 lacs (PY ₹ 848.22 lacs)  
 Refer note no. 52 for inventories hypothecated with banks.

**12 Investments**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Investments at Fair Value through Profit &amp; Loss Account</b>		
<b>In Quoted Equity Shares</b>		
1,600 Equity shares of Nova Iron & Steel Co. Ltd face value @ ₹10 each (PY 1,600 Shares face value @ ₹10 each)	0.13	0.11
<b>Total</b>	<b>0.13</b>	<b>0.11</b>
Aggregate book value of quoted investments	0.24	0.24
Aggregate market value of quoted investments	0.13	0.11

**13 Trade Receivables**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Undisputed Trade receivables		
a) Considered Good	373.82	388.57
b) which have significant increase in Credit Risk	-	-
c) Credit Impaired	-	-
Less: Allowance for expected credit loss on credit impaired	-	-
Disputed Trade receivables		
a) Considered Good	-	-
b) which have significant increase in Credit Risk	-	-
c) Credit Impaired	28.69	44.80
Less: Allowance for expected credit loss on credit impaired	(28.69)	(44.80)
<b>Total</b>	<b>373.82</b>	<b>388.57</b>

Refer note no. 47 for trade receivables ageing schedule.

Refer note no. 52 for trade receivables hypothecated/ mortgaged / pledged with banks.



**14 Cash and Cash Equivalents**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Balances with Banks*	250.49	755.20
Balances on Unpaid Dividend Account**	1.18	0.44
Cash in Hand	62.22	70.54
Deposits with Banks-FDR (maturity less than 12months)	9.29	5.86
<b>Total</b>	<b>323.18</b>	<b>832.04</b>

\* Includes debit balance in HDFC, State Bank of India, Axis Bank and Standard Chartered Bank overdraft facility as on March 31, 2022.  
Refer Note no. 24

\*\* Does not include any amount due and outstanding required to be credited to Investor Education and Protection Fund

**15 Other Financial Assets (Current)**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Security Deposits (Unsecured, Considered Good)	68.23	57.83
Security Deposits (Unsecured, Considered Doubtful)	21.27	8.97
Allowances for Credit Loss on Doubtful Security Deposits	(15.12)	(8.97)
Inter Corporate Loan to Related Party (Unsecured, considered good)*	-	412.95
Other Receivables	28.93	16.11
<b>Total</b>	<b>103.31</b>	<b>486.89</b>

\* Refer Note No. 53.

**16 Current Tax Assets (Net)**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Income Tax Recoverable (earlier years)	86.04	86.04
<b>Total</b>	<b>86.04</b>	<b>86.04</b>

**17 Other Current Assets**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Receivable from Skill Development Program under DDU-GKY*	1.74	1.10
<b>Advances receivable in cash or kind</b>		
Advances to Suppliers	92.08	45.27
Advances to Staff	39.96	50.83
Prepaid Expenses	113.29	102.37
Government Grant Receivable	54.45	54.45
Deposit and Balances with Government Authorities	223.53	277.89
<b>Total</b>	<b>525.05</b>	<b>531.91</b>

\*Refer Note No. 62

**18 Equity Share Capital**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Authorised Share Capital</b>		
170,00,000 shares (March 31, 2021 - 170,00,000)		
Equity Shares of ₹ 10/- each	1,700.00	1,700.00
<b>Issued Equity Share Capital:</b>		
1,63,27,608 shares (March 31, 2021 - 1,63,27,608)		
Equity Shares of ₹ 10/- each	1,632.76	1,632.76
<b>Subscribed and fully paid up:</b>		
1,63,27,608 shares (March 31, 2021 - 1,63,27,608)		
Equity Shares of ₹ 10/- each	1,632.76	1,632.76
	<b>1,632.76</b>	<b>1,632.76</b>

**(i) Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at March 31, 2022		As at March 31, 2021	
	Numbers of shares	₹ in Lakhs	Numbers of shares	₹ in Lakhs
Balance at the beginning of the period	1,63,27,608	1632.76	1,63,27,608	1632.76
Change in equity share capital during the period	-	-	-	-
Balance at the end of reporting period	1,63,27,608	1632.76	1,63,27,608	1632.76

**(ii) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at March 31, 2022		As at March 31, 2021	
	Numbers of shares held	% holding in that class of shares	Numbers of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Vijay Bansal	41,61,900	25.49%	61,25,000	37.51%
Mrs. Sushila Bansal	16,28,280	9.97%	28,25,000	17.30%
Mr. Deepak Bansal	58,06,401	35.56%	25,79,000	15.80%

**(iii) Details of shares held by promoters**

Class of shares / Name of shareholder	As at March 31, 2022			As at March 31, 2021	
	Numbers of shares held	% holding in that class of shares	% Change during the year	Numbers of shares held	% holding in that class
Equity shares with voting rights					
Mr. Vijay Bansal	41,61,900	25.49%	(32.05)%	61,25,000	37.51%
Mrs. Sushila Bansal	16,28,280	9.97%	(42.36)%	28,25,000	17.30%
Mr. Deepak Bansal	58,06,401	35.56%	125.14%	25,79,000	15.80%
Mrs. Megha Bansal	2,13,733	1.31%	-	2,13,733	1.31%
Mrs Swati Gupta	160	0.00%	-	160	0.00%
Vijay Bansal HUF	4,14,885	2.54%	-	4,14,885	2.54%

**(iv) Terms / rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of ₹10 per share. Every member holding equity shares therein shall have voting rights in proportion to his shares of the paid up equity share capital. The Company declares and pay dividend in Indian rupees.

In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

**(v) No shares have been issued by the company for consideration other than cash, during the period of five years immediately preceding the reporting periods. Further, no shares which are reissued for use under options and contracts or commitment for sale of shares or disinvestment.**

## 19 Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Securities Premium:</b>		
Balance at the beginning of the reporting period	8,756.10	8,756.10
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the current period	8,756.10	8,756.10
Add: Premium on issue of equity share	-	-
<b>Balance at the end of the reporting period</b>	<b>8,756.10</b>	<b>8,756.10</b>
<b>Retained Earnings:</b>		
Balance at the beginning of the reporting period	2,015.57	1,418.02
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the current period	2,015.57	1,418.02
Profit/(Loss) for the year	3,805.55	966.39
Dividends Paid	(163.28)	(326.55)
Remeasurement of gains/(losses) of defined benefit obligation (net of tax)	(38.70)	(42.29)
<b>Balance at the end of the reporting period</b>	<b>5,619.14</b>	<b>2,015.57</b>
<b>Total Other Equity</b>	<b>14,375.24</b>	<b>10,771.67</b>

**Nature and Purpose of Other Equity****Securities Premium**

Securities Premium represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of The Companies Act, 2013.

**Retained Earnings**

All the profits or losses made by the Company are transferred to retained earnings from statement of profit and loss.

## 20 Lease Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Opening Balance of Lease Liabilities</b>	<b>22,059.34</b>	22,499.22
Addition for Leases entered during the year	6,145.34	2,397.10
Interest Cost for the year	2,066.65	1,991.28
Less: De- recognition on account of closure	(755.24)	(1,033.47)
Less: Lease Payments during the year	(4,877.62)	(3,794.78)
<b>Closing balance of Lease Liabilities</b>	<b>24,638.47</b>	22,059.35
<b>Current Lease Liabilities</b>	<b>3,357.90</b>	2,811.24
<b>Non Current Lease Liabilities</b>	<b>21,280.57</b>	19,248.11

## 21 Other Financial Liabilities (Non Current)

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Security Deposit Received	1,226.14	1,138.83
<b>Total</b>	<b>1,226.14</b>	1,138.83

## 22 Provisions – Non Current

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Gratuity	369.72	315.81
Provision for Leave Encashment	60.29	34.64
<b>Total</b>	<b>430.01</b>	350.45

Refer Note No. 44

**23 Other Non Current Liabilities**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred Income	406.26	367.80
<b>Total</b>	<b>406.26</b>	<b>350.45</b>

Refer Note No. 64

**24 Borrowings (Current)**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Borrowings</b>		
Secured Short-Term Borrowings from Banks	-	1,436.50
<b>Total</b>	<b>-</b>	<b>1,436.50</b>

**Details of Security and Repayment Terms for the Secured Short-Term Borrowings:**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Loans Repayable on Demand From Banks</b>		
(i) Standard Chartered Bank	-	365.93
(ii) Standard Chartered Bank (LC)	-	-
(iii) State Bank of India	-	705.54
(iv) HDFC Bank	-	-
(v) Axis Bank	-	365.03
<b>TOTAL</b>	<b>-</b>	<b>1,436.50</b>

**24. Borrowings (Current) (Cont...)**

- (i) Interest payable @three month MIBOR + 4.94% p.a. (variable) to be applied on daily balances on the Overdraft Facility. Interest, commission and other charges as appropriate, will be levied as stated in sanction. Secured against hypothecation on Present and Future current assets of the company on Pari Passu basis with HDFC Bank, Axis Bank and State Bank of India. Mortgage on residential property located at 28, Road no. 78, Punjabi Bagh (West), New Delhi, owned by Deepak Bansal. Value considered post deduction of pari passu charge on the property by Axis Bank. Personal Guarantees which include the guarantees of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director and Guarantor) and Smt. Sushila Bansal (Guarantor). However, the overdraft facility has debit balance as on March 31, 2022 which is included in Balances with banks. Refer Note no. 14.
- (ii) LC Commission payable @ 2% p.a. Commission and other charges as appropriate, will be levied as stated in sanction. Secured against hypothecation on Present and Future current assets of the company on Pari Passu basis with HDFC Bank, Axis Bank and State Bank of India Mortgage on residential property located at 28, Road no. 78, Punjabi Bagh (West), New Delhi, owned by Deepak Bansal. Value considered post deduction of pari passu charge on the property by Axis Bank and Personal Guarantees which include the guarantees of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director and Guarantor) and Smt. Sushila Bansal (Guarantor).
- (iii) Interest payable @ EBLR + 1% p.a. chargeable on monthly rests, to be applied on daily balances of the cash credit facility. Secured Against hypothecation over company's entire current assets such as stocks of raw material, stock-in-process, Finished goods, stores & Spares of garment manufacturing unit and book debts and other current assets lying in the factory premises and existing trading offices/ branches or elsewhere present or future on pari-passu basis with HDFC Bank, Axis Bank and Standard Chartered Bank. Further secured against the company's industrial plot at shed No. 359, 360 & 361 Phase 4B, HSIIDC Industrial Estate, Bahadurgarh (Haryana) and Personal Guarantee of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director) and Smt. Sushila Bansal (Guarantor). However, the overdraft facility has debit balance as on March 31, 2022 which is included in Balances with banks. Refer Note no. 14.



- (iv) Interest payable @ 1 Year MCLR + 0.05% p.a. chargeable on monthly rests, to be applied on daily balances of the overdraft facility. Secured against hypothecation of current assets including card receivable on pari-passu basis with State Bank of India, Axis Bank and Standard Chartered Bank. Further secured against Equitable/Registered Mortgage of immovable properties of the company's Land along with Building at Plot No. 359, 360 & 361 Phase 4B, HSIIDC Industrial Estate, Bahadurgarh (Haryana) total Plot area 12150 Sq. mtr., plant & machineries and Personal Guarantee of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director) and Smt. Sushila Bansal (Guarantor). However, the overdraft facility has debit balance as on March 31, 2022 which is included in Balances with banks. Refer Note no. 14.
- (v) Interest payable @ 12M MCLR + 0.05% p.a. chargeable on monthly rests, Secured against hypothecation of current assets on pari-passu basis with State Bank of India, HDFC Bank Ltd. and Standard Chartered Bank. Further secured against Mortgage on residential property located at 28, (Eastern Holf Portion), Road no. 78, Punjabi Bagh (West), New Delhi, owned by Deepak Bansal. And Personal Guarantee of Mr. Vijay Bansal (CMD), Mr. Deepak Bansal (Director) and Smt. Sushila Bansal (Guarantor). However, the overdraft facility has debit balance as on March 31, 2022 which is included in Balances with banks. Refer Note no. 14.

All charges are registered with Ministry of Corporate Affairs within the statutory period.

The company has borrowed funds from banks on the basis of security of current assets and quarterly returns or statements of current assets submitted with banks are generally in agreement with the books of accounts.

## 25 Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Total Outstanding Dues to Micro & Small Enterprises		
(a) Undisputed	1,256.23	646.00
(b) Disputed	-	-
Total Outstanding Dues to Other than Micro, & Small Enterprises		
(a) Undisputed	3,971.90	3,214.98
(b) Disputed	-	-
<b>Total</b>	<b>5,228.13</b>	<b>3,860.98</b>

Refer Note no. 48 for Trade Payables ageing schedule

## 26 Other Financial Liabilities (Current)

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Security Deposit Received	62.34	50.99
Unclaimed Dividend Payable	1.18	0.44
Other Payables		
Salary & Wages Payable	500.77	344.39
Expenses Payable	301.01	322.37
<b>Total</b>	<b>865.30</b>	<b>718.19</b>

## 27 Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory Dues	188.56	132.89
Advances From Customers	3.57	3.31
Other Payables	16.57	15.98
Deferred Income*	67.72	55.64
<b>Total</b>	<b>276.42</b>	<b>207.82</b>

\* Refer Note No. 64

**28 Provisions (Current)**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Gratuity*	52.75	61.81
Provision for Leave encashment*	13.65	27.53
Provision for Bonus	235.07	172.15
<b>Total</b>	<b>301.47</b>	<b>261.49</b>

\* Refer Note No. 44

**29 Current Tax Liabilities (Net)**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Tax Payable</b>		
Provision For Current Tax /MAT	1,662.04	214.90
Less: Advance Tax	(1,450.00)	(150.00)
Less: TDS/ TCS Receivable	(9.68)	(10.96)
<b>Total</b>	<b>202.36</b>	<b>53.94</b>

**30 Revenue From Operations**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Sale of Products	38,257.73	25,152.01
Sale of Services	29.60	5.24
Other Operating Revenues	52.05	31.63
<b>Total</b>	<b>38,339.38</b>	<b>25,188.88</b>

\* Refer Note No. 54

**31 Other Income**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Interest Income	34.38	76.48
Unwinding of Interest Income on Security Deposits given	56.72	71.03
Security Deposits Income	91.55	89.77
Dividend Income	0.02	-
Government Grant	3.63	36.49
Rental Income	2.44	7.22
Unconditional Rent Concession Income	1,288.19	1,374.67
Gain on Sale of Mutual Funds	-	3.03
Allowances for Expected Credit Loss reversed	16.11	-
Other Non Operating Income	25.65	15.13
<b>Total</b>	<b>1,518.69</b>	<b>1,673.82</b>

**32 Cost of Materials Consumed**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Inventory at the Beginning of the Year	622.28	667.00
Purchases	8,991.63	4,924.25
Cartage Inward	38.82	8.38
<b>Sub Total</b>	<b>9,652.73</b>	<b>5,599.63</b>
Less: Inventory at the End of the Year	940.24	622.28
<b>Total</b>	<b>8,712.49</b>	<b>4,977.35</b>

**33 Purchase of Stock in Trade**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Traded Goods	6,099.48	3,368.14
<b>Total</b>	<b>6,099.48</b>	<b>3,368.14</b>

**34 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
<b><u>Inventories at the end of the year:</u></b>		
Finished Goods	6,850.54	7,021.48
Work-in-Progress	2,931.21	1,396.76
Stock in Trade	3,921.54	3,258.31
<b>Total (a)</b>	<b>13,703.29</b>	<b>11,676.55</b>
<b><u>Inventories at the Beginning of the Year:</u></b>		
Finished Goods	7,021.48	6,502.73
Work-in-Progress	1,396.76	1,516.25
Stock in Trade	3,258.31	4,085.16
<b>Total (b)</b>	<b>11,676.55</b>	<b>12,104.14</b>
<b>Net (Increase) / Decrease</b>	<b>(2,026.74)</b>	<b>427.59</b>

**35 Employee Benefits Expense**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Salaries and Wages	5,861.36	3,933.22
Contributions to Provident and Other Funds	224.44	159.19
Staff Welfare Expenses	112.85	88.66
<b>Total</b>	<b>6,198.65</b>	<b>4,181.07</b>

**36 Finance Costs**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
<b>Interest</b>		
Interest on Term Loans	-	32.31
Interest on Working Capital Loans	76.58	187.19
<b>Other Interest</b>		
Interest on Security Deposits	10.53	13.22
Interest on dues to MSME*	0.07	-
Interest on Lease Liability	2,066.65	1,991.28
Unwinding of Interest Costs on Security Deposits received	84.51	60.33
<b>Other Borrowing Costs</b>		
Bank and Other Financial Charges	160.71	195.34
<b>Total</b>	<b>2,399.05</b>	<b>2,479.67</b>

\* Refer Note No. 63

**37 Depreciation and Amortisation Expense**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Depreciation on Property, Plant & Equipment	982.64	936.66
Depreciation on Right of Use Asset	3,314.09	2,960.17
Depreciation on Investment Property	5.35	5.63
Amortisation of Intangible Assets	27.45	6.46
<b>Total</b>	<b>4,329.53</b>	<b>3,908.92</b>

**38 Other Expenses**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Consumption of Consumables	54.42	15.67
Job Work Charges	2,381.01	1,684.95
Electricity and Fuel Expenses	668.11	504.29
Rent*	129.62	167.32
Repairs and Maintenance - Plant & Machinery	22.87	30.08
Repairs and Maintenance - Building & Others	194.83	107.63
Insurance	51.78	39.46
Fee, Rates and Taxes	94.33	54.39
Communication	55.41	50.12
Travelling and Conveyance	176.34	103.49
Printing and Stationery	72.12	66.85
Freight and Forwarding	253.84	181.21
Commission	2,541.15	1,650.26
Consumption of Carry Bags	165.07	117.17
Store Maintenance & Running Expenses	417.35	336.10
Security Expenses	43.24	399.86
Festival Expenses	45.32	45.22
Business Promotion	12.64	41.78
Advertisement & Publicity Expenses	385.44	374.47

**38 Other Expenses continue**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Legal and Professional Charges	212.61	175.20
CSR Expenditure**	35.01	32.00
Payments to Auditors***	11.70	10.20
Fair Value Loss on Investments	1.12	0.89
Impairment Loss on Property Plant & Equipment	7.48	12.44
Security Deposits Write Off	15.66	18.53
Bad Debts	33.84	0.85
Allowances for Expected Credit Loss	6.15	2.10
Miscellaneous Expenses	98.63	71.74
<b>Total</b>	<b>8,187.09</b>	<b>6,294.27</b>

\*Refer Note No. 56 \*\*Refer Note No. 42 \*\*\*Refer Note No. 43

**39 Tax Expense****a) Tax Expense**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Current Tax	1,662.04	214.90
Current Tax - MAT Availment	242.47	470.68
Deferred Tax Reversal / (Charge)	280.51	(357.18)
Tax Adjustment related to earlier years	(32.05)	(69.10)
<b>Total Tax Expense Recognised in Statement of Profit &amp; Loss</b>	<b>2,152.97</b>	<b>259.30</b>

**b) Tax Expense Recognised in Other Comprehensive Income**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Tax on Re-measurement Losses on Defined Benefit Plans	15.90	17.37
<b>Total</b>	<b>15.90</b>	<b>17.37</b>

**c) Reconciliation of Effective Tax Rate**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
<b>Profit Before Tax</b>	<b>5,958.52</b>	<b>1,225.69</b>
Enacted Tax Rate in India	25.17	29.12
Expected Tax Expenses	1,499.64	356.92
Tax on Additional Deduction under Income Tax Act, 1961	(1,670.32)	(1,606.67)
Tax on Expenses Disallowed under Income Tax Act, 1961	1,816.72	1,935.30
Tax on Income at other than specified rate	-	0.03
Deferred Tax Reversal / (Charge)	280.51	(357.18)
Due to Change in Rate of Tax	258.47	-
Tax Adjustment related to earlier years	(32.05)	(69.10)
<b>Reported Tax Expense</b>	<b>2,152.97</b>	<b>259.30</b>



**d) Reconciliation of Unutilised Tax Credit Under MAT**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Opening Balance	210.59	612.17
Tax Adjustment related to earlier years	32.05	69.10
Reversal of Excess MAT credit	(0.17)	-
Tax Credit Utilised during the year	(242.47)	(470.68)
Closing Balance	-	210.59

**40 Other Comprehensive Income (OCI)**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
The Disaggregation of changes to OCI by each type of reserve in equity is :		
Re-measurement Gains / losses on Defined Benefit Plans	(54.60)	(59.66)
Income Tax related to above item	15.90	17.37
<b>Total</b>	<b>(38.70)</b>	<b>(42.29)</b>

**41 Earnings Per Equity Share**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Equity Share of Face Value of ₹ 10 each		
Profit Attributable to Equity Share Holders	3,805.55	966.39
Weighted Number of Equity Shares Outstanding During the Year (Number in lakhs)	163.28	163.28
Par Value Per Share ( in ₹ )	10.00	10.00
EPS :		
Basic ( in ₹ )	23.31	5.92
Diluted ( in ₹ )	23.31	5.92

**42 Details of CSR Expenditure as per Section 135 of The Companies Act, 2013:**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
a) Gross Amount Required to be Spent during the year	35.23	31.72
b) Amount Spent during the year:		
i) Construction/Acquisition of any Asset	-	-
ii) On Purposes other than (i) above		
- For promoting education including enhancing vocational skills among women, children and differently abled and livelihood enhancement	33.01	32.00
- For setting up old age homes	2.00	-
c) Shortfall, if any (a-b)	0.22	(0.28)

**Reasons for shortfall** - Company has passed a Board Resolution in the Board Meeting held on 1st February 2022 to set off the excess amount paid during the previous financial year in current financial year in accordance with section 135(5) read with Rule 7(3) of Companies (Corporate Social Responsibility Policy) Rules, 2014

d) Amount Spent during the year to related party	Nil	Nil
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## 43 Payments to the Auditors Comprises

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Statutory Audit Fees	10.50	9.00
Limited Review	1.20	1.20
<b>Total</b>	<b>11.70</b>	<b>10.20</b>

## 44 Employee Benefit Obligations

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-current	Current	Non-current
Gratuity	52.75	369.72	61.81	315.81
Leave Encashment	13.65	60.29	27.53	34.64
<b>Total</b>	<b>66.40</b>	<b>430.01</b>	<b>89.34</b>	<b>350.45</b>

## A Disclosure of Gratuity

## (i) Amount Recognised in the Statement of Profit and Loss is as under:

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Current Service Cost	100.49	80.11
Net Interest Cost (Income)	21.68	22.44
Net Impact on Profit (Before Tax)	122.17	102.55
Actuarial Loss / Gain Recognised during the Year	(54.60)	(59.66)
<b>Total</b>	<b>67.57</b>	<b>42.89</b>

## (ii) Change in the Present Value of Obligation:

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
<b>Present Value of Defined Benefit Obligation as at the Beginning of the Year</b>	<b>377.62</b>	<b>360.65</b>
Current Service Cost	100.49	80.11
Interest Cost	21.68	22.44
Benefits Paid	(22.71)	(25.92)
Actuarial Loss / Gain	(54.60)	(59.66)
Past Service Cost	-	-
<b>Present Value of Defined Benefit Obligation at the End of the Year</b>	<b>422.48</b>	<b>377.62</b>

## (iii) Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets:

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Present Value of Funded Obligation as at the End of the Year	422.48	377.62
Fair Value of Plan Assets as at the End of the Period Funded Status	(422.48)	(377.62)
<b>Unfunded/Funded Net Liability Recognized in Balance Sheet</b>	<b>422.48</b>	<b>377.62</b>

**(iv) Breakup of Actuarial Gain/Loss:**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Actuarial Gain/Loss from Change in Demographic Assumption	-	-
Actuarial Gain/Loss from Change in Financial Assumption	(9.56)	(41.98)
Actuarial Gain/Loss from Experience Adjustment	(45.04)	(17.68)
<b>Total Actuarial Gain/Loss</b>	<b>(54.60)</b>	<b>(59.66)</b>

**(v) Actuarial Assumptions**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Standard Discount Rate	6.65%	6.25%
Standard Rate of Increase in Compensation Levels	5.00%	5.00%
Standard Retirement Age	60/65/70 Yrs	60/65/70 Yrs

**Notes:**

- 1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

**(vi) Sensitivity Analysis for Gratuity Liability**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
<b>Impact of Change in Discount Rate</b>		
Present Value of Obligation at the End of the Year		
- Increase due to Decrease of 1 %	401.66	359.19
- Decrease due to Increase of 1 %	445.48	398.05
<b>Impact of Change in Salary Increase</b>		
Present Value of Obligation at the End of the Year		
- Increase due to Increase of 1 %	444.21	396.67
- Decrease due to Decrease of 1 %	402.38	360.07

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The methods used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

**(vii) Maturity Profile of Defined Benefit Obligation**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Within next 12 Months	52.75	61.81
Between 1-5 Years	176.23	150.11
Beyond 5 Years	193.49	165.70

**B. Leave Encashment****Amount Recognised in the Statement of Profit and Loss is as under:**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Current Service Cost	51.06	19.41
Interest Cost	2.53	2.86
Actuarial Loss/(Gain) Recognised during the Year	27.61	60.49
<b>Total</b>	<b>81.20</b>	<b>82.76</b>

**C. Defined Contribution Plan**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Contribution to Provident and Other Funds	224.44	159.19
<b>Total</b>	<b>224.44</b>	<b>159.19</b>

**45 Related Party Disclosure**

- i) The related parties as per terms of Ind AS-24, " related Party Disclosure" , ( specified under section 133 of the Companies Act , 2013, read with rule 7 of (Accounts) Rule , 2015) and Section 188 of Companies Act, 2013 are disclosed below :-  
Related Parties with whom transactions have taken place during the year :

<b>(i) Directors (A)</b>	<b>(ii) Enterprises in which Directors' relative are Interested (B)</b>
Mr. Vijay Bansal (CMD) Mr. Deepak Bansal (WTD) Mr. Basant Goyal (WTD) Mrs. Renu Jagdish (Independent Director) Mr. Rajeev Sharma (Independent Director) Mr. Balvinder Singh Ahluwalia (Independent Director)	Aamor Inox Limited
<b>(iii) Key Management Personnel's relative (C)</b>	<b>(iv) Key Management Personnel (D)</b>
Mr. Mukesh Hooda Mr. Mukesh Hooda (HUF) Mrs. Murti Devi	Mr. Shivendra Nigam (CFO) Mrs. Poonam Chahal ( CS )
<b>v) Enterprises in which Directors are Interested (E)</b>	<b>(vi) Director's relative (F)</b>
Global Textiles	Mrs. Megha Bansal

**ii. Transaction with Related Parties**

(₹ in Lakhs)

Particulars	Director (A)		Enterprises in which Directors' relative are Interested (B)		Key Management Personnel's relative (C)		Key Management Personnel (D)		Enterprises in which Directors are Interested (E)		Director's relative (F)	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
<b>A) Transaction</b>												
<b>Director's Remuneration</b>												
Mr. Vijay Bansal	156.89	63.76	-	-	-	-	-	-	-	-	-	-
Mr. Deepak Bansal	156.89	63.76	-	-	-	-	-	-	-	-	-	-
Mr. Basant Goyal	24.32	19.38	-	-	-	-	-	-	-	-	-	-
<b>Director's Sitting Fees</b>												
Mrs. Renu Jagdish	2.40	2.60	-	-	-	-	-	-	-	-	-	-
Mr. Rajeev Sharma	2.40	2.40	-	-	-	-	-	-	-	-	-	-
Mr. Balvinder Singh Ahluwalia	2.40	2.60	-	-	-	-	-	-	-	-	-	-
<b>Remuneration to Key Management Personnel</b>												
Mr. Shivendra Nigam*	-	-	-	-	-	-	29.36	25.54	-	-	-	-
Ms. Poonam Chahal*	-	-	-	-	-	-	15.50	13.21	-	-	-	-
<b>Remuneration Director's relative</b>												
Ms. Megha Bansal	-	-	-	-	-	-	-	-	-	-	16.81	11.72
<b>Purchase of Fabric</b>												
Global Textiles	-	-	-	-	-	-	-	-	1,949.24	914.05	-	-
<b>Commission</b>												
Mr. Mukesh Hooda	-	-	-	-	7.63	10.62	-	-	-	-	-	-
Mukesh Hooda HUF	-	-	-	-	41.11	5.31	-	-	-	-	-	-
Ms. Murti Devi	-	-	-	-	1.44	25.81	-	-	-	-	-	-
<b>Interest Received</b>												
Aamor Inox Limited	-	-	29.48	56.00	-	-	-	-	-	-	-	-
<b>Loans Received Back</b>												
Aamor Inox Limited	-	-	400.00	-	-	-	-	-	-	-	-	-
<b>Security Deposit Repaid</b>												
Murti Devi	-	-	-	-	20.00	-	-	-	-	-	-	-
Mukesh Hooda HUF	-	-	-	-	25.00	-	-	-	-	-	-	-
Mukesh Hooda	-	-	-	-	50.00	-	-	-	-	-	-	-
<b>Security Deposit Received</b>												
Mukesh Hooda HUF	-	-	-	-	30.00	-	-	-	-	-	-	-



## Transaction with Related parties Cont...

(₹ in Lakhs)

Particulars	Director (A)		Enterprises in which Directors' relative are Interested (B)		Key Management Personnel's relative (C)		Key Management Personnel (D)		Enterprises in which Directors are Interested (E)		Director's relative (F)	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
	<b>(B) Balance outstanding as at the end of the year</b>											
<b>Inter Corporate Deposit</b>												
Aamor Inox Limited	-	-	-	412.60	-	-	-	-	-	-	-	-
<b>Payable for Remuneration</b>												
Mr. Vijay Bansal	9.36	4.74	-	-	-	-	-	-	-	-	-	-
Mr. Deepak Bansal	9.36	4.70	-	-	-	-	-	-	-	-	-	-
Mr. Basant Goyal	2.44	2.35	-	-	-	-	-	-	-	-	-	-
Mr. Shivendra Nigam*	-	-	-	-	-	-	2.61	2.62	-	-	-	-
Ms. Poonam Chahal*	-	-	-	-	-	-	1.22	1.06	-	-	-	-
Ms. Megha Bansal	-	-	-	-	-	-	-	-	-	-	1.20	1.00
<b>Payable for Creditors</b>												
Global Textiles	-	-	-	-	-	-	-	-	803.58	585.22	-	-
<b>Payable for Security Deposit</b>												
Mr. Mukesh Hooda	-	-	-	-	-	50.00	-	-	-	-	-	-
Mukesh Hooda HUF	-	-	-	-	30.00	25.00	-	-	-	-	-	-
Ms. Murti Devi	-	-	-	-	-	20.00	-	-	-	-	-	-
<b>Payable for Commission</b>												
Mr. Mukesh Hooda	-	-	-	-	-	0.85	-	-	-	-	-	-
Mukesh Hooda HUF	-	-	-	-	9.80	0.42	-	-	-	-	-	-
Ms. Murti Devi	-	-	-	-	-	1.37	-	-	-	-	-	-

Note: \* As the liabilities for gratuity and leave encashment are provided on actuarial basis for the company as a whole, the amount pertaining to key management personnel are not included in above.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

**46 Capital Work-in-progress Ageing**
**As at March 31, 2022**

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
a) Projects in Progress	89.70	0.34	-	-	90.04
b) Projects Temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>89.70</b>	<b>0.34</b>	<b>-</b>	<b>-</b>	<b>90.04</b>

**As at March 31, 2022**

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
a) Projects in Progress	172.60	59.09	-	-	231.69
b) Projects Temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>172.60</b>	<b>59.09</b>	<b>-</b>	<b>-</b>	<b>231.69</b>

**47 Trade Receivables Ageing**
**As at March 31, 2022**

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>(i) Undisputed Trade Receivables</b>						
a) Considered Good	365.89	7.93	-	-	-	373.82
b) Which have significant increase in Credit Risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	-	-	-
<b>(ii) Disputed Trade Receivables</b>						
a) Considered Good	-	-	-	-	-	-
b) Which have significant increase in Credit Risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	-	28.69	28.69
	<b>365.89</b>	<b>7.93</b>	<b>-</b>	<b>-</b>	<b>28.69</b>	<b>402.51</b>
Less: Allowance for doubtful trade receivables - credit impaired	-	-	-	-	(28.69)	(28.69)
<b>Total</b>						<b>373.82</b>

## Trade Receivables Ageing

As at March 31, 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>(i) Undisputed Trade Receivables</b>						
a) Considered Good	384.95	3.62	-	-	-	388.57
b) Which have significant increase in Credit Risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	-	-	-
<b>(ii) Disputed Trade Receivables</b>						
a) Considered Good	-	-	-	-	-	-
b) Which have significant increase in Credit Risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	10.16	34.64	44.80
	<b>384.95</b>	<b>3.62</b>	<b>-</b>	<b>10.16</b>	<b>34.64</b>	<b>433.37</b>
Less: Allowance for doubtful trade receivables - credit impaired	-	-	-	(10.16)	(34.64)	(44.80)
<b>Total</b>						<b>388.57</b>

## 48 Trade Payables Ageing

As at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	Total
(i) MSME	-	-	-	-	1,256.23	1,256.23
(ii) Others	37.39	6.46	4.72	1.74	3,921.59	3,971.90
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
<b>Total</b>	<b>37.39</b>	<b>6.46</b>	<b>4.72</b>	<b>1.74</b>	<b>5,177.82</b>	<b>5,228.13</b>

As at March 31, 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	Total
(i) MSME	-	-	-	-	646.00	646.00
(ii) Others	47.86	4.96	4.28	6.82	3,151.06	3,214.98
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
<b>Total</b>	<b>47.86</b>	<b>4.96</b>	<b>4.28</b>	<b>6.82</b>	<b>3,797.06</b>	<b>3,860.98</b>

**49 Fair Value Disclosures**
**i) Fair Values Hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

**Level 1:** Quoted prices (unadjusted) in active markets for financial instruments.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements** (₹ in Lakhs)

As at March 31, 2022	Level 1	Level 2	Level 3	Total
<b>Assets At Fair Value</b>				
Investments Measured At Fair Value Through Other Comprehensive Income	-	-	-	-
Investments Measured At Fair Value Through Profit And Loss	0.13	9.81	-	9.94
<b>Total</b>	<b>0.13</b>	<b>9.81</b>	<b>-</b>	<b>9.94</b>
<b>As at March 31, 2021</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets at fair value</b>				
Investments Measured At Fair Value Through Other Comprehensive Income	-	-	-	-
Investments Measured At Fair Value Through Profit And Loss	0.11	10.95	-	11.06
<b>Total</b>	<b>0.11</b>	<b>10.95</b>	<b>-</b>	<b>11.06</b>

**Valuation Process and Technique used to Determine Fair Value**

The fair value of investments in mutual fund units is based on the net asset value (NAV) as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors. The fair value of investments in shares is based on fair market value as stated by stock exchanges of these shares as at the Balance Sheet date. Fair Market Value is the prevailing market price of the share.

**(ii) Fair Value of Instruments Measured at Amortised Cost**

(₹ in Lakhs)

Particulars	Level	As at March 31, 2022		As at March 31, 2021	
		Carrying value	Fair value	Carrying value	Fair value
<b>Financial Assets</b>					
Trade Receivables	Level 3	373.82	373.82	388.57	388.57
Cash & Cash Equivalents	Level 3	323.18	323.18	832.04	832.04
Other Financial Assets	Level 3	1,290.87	1,290.87	1,505.46	1,505.46
<b>Total Financial Assets</b>		<b>1,987.87</b>	<b>1,987.87</b>	<b>2,726.07</b>	<b>2,726.07</b>

**Fair Value of Instruments measured at Amortised Cost contd....**

Particulars	Level	As at March 31, 2022		As at March 31, 2021	
		Carrying value	Fair value	Carrying value	Fair value
Borrowings	Level 3	-	-	1,436.50	1,436.50
Trade Payables	Level 3	5,228.13	5,228.13	3,860.98	3,860.98
Lease Liability	Level 3	24,638.47	24,638.47	22,059.35	22,059.35
Other Financial Liabilities	Level 3	2,091.44	2,091.44	1,857.02	1,857.02
<b>Total Financial Liabilities</b>		<b>31,958.04</b>	<b>31,958.04</b>	<b>29,213.85</b>	<b>29,213.85</b>

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables, short term borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

All long term borrowing facilities availed by the Company are variable rate facilities which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Company's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

## 50 Financial Risk Management

### i) Financial Instruments By Category

(₹ in Lakhs)

Particulars	As at March 31, 2022			As at March 31, 2021		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
<b>Financial Assets</b>						
Investments	9.94	-	-	11.06	-	-
Other Financial Assets	-	-	1,290.87	-	-	1,505.46
Trade Receivables	-	-	373.82	-	-	388.57
Cash and Cash Equivalents	-	-	323.18	-	-	832.04
<b>Total</b>	<b>9.94</b>	<b>-</b>	<b>1,987.87</b>	<b>11.06</b>	<b>-</b>	<b>2,726.07</b>
<b>Financial Liabilities</b>						
Borrowings	-	-	-	-	-	1,436.50
Trade Payables	-	-	5,228.13	-	-	3,860.98
Lease Liability	-	-	24,638.47	-	-	22,059.35
Other Financial Liabilities	-	-	2,091.44	-	-	1,857.02
<b>Total</b>	<b>-</b>	<b>-</b>	<b>31,958.04</b>	<b>-</b>	<b>-</b>	<b>29,213.85</b>

### ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit Risk	Cash And Cash Equivalents, Trade Receivables, Financial Assets Measured At Amortised Cost	Ageing Analysis
Liquidity Risk	Borrowings And Other Liabilities	Rolling Cash Flow Forecasts
Market Risk - Interest Rate	Borrowings At Variable Rates	Sensitivity Analysis

### A) Credit Risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans & receivables carried at amortised cost, and
- deposits with banks

#### a) Credit Risk Management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring



defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(a) Low Credit Risk                      (b) Moderate Credit Risk                      (c) High Credit Risk

**Assets under Credit Risk –**

(₹ in Lakhs)

Credit Rating	Particulars	As at March 31, 2022	As at March 31, 2021
A: Low	Investments	9.94	11.06
	Other Financial Assets	1,290.87	1,505.46
	Cash and Cash Equivalents	323.18	832.04
	Trade Receivables	373.82	388.57

**Cash & Cash Equivalents And Bank Deposits**

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

**Trade Receivables And Other Financial Assets**

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

**Expected Credit Loss For Trade Receivables:**

The Company based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss. The balance past due for more than 6 month (net of expected credit loss allowance), is ₹7.93 lakhs (31 March 2021: ₹ 3.62 lakhs).

Loan & Other financial assets measured at amortised cost includes security deposits, fixed deposits loan to related parties and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

**i) Provision For Expected Credit Losses**

(₹ in Lakhs)

As at March 31, 2022	Estimated Gross Carrying Amount At Default	Expected Credit Losses	Carrying Amount Net Of Impairment Provision
Cash and Cash Equivalents	323.18	-	323.18
Trade Receivables	402.51	(28.69)	373.82
Other Financial Assets	1,305.99	(15.12)	1,290.87
As at March 31, 2021	Estimated Gross Carrying Amount At Default	Expected Credit Losses	Carrying Amount Net Of Impairment Provision
Cash and Cash Equivalents	832.04	-	832.04
Trade Receivables	433.37	(44.80)	388.57
Other Financial Assets	1,514.43	(8.97)	1,505.46

**B) Liquidity Risk**

Liquidity risk is the risk that the Company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral obligations. The Company requires funds both for short term operational needs as well as for long term investment programs mainly in growth projects. The Company closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities, will provide liquidity.

**a) Financing Arrangements**

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

<b>Floating Rate</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
- Expiring within one year (cash credit and other facilities- fixed rate)	-	-
- Expiring beyond one year (bank loans - floating rate)	-	-
<b>Total</b>	-	-

**b) Maturities of Financial Liabilities**

The tables below analyse the Company's financial liabilities into relevant maturity. Company's based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(₹ in Lakhs)

<b>As at March 31, 2022</b>	<b>Less than 1 year</b>	<b>1-3 year</b>	<b>3-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
Borrowings	-	-	-	-	-
Trade Payable	5,228.13	-	-	-	<b>5,228.13</b>
Lease Liability	3,357.90	7,803.56	7,695.46	5,781.55	<b>24,638.47</b>
Other Financial Liabilities	933.46	135.16	104.75	918.08	<b>2,091.45</b>
<b>Total</b>	<b>9,519.49</b>	<b>7,938.72</b>	<b>7,800.21</b>	<b>6,699.63</b>	<b>31,958.05</b>

<b>As at March 31, 2021</b>	<b>Less than 1 year</b>	<b>1-3 year</b>	<b>3-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
Borrowings	1,436.50	-	-	-	<b>1,436.50</b>
Trade Payable	3,860.98	-	-	-	<b>3,860.98</b>
Lease Liability	2,811.24	6,414.50	7,245.51	5,588.09	<b>22,059.34</b>
Other Financial Liabilities	748.24	207.80	100.19	800.78	<b>1,857.02</b>
<b>Total</b>	<b>8,856.96</b>	<b>6,622.30</b>	<b>7,345.70</b>	<b>6,388.87</b>	<b>29,213.84</b>

**C) Market Risk****a) Interest Rate Risk****i) Liabilities**

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At March 31, 2022, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest Rate Risk Exposure

Below is the overall exposure of the Company to interest rate risk:

(₹ in Lakhs)

<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Variable Rate Borrowing	-	1,436.50
Fixed Rate Borrowing	-	-
<b>Total Borrowings</b>	-	1,436.50
Amount Disclosed Under Other Current Financial Liabilities	-	1,436.50
<b>Amount Disclosed Under Borrowings (Non Current)</b>	-	-

### Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Interest sensitivity*</b>		
Interest rates – decrease by 100 bps*	-	14.37
Interest rates – increase by 100 bps*	-	(14.37)

\* Holding all other variables constant

#### D) Foreign Currency Risk

There is no foreign currency risk during the year as there are minimal transactions.

#### E) Competition and Price Risk

The Company faces competition from competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

### 51 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio optimum. The Company's net debts includes interest bearing term loans and working capital borrowings.

#### (a) Debt Equity Ratio

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Net Debt</b>	-	1,436.50
Total Equity	<b>16,008.00</b>	12,404.43
Net Debt to Equity Ratio	-	0.12

### 52 Assets Hypothecated/Mortgaged/Pledged as Security

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Current</b>		
Inventories	<b>14,684.92</b>	12,361.50
Trade Receivables	<b>373.82</b>	388.57
<b>Total Current Assets Hypothecated as Security</b>	<b>15,058.74</b>	12,750.07
<b>Non-Current</b>		
Property, Plant and Equipment	<b>2,601.36</b>	2,743.22
Fixed Deposits	<b>70.56</b>	64.82
<b>Total Non-Current Assets Mortgaged/Pledged as Security</b>	<b>2,671.92</b>	2,808.04
<b>Total Assets Hypothecated/Mortgaged/Pledged as Security</b>	<b>17,730.66</b>	15,558.11

### 53 Disclosure Pursuant to Section 186(4) of The Companies Act, 2013

- (a) Details of Investments made are given under Note no. 7 & Note no.12  
 (b) Details of Loan are given below:

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Aamor Inox Limited</b>		
Outstanding as at the Beginning of year	412.95	412.60
Given during the year	-	-
Interest Charged during the year	29.48	56.00
Interest Received during the year	42.43	55.65
Received during the year	400.00	-
Outstanding as at the End of year	-	412.95
Percentage to the total Loans & Advances in nature of loans	0%	100%
Maximum Balance Outstanding during the year	412.95	412.95

54 **Revenue Related Disclosures** (₹ in Lakhs)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
<b>Revenue From Contracts With Customers</b>		
<b>(I) Sale of Products</b>		
(A) Sale of Products	38,257.73	25,152.01
(B) Sale of Services	29.60	5.24
<b>(II) Other Operating Income</b>	52.05	31.63
<b>Total Revenue Covered Under Ind AS 115</b>	<b>38,339.38</b>	<b>25,188.88</b>

**A Contract Balances**

The following table provides information about receivables and contract liabilities from contract with customers:

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Contract Liabilities</b>		
Advance Received from Customers	3.57	3.31
<b>Total Contract Liabilities</b>	<b>3.57</b>	<b>3.31</b>
<b>Receivables</b>		
Trade Receivables	373.82	388.57
<b>Total Receivables</b>	<b>373.82</b>	<b>388.57</b>

Receivable is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.

**B Significant Changes In The Contract Liabilities Balances During The Year are as Follows:**

**Advances from Customers**

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Opening Balance</b>	<b>3.31</b>	3.64
Addition during the year	58.98	143.00
Revenue Recognised during the year	(58.71)	(143.33)
<b>Closing Balance</b>	<b>3.58</b>	3.31

55 **Disclosure pursuant to Ind AS 1 / Ind AS 8 are given below:** (₹ in Lakhs)

Particulars	As at March 31, 2021 (Published)	As at March 31, 2021 (Reclassified)	Nature
<b>ASSETS</b>			
Other Financial Assets	1024.43	1,018.57	Reclassification Items
Cash & Cash Equivalents	826.18	832.04	Reclassification Items

(₹ in Lakhs)

Particulars	As at March 31, 2021 (Published)	As at March 31, 2021 (Reclassified)	Nature
<b>INCOME</b>			
Revenue from Operations	25,164.38	25,188.88	Reclassification Items
Other Income	1,678.04	1,673.82	Reclassification Items
<b>EXPENSES</b>			
Cost of Materials Consumed	4,982.04	4,977.35	Reclassification Items
Employee Benefits Expense	4,158.48	4,181.07	Reclassification Items
Other Expenses	6,291.88	6,294.27	Reclassification Items

Note: The above reclassification in the previous year's published numbers have been made for better presentation in the financial statements and to confirm to the current year classification/disclosure. This does not have any impact on the profit and loss, hence no change in the basic and diluted earnings per share of previous year.

## 56 Leases

### Company as Lessee

The Company has entered into certain lease arrangements in the form of finance leases for its company owned retail outlets. Also the company pays non-lease payments to its franchisee owned outlets which includes embedded lease payments. As per the terms, the Company's obligation could be fixed or purely variable or variable with minimum guarantee payment for use of property.

The Company also has certain leases of offices, store premises and warehouses with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases. The lease payments for such leases is being recognised on actual basis by applying paragraph 6 of Ind AS 116.

### Impact on Financial Statements as on 31st March 2022

In consequence to COVID 19 pandemic, the Company has negotiated several rent concessions. In view of amendments by the Companies (Indian Accounting Standards) Amendment Rules, 2021, issued by the Ministry of Corporate Affairs vide notification dated July 24, 2021, the Company has elected, as a practical expedient, not to assess these unconditional rent concessions as lease modifications and has recognized impact of such rent concessions in Statement of Profit and Loss. The election is made for all such rent concessions as these concessions satisfy the conditions mentioned in Para 46A and Para 46B of Ind AS 116 (as amended). Accordingly, the Company has recognised Unconditional Rent Concessional Income of ₹ 1288.19 Lakhs in the statement of profit and loss for the year ended March 31, 2022 (PY ₹ 1374.67 Lakhs).

### Impact on Cash Flow Statements for the year ending 31st March 2022

For the financial year ended March 31, 2022, the company had cash outflows in terms of repayment of lease liability for ₹ 3536.05 (PY ₹2420.12) (including finance costs) which is shown under financing activities in cash flow statement.

The schedule of lease rental payments in respect of leases is set out below:

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Payable not later than 1 year	3,357.90	2,811.24
Payable later than 1 year but not later than 5 years	15,499.02	13,660.01
Payable later than 5 years	5,781.55	5,588.09

## 57 Dividends

The Company paid Interim Dividend of ₹ 1/- (Rupees One Only) per share i.e. @ 10% of face value of equity share of ₹ 10/- (Rupees Ten only) each fully paid up, for the financial year 2021-22, in its Board Meeting held on October 29, 2021.



**58 Segment Reporting**

The Company is primarily engaged in the business of "Retail" which constitutes a single reporting segment and the Executive Management Committee does not monitor the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, therefore no additional disclosures are required under Ind AS 108 – "Segment Reporting".

**59 Provisions For Allowances For Expected Credit Loss**

Movement in Each Class of Provision made during the financial year are as under:

(₹ in Lakhs)

<b>(A) Allowances for Expected Credit Loss - Trade Receivables</b>	<b>Amount</b>
<b>As at April 1, 2020</b>	<b>58.40</b>
Provision Written back	(2.96)
Additional Provision during the year	-
Amount Used during the period	(10.64)
<b>As at March 31, 2021</b>	<b>44.80</b>
Provision Written back	-
Additional Provision during the year	-
Amount used during the period	(16.11)
<b>As at March 31, 2022</b>	<b>28.69</b>
<b>(B) Allowances for Expected Credit Loss - Other Financial Assets*</b>	
<b>As at April 1, 2020</b>	<b>6.87</b>
Additional Provision during the year	2.10
Amount used during the period	-
<b>As at March 31, 2021</b>	<b>8.97</b>
Additional Provision during the year	6.15
Amount used during the period	-
<b>As at March 31, 2022</b>	<b>15.12</b>

\*Allowance for expected credit loss on Other Financial assets has been created on Security Deposits paid to Landlords which seems to be doubtful.

**60 Contingent Liabilities and Commitments (To The Extent Not Provided For)****(a) Contingent Liabilities****1 Appeals under Tax Laws :** (Claims against the company not acknowledged as debts)

- (i) Central Excise Department had raised a demand amounting to ₹110.39 lakhs on the company. The demand order has been set aside by Central Excise and Service Appellate Tribunal. However, the department has made an appeal before Hon'ble High Court of Delhi against the order of CESTAT. In case department succeeds in the appeal, the company may be liable to pay the said demand of ₹ 110.39 lakhs along with due interest.
- (ii) Income Tax department has raised a demand amounting to ₹ 5.56 lakhs under section 201(1) of The Income Tax Act, 1961 for assessment year 2011-12. The company has appealed to the Income Tax Appellate Tribunal Delhi for the same and if company does not succeeds the appeal, it may be liable to pay the demand along with due interest.

Note: It is not possible to predict the outcome of the pending litigation with accuracy, however, the Company believes based on the facts of the cases stated above that it has meritorious defenses to the claims. The management believe that the pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the company.

## 2 Custom Duty against Unexecuted Export Obligation

In respect of pending export obligation of ₹ 60.26 lakhs, the company may be required to pay custom duty of ₹10.04 lakhs along with interest to the custom authority if such export obligation is not met by the company.

## 3 Enhancement Cost for Industrial Plot at Bahadurgarh

The company alongwith other allottees has received a demand notice for enhancement of cost of industrial plot from HSIIDC (Haryana State Industrial & Infrastructure Development Corporation) against industrial plots of Bahadurgarh factory admeasuring 12,150 Sq. mtr. seeking payment of enhanced cost @ ₹ 9,249/- per square meter and interest thereon. The Company along with other plot allottees has appealed to the Apex Court challenging the demand raised. The Supreme Court of India by its Order in a Special Leave Petition filed by the Association of Allotees has stayed the demand and directed to the HSIIDC to resolve the objections filed by the plot allottees against the enhanced cost. However, the HSIIDC vide an order dated 10/03/2022 stated that it has resolved the issues at its end and revised the demand accordingly by deferring a part of payment until any further demand raised by the farmers. However, certain issues are yet to be addressed by the HSIIDC for which association of allottees is seeking legal remedy in the concerned Court of Law. During the course of time, the Company found out fresh facts in the case and has submitted a representation to the HSIIDC in this regard. This representation is under consideration at the Department end. Despite having a strong case, there is a probability of future cash outflow for payment of revised/awarded enhancement cost which will result into corresponding increase in Fixed Assets in cost of land under the head Property, Plant and Equipment. However, it will not impact the profitability of the company

### (b) Estimated Amounts of Commitments of Contracts remaining to be executed (net of advances)

#### 1 Capital Commitments

(i) The Company has Capital Commitment for Property, Plant & Equipment of ₹ 5500.00 lakhs which mainly includes ₹ 4500.00 lakhs towards construction of warehousing and corporate office at C-12, Lawrence Road Industrial Area, New Delhi and balance for development of retail business assets and other assets.

#### 2 Other Commitment:

The company has saved custom duty in previous years amounting to ₹39.11 lakhs under zero duty Export Promotion Capital Goods(EPCG) scheme on import of machinery. Under the said scheme the company have to fulfill export obligation amounting to ₹234.71 lakhs till July 14th, 2025. The company has received redemption letter during the financial year 2020-21 from relevant authorities for executed export obligations for ₹ 174.45 lacs, which makes Export obligation to the extent unexecuted as on March 31, 2022, ₹ 60.26 lakhs. In case the company fails to fulfill the export obligation then the company shall be liable to pay the custom duty saved related to unexecuted export obligation along with 15% interest per annum to the customs authority.

## 61 Contingent Assets

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Grant on lease retail space	41.72	41.72

The company has dispute with M/s Ambience Infrastructure Private Limited in arbitration regarding grant on lease retail space to the company. The arbitrator has passed an award in favour of company for ₹ 61.72 lakhs. Out of this amount ₹41.72 lacs is still receivable from the party as on March 31, 2022.

## 62 Skill Development Program under DDU-GKY

The Company has entered into an MOU to execute the Skill Development Training Programs under DDU-GKY (Deen Dayal Upadhyay – Gramin Kaushal Yojna) Project funded by Ministry of Rural Development (MoRD) and Haryana State Rural Livelihood Mission (HSRLM) on No Profit No Loss basis. The Objective of the project is to work for the empowerment of the poor and for reduction in poverty by focusing on livelihoods of the poor and vulnerable sections of the society in rural areas. Total Estimated Cost of the Project is ₹ 483.14 Lacs.

**63 Micro, Small & Medium Enterprises**

The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	1,256.23	646.00
Principal	1,256.23	646.00
Interest	-	-
The amount of interest paid by the buyer in terms of section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	0.07	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act.	-	-

**64 Deferred Income As at March 31, 2022**

(₹ in Lakhs)

Particulars	Non- Current Liabilities	Current Liabilities
1. On Security Deposit Received from Franchisees	355.31	61.65
2. On Subsidy Receivable	29.04	3.63
3. On Duty Saved on import of Machinery	10.04	-
4. On Right to Use of Asset	11.87	2.44
	<b>406.26</b>	<b>67.72</b>

**Deferred Income As at March 31, 2021**

Particulars	Non- Current Liabilities	Current Liabilities
1. On Security Deposit Received from Franchisees	310.78	49.57
2. On Subsidy Receivable	32.67	3.63
3. On Duty Saved on import of Machinery	10.04	-
4. On Right to Use of Asset	14.31	2.44
	<b>367.80</b>	<b>55.64</b>

- The Company has received various security deposits from its franchisees. The same has been recognised as deferred income in accordance with the requirements of Ind AS 32, 107 and 109, "Financial Instruments: Presentation and Disclosures".
- The Company was eligible for subsidy for installation and commissioning of machinery under ATUFS (Technology Upgradation Fund Scheme). The same has been recognised as deferred income in accordance with the requirements of Ind AS 20, "Accounting for Government Grants and Disclosure of Government Assistance"
- The Company also saved customs duty on import of machinery, the same has been recognised as deferred income in accordance with the requirements of Ind AS 20, "Accounting for Government Grants and Disclosure of Government Assistance".

4. A company owned outlet was given as company's franchisee for which the company has received a lump sum amount towards right to use for a period of 9 years. The same has been recognised as deferred income in accordance with the requirements of Ind AS 116 "Leases".

**65 Impact of COVID 19**

The Company has taken into account all the possible impacts of COVID-19 in preparation of these standalone financial statements, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue recognition. The Company has carried out this assessment based on available internal and external sources of information upto the date of approval of these standalone financial statements. Following relaxation in Covid pandemic related restrictions starting June 2021, improved customer sentiment and expansion of the retail store portfolio the trajectory of revenues continued to improve month to month till Dec'21. The relative operating performance for few weeks of fourth quarter got impacted due to temporary restrictions imposed in wake of Covid third wave, but thereafter resilience has been seen in revenues which resulted significant improvement in overall performance for the financial year ended on 31st March 2022. On the basis of experience of the earlier waves of the Covid-19 pandemic we expect that any continuing impact on the Company's operating performance would be limited or intermittent in nature. Hence, we do not foresee any material impact of the pandemic in the medium to long term on the business operations of Company.

**66. Other Regulatory Information**
**a) Relationship with Struck Off Companies**

S. No.	Name of the struck off Company	Nature of Transactions with struck off companies	Balance outstanding as at 31.03.22	Balance outstanding as at 31.03.21	Amount of Transaction	Relationship
1	Tune Hotels Private Limited	Payables	-	-	0.06	Vendor
2	Ashoka Hotels Private Limited	Payables	-	-	0.04	Vendor
3	Hotel Kalinga International Private Limited	Payables	-	-	0.08	Vendor
4	Central Park Hospitality Ventures Private Limited	Payables	0.47	0.00	0.93	Vendor
5	Leo Resorts And Hotels Private Limited	Payables	-	-	0.04	Vendor
6	Raj Residency Private Limited	Payables	-	-	0.08	Vendor
7	Hotel Rajmahal Pvt. Ltd.	Payables	-	-	0.02	Vendor

**b) Ratios**

S. No.	Particulars	Numerator	Denominator	As at March 31, 2022	As at March 31, 2021	% change during the year	Reasons for variation
i)	Current Ratio (times)	Current Assets	Current Liabilities	1.57	1.57	-	Not Applicable
ii)	Debt-Equity Ratio (times)	Total Debt	Shareholder's Equity	1.54	1.89	-19%	Not Applicable
iii)	Debt Service Coverage Ratio (times)	Earnings available for debt service	Debt service	0.43	0.31	37%	Movement in ratio is due to improvement in EBITDA and repayment of Debt.
iv)	Return on Equity Ratio (%)	Net Profit after Taxes	Average Shareholder's Equity	26.79%	8.34%	221%	Increase in ratio due to improvement in Net profit as compared to previous years' Net profit.
v)	Inventory turnover ratio (times)	Revenue from Operations	Average Inventory	2.84	2.00	42%	Increase in ratio due to increase in turnover and better inventory turns.

S. No.	Particulars	Numerator	Denominator	As at March 31, 2022	As at March 31, 2021	% change during the year	Reasons for variation
vi)	Trade Receivables turnover ratio (times)	Revenue from Operations	Average Debtors	100.58	59.91	68%	Increase in ratio due to increase in turnover and lower receivables.
vii)	Trade payables turnover ratio (times)	Net Credit Purchases	Average Creditors	4.35	4.16	4%	Not Applicable
viii)	Net capital turnover ratio (times)	Revenue from Operations	Working Capital	6.54	4.72	39%	Increase in ratio due to effective utilisation of working capital and increase in sales.
ix)	Net profit ratio (%)	Net Profit	Revenue from Operations	9.93%	3.84%	159%	Increase in ratio due to increase in profit after tax.
x)	Return on Capital employed (%)	Earnings before interest and taxes	Capital Employed	57.17%	30.94%	85%	Increase in ratio due to better EBIT.
xi)	Return on investment (%)	Income from Investment	Average Investment	0.16%	0.25%	-36%	Decrease in ratio due to less dividend received on investments.

**67** The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The effective date from which the changes and rules would become applicable is yet to be notified. Impact of the changes will be assessed and accounted in the relevant period of notification of relevant provisions.

**68 Previous Year Figures**

Previous years' figures have been regrouped/ rearranged wherever necessary to conform to the current year's classification(s).

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

(CA Akhil Mittal)  
Partner  
M.No. 517856

For and on behalf of the Board of Directors

(Vijay Bansal)  
Chairman & Managing Director  
DIN : 01110877

(Deepak Bansal)  
Director  
DIN : 01111104

Date: May 18, 2022  
Place: New Delhi

(Shivendra Nigam)  
Chief Financial Officer

(Poonam Chahal)  
Company Secretary



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