FABINDIA LIMITED
Registered Office: Plot No.10, Local Shopping Complex, Sector B, Pocket-7, Vasant Kunj,
New Delhi 110070
Corporate Identity No. (CIN): U74899DL1976PLC008436
Ph: +91-11-46041700| E-mail: mailus@fabindia.net |Website: www.fabindia.com

NOTICE is hereby given that the Forty Seventh (47th) Annual General Meeting ("**AGM**") of the members of Fabindia Limited ("**Company**") will be held on Thursday, September 26, 2024 at 11.30 a.m. (IST) at C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area, Phase II, New Delhi 110020 to transact the following businesses:

ORDINARY BUSINESS:

1)

A. To receive, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Auditors' Report and Directors' Report thereon

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 comprising of Balance Sheet as at that date, the respective Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended as on that date, and the accompanying Notes thereto, along with the Auditors' Report and Directors' Report thereon, as circulated to the members of the Company along with the Notice convening the 47th Annual General Meeting, be and are hereby received, approved and adopted."

B. To receive, approve and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Auditors' Report thereon

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 comprising of Consolidated Balance Sheet as at that date, the respective Consolidated Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended as on that date, and the accompanying Notes thereto, along with the Auditors' Report thereon, as circulated to the members of the Company along with the Notice convening the 47th Annual General Meeting, be and are hereby received, approved and adopted."

2) To appoint a Director in place of Mr. Vijai Kumar Kapoor (DIN: 01084371), who retires by rotation and, being eligible, offers himself for re-appointment

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Vijai Kumar Kapoor (DIN: 01084371), Non-Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3) To appoint a Director in place of Mr. Mukesh Kumar Chauhan (DIN: 05108075), who retires by rotation and, being eligible, offers himself for re-appointment

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Mukesh Kumar Chauhan (DIN: 05108075), Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4) To appoint Mr. Kaveesh Chawla (DIN: 06754654) as the Investor Nominee Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and Restated Shareholders Agreement dated June 30, 2016 executed with PI Opportunities Fund I, and on the respective recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Kaveesh Chawla (DIN: 06754654), who was appointed as an Additional Director (Investor Nominee Director) of the Company with effect from February 20, 2024 and who holds office pursuant to the provisions of Section 161 of the Act, up to the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Investor Nominee Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, from time to time, as the Board in its absolute discretion may consider appropriate and in the best interests of the Company and to do all such acts, deeds and things as may be required, considered necessary or incidental thereto and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution as the Board may deem fit and appropriate to give effect to the above resolution."

5) To appoint Mr. Richard Frank Celeste (DIN: 09296533) as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and on the respective recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Richard Frank Celeste (DIN: 09296533), who was appointed as an Additional Director of the Company with effect from August 21, 2024 and who holds office pursuant to the provisions of Section 161 of the Act, up to the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, from time to time, as the Board in its absolute discretion may consider appropriate and in the best interests of the Company and to do all such acts, deeds and things as may be required, considered necessary or incidental thereto and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution as the Board may deem fit and appropriate to give effect to the above resolution."

6) To appoint Mr. William Sean Sovak (DIN: 01161892) as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and on the respective recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. William Sean Sovak (DIN: 01161892), who was appointed as an Additional Director of the Company with effect from August 21, 2024 and who holds office pursuant to the provisions of Section 161 of the Act, up to the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, from time to time, as the Board in its absolute discretion may consider appropriate and in the best interests of the Company and to do all such acts, deeds and things as may be required, considered necessary or incidental thereto and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution as the Board may deem fit and appropriate to give effect to the above resolution."

7) To appoint of Ms. Pooja Kothari (DIN: 02292177) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and on the respective recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company ("the Board"), the consent of the Members of the Company be and is hereby accorded to appoint Ms. Pooja Kothari (DIN 02292177), who possesses relevant expertise and experience and has signified her consent and submitted a declaration that she meets the criteria for appointment as an independent director under the Act and is otherwise eligible for appointment, and in respect of whom a notice under Section 160 of the Act proposing her candidature has been received, be and is hereby appointed as an Independent Directors of the Company for a period of two (2) consecutive years from the day she was co-opted on the Board as an additional director specified as Independent Director, i.e. from August 21, 2024 to August 20, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be required, considered necessary or incidental thereto, as the Board in its absolute discretion may deem fit, proper and consider appropriate in the best interests of the Company, to give effect to this resolution and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution."

8) To approve re-appointment of Mr. Saurabh Navinchandra Mehta (DIN: 01115594) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and on the respective recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company ("the Board"), the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Saurabh Navinchandra Mehta (DIN: 01115594), who possesses relevant expertise and experience and has signified his consent and submitted a declaration that he continues to meet the criteria for appointment as an independent director under the Act and is otherwise eligible for re-appointment, and in respect of whom a notice under Section 160 of the Act proposing his candidature has been received, be and is hereby re-appointed as an Independent Director of the Company effective immediately upon completion of his existing term of three years on November 23, 2024, for a perio d of five (5) consecutive years commencing from November 24, 2024 to November 23, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be required, considered necessary or incidental thereto, as the Board in its absolute discretion may deem fit, proper and consider appropriate in the best interests of the Company, to give effect to this resolution and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution."

9) To approve re-appointment of Ms. Smita Piyush Mankad (DIN: 02009838) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and on the respective recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company ("the Board"), the consent of the Members of the Company be and is hereby accorded to re-appoint Ms. Smita Piyush Mankad (DIN: 02009838), who possesses relevant expertise and experience and has signified her consent and submitted a declaration that she continues to meet the criteria for appointment as an independent director under the Act and is otherwise eligible for re-appointment, and in respect of whom a notice under Section 160 of the Act proposing her candidature has been received, be and is hereby re-appointed as an Independent Director of the Company effective immediately upon completion of her existing term of three years on November 23, 2024, for a period of three (3) consecutive years commencing from November 24, 2024 to November 23, 2027.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be required, considered necessary or incidental thereto, as the Board in its absolute discretion may deem fit, proper and consider appropriate in the best interests of the Company, to give effect to this resolution and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution."

10) To approve payment of remuneration to the Independent Directors of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**", which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers and with further powers to delegate) for payment of remuneration to the below named Independent Directors for the tenure, as tabulated below and that the said remuneration may be considered as minimum remuneration, even though the proposed remuneration may be in excess of the limits provided under Section 197 of the Act read with Schedule V thereto, and notwithstanding the fact that the Company may have absence of profits/ inadequacy of profits in any financial year and such remuneration be paid to the below named Independent Directors on monthly or quarterly or yearly basis in such amounts or proportions and in such manner as may be determined by the Board from time to time:

S. No.	Name of Independent Directors	Tenure	Remuneration
1.	Ms. Pooja Kothari	Two years effective August 21, 2024	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration to each of the directors named alongside.
2.	Ms. Smita Piyush Mankad	Three years effective November 24, 2024	
3.	Mr. Saurabh Navinchandra Mehta	Three years effective November 24, 2024	

RESOLVED FURTHER THAT the proposed remuneration shall be exclusive of the following:

- Sitting fee paid/ to be paid to each of the Independent Director for every committee meeting attended by them; and
- Reimbursement of expenses with respect to attending Board/ committee meetings - flight, transportation, hotel stays, etc.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be required, considered necessary or incidental thereto, as the Board in its absolute discretion may deem fit, proper and consider appropriate in the best interests of the Company, to give effect to this resolution and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution."

11) To approve payment of remuneration to a Non-executive Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**", which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers and with further powers to delegate) for payment of remuneration to Mr. Richard Frank Celeste at the rate of INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration from August 21, 2024 to March 31, 2027, and that the said remuneration may be considered as minimum remuneration, even though the proposed remuneration may be in excess of the limits provided under Section 197 of the Act read with Schedule V thereto, and notwithstanding the fact that the Company may have absence of profits/ inadequacy of profits in any financial year and such remuneration be paid to the above named Director on monthly or quarterly or yearly basis in such amounts or proportions and in such manner as may be determined by the Board from time to time:

RESOLVED FURTHER THAT the proposed remuneration shall be exclusive of the following:

- Sitting fee paid/ to be paid to the above named Director for every committee meeting attended by him; and
- Reimbursement of expenses with respect to attending Board/ committee meetings - flight, transportation, hotel stays, etc.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be required, considered necessary or incidental thereto, as the Board in its absolute discretion may deem fit, proper and consider appropriate in the best interests of the Company, to give effect to this resolution and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution."

12) To approve payment of ex-gratia to Mr. Mukesh Kumar Chauhan

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Section 188, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof, for the time being in force), and on the respective recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**", which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers and with further powers to delegate) for payment of Rs. 2,62,50,000/-(Rupees Two crore sixty two lakh and fifty thousand only) to Mr. Mukesh Kumar Chauhan, Executive Vice-Chairman and Director as Ex-gratia for the financial year 2023-24 over and above the existing remuneration for the said year as already approved by the members and that the payment of the said ex-gratia may be considered as a part of the minimum remuneration, even though the proposed ex-gratia together with the existing remuneration may be in excess of the limits provided under Section 197 of the Act read with Schedule V thereto, and notwithstanding the fact that the Company may have absence of profits/ inadequacy of profits in the relevant financial year(s).

RESOLVED FURTHER THAT this resolution may further be considered as requisite approval under Section 188 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be required, considered necessary or incidental thereto, as the Board in its absolute discretion may deem fit, proper and consider appropriate in the best interests of the Company, to give effect to this resolution and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution."

By and on behalf of the Board of Directors of
FABINDIA LIMITED

DINESH KUMAR JAIN
Company Secretary and Chief Legal & Compliance
Officer Membership No. FCS-6224

Date: August 21, 2024
Place: New Delhi

Notes:

1. A Statement setting out the material facts, as required under Section 102(1) of the Companies Act, 2013 ("Act") concerning the special businesses listed at Item Nos. 4 to 12, is annexed hereto, and forms part of the Notice convening this Annual General Meeting.

2. Additional Information pursuant to Secretarial Standard on General Meetings (SS-2) and Statement of Information for the Members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is appended and should be construed to be a part of this Notice.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

4. **Pursuant to Section 105 of the Act 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 50 (Fifty) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.**

5. **The instrument of proxy, in order to be effective, should reach the registered office of the Company, duly completed and signed, not less than 48 (Forty-Eight) hours before the commencement of the meeting. Proxies submitted on behalf of the limited companies, societies etc. must be supported by appropriate resolutions or authorizations, as applicable.**

   The Proxy Form in Form No. MGT 11 is annexed with this Notice.

6. Corporate Members intending to send their authorized representatives under Section 113 of the Act, are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting, together with duly certified signatures of such representatives.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all documents referred to in the notice or in the accompanying explanatory statement under Section 102 of the Act, are available for inspection at the registered office of the Company on all working days (but not on Saturdays, Sundays and public holidays), between 10.00 a.m. to 5.00 p.m., till the date of this Annual General Meeting and will also be available for inspection at the meeting.

8. Members desirous of seeking any information relating to the financial statements of the Company may write to the Company at C-40, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi-110020 for attention of the Company Secretary, at least seven (7) days in advance of the meeting so that the requisite information can be made available at the meeting.

9. Members are requested to note that, dividends if not encashed or remaining unclaimed/unpaid for a period of seven (7) years from the date of transfer to Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, all shares in respect of which dividend has remained unclaimed for seven (7) consecutive years or more from the date of transfer to unpaid dividend account are also liable to be transferred to IEPF Authority in terms of Section 124 of the Act read with IEPF Rules made thereunder. The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend or shares to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company www.fabindia.com/ir/dividend. Accordingly, members are informed to claim their unpaid/ unclaimed dividend for the financial year 2016-17 latest up to October 17, 2024, failing which the unclaimed/unpaid dividend amount will be transferred to the IEPF Account.

10. Members who have not registered their e-mail IDs are requested to register/update the same with their Depository Participants to promote the green initiative and thus, help preserve the environment.

    In continued compliance of Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide another opportunity to the members to register/update their email IDs by providing the requisite details in the proforma annexed hereto with the Notice.

11. a) Members are requested to notify change, if any, in their email ID and/or mailing address including PIN Code, quoting their Folio No. to the Company at its Head Office or through email at stakeholders@fabindia.net

    b) Members holding shares in electronic form should notify any change, if any, in their email ID and/ or mailing address including PIN Code, bank details etc. directly to their respective Depository Participants.

12. **Annual Report for the financial year 2023-24 including the Notice convening this Annual General meeting is being sent to such persons who are members of the Company as at the close of business hours of Friday, August 30, 2024.**

13. The Company has provided the facility to Members to exercise their right to vote by electronic means in compliance with Section 108 of the Companies Act, 2013 read with rules made thereunder, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (both through remote e-voting and by Ballot Paper during the AGM) on all the resolutions as set forth in this Notice. The facility of casting votes will be provided by National Securities Depository Limited (NSDL). The process of e-voting is given in **Annexure-A.**

14. **Members of the Company holding shares in physical form or in dematerialized form, as at the close of business hours on the Cut-off Date, being Thursday, September 19, 2024 shall only be entitled to vote on the proposed resolutions; and their shareholding on such date shall only be reckoned for the purpose of arriving at the results of the remote e-voting and voting through ballot at the AGM.**

The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2024.

The remote e-voting period commences on Monday, September 23, 2024 at 9.00 a.m. and ends on Wednesday, September 25, 2024 at 5.00 p.m. Thereafter, the remote e-voting module shall be disabled for e-voting. E-vote once cast cannot be altered subsequently.

Any person who is not the member of the Company as on the cut-off date should treat this notice for information purpose only.

15. The members attending the AGM who have not cast their vote through remote e-voting shall also be provided the opportunity to vote at the venue by means of Ballot Paper. The members who have cast their vote prior to the AGM through remote e-voting may also attend the said meeting. However, such members shall not be entitled to cast their votes again. In case the members cast their votes through remote e-voting as well as at the AGM, votes cast through remote e-voting shall only be considered valid.

16. The Board of Directors of the Company has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary (Membership No. FCS 5551 holding Certificate of Practice No: 5086) as the Scrutinizer to scrutinize the process for remote e-Voting and voting through Ballot at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

17. The Scrutinizer shall, after the conclusion of voting at the AGM, scrutinize the votes cast through Ballot at the AGM and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within 3 days of the conclusion of the AGM and the same, along with the consolidated Scrutinizer's Report, shall be placed on the website of the Company (www.fabindia.com) and NSDL (www.evoting.nsdl.com). The results will also be displayed at the Registered Office as well as the Corporate Office of the Company.

18. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. September 26, 2024.

19. Attendance Slip is attached. Members are requested to fill-in and submit the same at the Registration Counter to mark their attendance at the AGM.

20. Route Map of the venue of the meeting is attached. Google map co-ordinates of the location are 28.5345096, 77.2784121

Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") setting out the material facts in respect of special businesses listed at Item Nos. 4 to 12 and forms part of the accompanying Notice.

Resolution at Item No. 4:

In terms of Section 160 of the Companies Act, 2013 ("the Act") read with Rules made thereunder and other applicable provisions of the Act, Articles of Association of the Company and Restated Shareholders Agreement dated June 30, 2016 executed with PI Opportunities Fund I, it is proposed to appoint Mr. Kaveesh Chawla as a Nominee Investor Director of PI Opportunities Fund I on the Board of the Company.

Earlier, on the recommendation of the Nomination and Remuneration Committee vide Circular Resolution passed on February 16, 2024, the Board of Directors in its meeting held on February 20, 2024 appointed Mr. Kaveesh Chawla (DIN: 06754654) as an Additional Director (Investor Nominee Director) of the Company in terms of Section 161 of the Act to hold office up to the date of the ensuring Annual General Meeting.

In the meantime, the Company has received a notice pursuant to Section 160(1) from PI Opportunities Fund I, proposing candidature of Mr. Kaveesh Chawla as Investor Nominee Director of the Company. Consequently, on recommendations of the Nomination and Remuneration Committee and the Board of the Company in the respective meetings held on August 19, 2024 and August 21, 2024, an appropriate resolution, as an Ordinary Resolution, has been placed at Item No. 4 of the accompanying Notice convening this Annual General Meeting proposing the candidature of Mr. Kaveesh Chawla for appointment as Investor Nominee Director.

Mr. Kaveesh Chawla has given his consent and requisite disclosures pursuant to applicable provisions of the Act, to act as a Director of the Company, if appointed.

A brief profile and other details of Mr. Kaveesh Chawla as required to be provided under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in **Annexure B** to this Notice.

Except Mr. Kaveesh Chawla, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. Since Mr. Chawla is an Investor Nominee Director of PI Opportunities Fund I, which holds 3,01,06,560 shares constituting 20.35% of equity stake in the Company, he may be considered interested or concerned, directly or indirectly, to that extent in the aforesaid resolution.

Your Directors are of the view that Mr. Chawla possesses appropriate skills, expertise and competencies in the context of the Company's business and his association, and the rich experience he brings in, would benefit the Company. Hence, your Directors recommend to the Members to approve the resolution set forth at Item No. 4 of the Notice as an Ordinary Resolution.

Resolution at Item No. 5:

In terms of Section 160 of the Companies Act, 2013 ("the Act") read with Rules made thereunder and other applicable provisions of the Act and Articles of Association of the Company, it is proposed to appoint Mr. Richard Frank Celeste on the Board of the Company. Mr. Celeste was holding the office of independent director of the Company but resigned from that office on August 16, 2024 with effect from the conclusion of the Board meeting held on August 21, 2024. However, pursuant to the re-constitution of the Board, he was persuaded to continue as a non-executive director liable to retire by rotation.

Nomination and Remuneration Committee in its meeting held on August 19, 2024, recommended to the Board of Directors, which in its meeting held on August 21, 2024 appointed Mr. Richard Frank Celeste (DIN: 09296533) as an Additional Director of the Company in terms of Section 161 of the Act, who holds office up to the date of the ensuring Annual General Meeting.

Nomination and Remuneration Committee in its meeting held on August 19, 2024, also considered a notice pursuant to Section 160(1) received from a Member proposing his candidature as a Director of the Company. Consequently, on recommendations of the Nomination and Remuneration Committee and the Board of the Company in their respective meetings held on August 19, 2024 and August 21, 2024, an appropriate resolution, as an Ordinary Resolution, has been placed at Item No. 5 of the accompanying Notice convening this Annual General Meeting proposing the candidature of Mr. Richard Frank Celeste (DIN: 09296533) for appointment as a Director.

Mr. Celeste has given his consent and requisite disclosures pursuant to applicable provisions of the Act, to act as a Director of the Company, if appointed.

A brief profile and other details of Mr. Celeste as required to be provided under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in Annexure B to this Notice.

Except Mr. Celeste, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Your Directors are of the view that Mr. Celeste possesses appropriate skills, expertise and competencies in the context of the Company's business and his association, and the rich experience he brings in, would benefit the Company. Hence, your Directors recommend to the Members to approve the resolution set forth at Item No. 5 of the Notice as an Ordinary Resolution.

Resolution at Item No. 6:

In terms of Section 160 of the Companies Act, 2013 ("the Act") read with Rules made thereunder and other applicable provisions of the Act and Articles of Association of the Company, it is proposed to appoint Mr. William Sean Sovak on the Board of the Company.

Nomination and Remuneration Committee in its meeting held on August 19, 2024, recommended to the Board of Directors, which in its meeting held on August 21, 2024 appointed Mr. William Sean Sovak (DIN: 01161892) as an Additional Director of the Company in terms of Section 161 of the Act who holds office up to the date of the ensuring Annual General Meeting.

Nomination and Remuneration Committee in its meeting held on August 19, 2024, also considered a notice pursuant to Section 160(1) received from a Member proposing his candidature as a Director of the Company. Consequently, on recommendations of the Nomination and Remuneration Committee and the Board of the Company in their respective meetings held on August 19, 2024 and August 21, 2024, an appropriate resolution, as an Ordinary Resolution, has been placed at Item No. 6 of the accompanying Notice convening this Annual General Meeting proposing the candidature of Mr. William Sean Sovak (DIN: 01161892) for appointment as a Director.

Mr. Sovak has given his consent and requisite disclosures pursuant to applicable provisions of the Act, to act as a Director of the Company, if appointed.

A brief profile and other details of Mr. Sovak as required to be provided under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in **Annexure B** to this Notice.

Except Mr. Sovak, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. However, Mr. Sovak is Co-founder of Lighthouse Advisors and a Director of Lighthouse Advisors (India) Private Limited and Lighthouse AMC Private Limited. Lighthouse manages India 2020 Fund II Limited, Mauritius, which holds 21,41,280 shares constituting 1.45% of equity stake in the Company, and therefore, Mr. Sovak may be considered interested or concerned, directly or indirectly, to that extent in the aforesaid resolution.

Your Directors are of the view that Mr. Sovak possesses appropriate skills, expertise and competencies in the context of the Company's business and his association, and the rich experience he brings in, would benefit the Company. Hence, your Directors recommend to the Members to approve the resolution set forth at Item No. 6 of the Notice as an Ordinary Resolution.

Resolution at Item No. 7

In terms of Section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act and Articles of Association of the Company, it is proposed to appoint Ms. Pooja Kothari as an Independent Director of the Company.

Nomination and Remuneration Committee in its meeting held on August 19, 2024, recommended to the Board of Directors, which in its meeting held on August 21, 2024 appointed Ms. Pooja Kothari (DIN 02292177) under Sections 161 read with Section 149 of the Act, as an Independent Director, who presently being an additional director, holds office up to the date of the ensuring Annual General Meeting.

Further, Nomination and Remuneration Committee in the said meeting also considered a notice pursuant to Section 160(1) received from a Member proposing her candidature as a Director of the Company and recommended to the Board to place an appropriate resolution, as an Ordinary Resolution, proposing her candidature for appointment as an Independent Director for a period of two years effective August 21, 2024 to August 20, 2026. The Board accepted the recommendations, and accordingly, an Ordinary Resolution has been placed at Item No. 6 of the accompanying Notice convening this Annual General Meeting.

Ms. Kothari has given her consent and requisite disclosures pursuant to applicable provisions of the Act, to act as an Independent Director of the Company, if appointed.

A brief profile and other details of Ms. Kothari as required to be provided under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in **Annexure B** to this Notice.

Except Ms. Kothari, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Your Directors are of the view that Ms. Kothari possesses appropriate skills, expertise and competencies in the context of the Company's business and, her association and the rich experience she brings in, would benefit the Company. Further, your Directors are of the opinion that Ms. Kothari fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and is independent of the management of the Company. Hence, your Directors recommend to the Members to approve the resolution set forth at Item No. 7 of the Notice as an Ordinary Resolution.

Resolutions at Item Nos. 8 & 9:

Mr. Saurabh Navinchandra Mehta and Ms. Smita Piyush Mankad were appointed as Independent Directors of the Company in the Extra Ordinary General Meeting held on December 18, 2021 for a term of 3 years and both hold office up to November 23, 2024. Pursuant to the provisions of Section 149 of the Act, Mr. Saurabh Navinchandra Mehta and Ms. Smita Piyush Mankad are eligible to be re-appointed as Independent Directors of the Company for a second term. Both have submitted their consent to act as Independent Directors, if appointed, and have also submitted other declarations including the Declaration of Independence as applicable under the Act.

Nomination and Remuneration Committee in its meeting held on August 19, 2024, considered their candidature for re-appointment and made their recommendations to the Board.

The Board, in its meeting held on August 21, 2024, considered their respective candidature for re-appointment and formed an opinion that Mr. Saurabh Navinchandra Mehta and Ms. Smita Piyush Mankad continues to possess the skills, integrity, experience, expertise and knowledge for effective functioning in their role as Independent Director of the Company and their continued association would be of immense benefit to the Company, and that they fulfil the conditions for re-appointment as an Independent Director as specified in the Act read with Rules made thereunder and continue to be independent of the management of the Company.

Further, the Board considered their respective performance evaluation and concluded that Mr. Saurabh Navinchandra Mehta and Ms. Smita Piyush Mankad have effectively and efficiently discharged their duties, roles and responsibilities during their tenure as Independent Directors of the Company and based on the performance evaluation report, the Board recommends the following re-appointments to the shareholders of the Company.

a) Mr. Saurabh Navinchandra Mehta as an Independent Director of the Company for a second term spanning 5 years effective November 24, 2024 to November 23, 2029; and

b) Ms. Smita Piyush Mankad as an Independent Director of the Company for a second term spanning 3 years effective November 24, 2024 to November 23, 2027.

The copy of Terms and Conditions of appointment of Independent Director is available on the website of the Company and will also be available for inspection by the Members.

In terms of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, brief profile and other details of Mr. Saurabh Navinchandra Mehta and Ms. Smita Piyush Mankad are provided in **Annexure-B** to this Notice.

Except Mr. Saurabh Navinchandra Mehta and Ms. Smita Piyush Mankad in respect of their respective resolution, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Items No. 8 and 9 of the Notice as Special Resolution.

Your Directors recommend to the Members to approve the resolutions set forth at Item No. 8 and 9 of the Notice as Special Resolutions.

Resolutions at Item No. 10 & 11:

The Nomination and Remuneration Committee in its meeting held on August 19, 2024 recommended to the Board for payment of remuneration to the below named directors, three of whom are independent Directors and another one is Non-Executive Director, liable to retire by rotation. Consequently, the Board in its meeting held on August 21, 2024, subject to approval of the members, approved the payment of remuneration to them for respective periods mentioned along side their names, as tabulated below:

S. No.	Name of the Director & Designation	Period/Tenure	Remuneration
1.	Ms. Pooja Kothari, Independent Director (DIN: 02292177)	Two years effective August 21, 2024	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses to each of the directors named alongside.
2.	Ms. Smita Piyush Mankad, Independent Director (DIN: 02009838)	Three years effective November 24, 2024	
3.	Mr. Saurabh Navinchandra Mehta, Independent Director (DIN: 01115594)	Three years effective November 24, 2024	
4.	Mr. Richard Frank Celeste, Non-Executive Director (DIN:09296533)	From August 21, 2024 to March 31, 2027	

Details required under Secretarial Standards-2 and Schedule V of the Act are enclosed in **Annexure B.**

Except the Directors named above, in respect of their individual remuneration being proposed above, none of the other directors and key managerial personnel of the Company or their relatives are concerned or interested in the passing of the Resolutions at Item No. 10 and 11 of the Notice.

Your Directors recommend to the Members for passing of the resolutions at Item No. 10 & 11 as Special Resolutions.

Resolutions at Item No. 12:

The Nomination and Remuneration Committee in its meeting held on July 8, 2024, commended the significant efforts put in by Mr. Mukesh Kumar Chauhan to make and conclude the deal related to the stake sale of Organic India Private Limited (OIPL) to Tata Consumer Products Limited, which was a big step forward for the Company, making available significant amount of funds for the Company besides making it a Debt-free entity. The said Committee further acknowledged that the OIPL stake-sale was extremely important for the Company besides being very complex in nature. The Committee also noted that Mr. Mukesh Chauhan's handling of the said deal resulted in substantial savings to the Company.

As a gesture of goodwill and recognition of his contribution, the Committee felt as fair to award to Mr. Mukesh Kumar Chauhan an ex-gratia of Rs. 2,62,50,000/- for the successful conclusion of the OIPL sale transaction.

Consequently, the recommendations of the Nomination and Remuneration Committee were put up before the Audit Committee in its meeting held on July 12, 2024 as it was a related party transaction. The Audit Committee concurred with the recommendations of the Nomination and Remuneration Committee and recommended the same to the Board of the Company.

The Board in its meeting held on July 12, 2024 accepted the recommendations of the Nomination and Remuneration Committee and Audit Committee and approved the said payment subject to the approval of the shareholders. Hence, an appropriate resolution is placed at Item No. 12 as a Special Resolution.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the particulars of the proposed related party transactions are set out below:

S.No.	Particulars	Remarks
1	Name of the related party	Mr. Mukesh Kumar Chauhan
2	Name of the director or key managerial personnel who is related, if any;	Self as mentioned above
3	Nature of relationship	Executive Vice Chairman and Director of the Company
4	Nature, material terms, monetary value and particulars of the contract or arrangements	As detailed in the proposed resolution at Item No. 12
5	Any other information relevant or important for the members to take a decision on the proposed resolution	As detailed in the above explanatory statement for Item No. 12

Details required under Secretarial Standards-2 and Schedule V of the Act are enclosed in **Annexure B**

Except Mr. Chauhan, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

Your Directors recommend to the Members for passing of the resolution at Item No. 12 as a Special Resolutions.

By and on behalf of the Board of Directors of
FABINDIA LIMITED

DINESH KUMAR JAIN
Company Secretary and Chief Legal & Compliance Officer
Membership No. FCS-6224

Date: August 21, 2024
Place: New Delhi

Annexure - A

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of the Companies Act, 2013 ("Act"),e-Voting facility provided by 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl. com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, so that the user can visit the e-Voting service providers' website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www. evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices. nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

4. Now, you will have to click on "Login" button.

5. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system. How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csarungupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl. com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Narendra Dev at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 stakeholders@fabindia.net

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar

Card) to stakeholders@fabindia.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of the Act, e-Voting facility provided by Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE - B

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. General information

1. **Nature of industry:** FABINDIA LIMITED is incorporated under the Companies Act, 1956 ("Company") having its registered office at Plot No.10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi, 110070, India. The Company is engaged in the business of designing, logistic support, contract manufacturing and procurement and sale by way of retailing, through its Company Owned Company Operated outlets as well as franchisee operated outlets, of crafts and fabrics, garments and accessories, home furnishings, furniture, organic foods, personal care products, handicraft/imitation jewellery, ornaments and other products depicting importance of rural life and cultural heritage of India; diaries, calendars, leather items or imitations thereof including travelling bags, carrying bags, handbags, wallets, etc.; and other similar products under the brand name "Fabindia" and other related brand names owned by the company.
2. **Date or expected date of commencement of commercial production:** Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. **Financial performance based on given indicators:** As per the Financial Statements of the Company for the Financial Year 2022-23 duly approved by the Board and adopted by the Shareholders of the Company in their 46th Annual General meeting and Financial Statements of the Company for the Financial Year 2023-24 duly approved by the Board and put-up for Shareholders' approval at the ensuing annual general meeting.
5. **Foreign investments or collaborations, if any:** The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on March 31, 2024, 24.606% is held by Foreign Investors.

II. Information about the appointee(s)

1. **Background details**:

   a) Ms. Pooja Kothari is a professional with 25 years of experience across business journalism and serial entrepreneurship. She co-founded ventures in warehousing, food retail and personal finance. She raised venture capital for a pioneering online platform for storage. She is proficient in revitalising businesses with operational efficiencies and cost rationalisation measures. Experience in building an online marketplace and a warehouse management software. Contributing to corporate governance as a board member and to communities as a volunteer.

   b) Ms. Smita Piyush Mankad has over 30 years of experience spanning the corporate, social and government sectors, and further, a combination of both grassroots level work and board level governance – unique combinations that give her an unparalleled perspective on both policy and implementation. An Independent Woman Director on top level corporate boards, and an independent consultant to retail, social and craft enterprises offering business planning support to ensure sustainability, where she aims to combine commercial impact with social impact – her area of interest, passion and experience. An Economics (Hons) graduate from Lady Shriram College for Women (1989-92) Delhi University, and an MBA from Narsee Monjee Institute of Management Studies (1992-94) Mumbai University, India. She started her career with TATA Motors in export finance, and after 6 years with ABN AMRO Bank in corporate banking product management, moved to Fabindia where she has spent 12 years across various divisions including international business, retail operations and setting up new stores, launching the personal care range, creating systems processes and internal audits, and thereafter managing the Fabindia's entire sourcing and supply chain its wholly owned subsidiary Artisans Micro Finance Pvt. Ltd. (AMFPL), of which she was Managing Director from 2008 to 2013.

   c) Mr. Saurabh Navinchandra Mehta is a graduate of commerce, with a post-graduate degree in law. He has worked in a variety of businesses over 45 years, predominantly with the cooperative sector for testing of food, dairy & agricultural products in the entire value chain from source to finished product. For the past 10 years, this has included value added services to farmers using information technology for enhancement of quantity and improvement of quality of the produce.

   d) Mr. Richard Frank Celeste is a graduate from Yale University Magna Cum Laude and was a Carnegie Teaching Fellow at Yale and a Rhodes Scholar at Oxford. He served in India in the 1960's as a Special Assistant to the then U.S. Ambassador Chester Bowles. Upon his return to the U.S., he worked in Ohio Politics and was appointed Head of the Peace Corps by President Jimmy Carter. After completing this role, he served two terms as the Governor of State of Ohio. Upon his completion of his Governorship, he founded and ran a consulting firm called Celeste & Sabety. In 1997, President Clinton appointed him as US Ambassador to India where he was instrumental in improving Indo-US ties and in working with the US Government in its support for India during the Kargil conflict. He returned to the US in 2001 and was appointed as President of Colorado College for nine years. He is currently on the Boards of several Corporations.

   e) Mr. Mukesh Kumar Chauhan is the Executive Vice Chairman and Director of our Company. He has been on the Board of our Company since August 20, 2021 and previously held the position of Executive Director (Whole-time Director) of the Company. He was Chief Operating Officer of the Company till March, 2021 and prior to this, he was the Group Chief Financial Officer of the Company from April 2016 till March 2020. He is associated with the Company since 2004 and has been handling various roles over a period of more than 20 years. He holds a bachelor's degree in commerce (honours) from Shri Ram College of Commerce, University of Delhi. He is also a fellow member of 'The Institute of Chartered Accountants of India'. He has experience in accounting, finance, legal matters

and corporate finance of over two decades. He was previously associated with Herberts Jenson & Nicholson Limited and Jenson & Nicholson (I) Limited.

2. **Past remuneration**: The details of the remuneration (including sitting fees and commission, if any, paid to Independent Directors paid to the aforesaid Directors during the financial year ended March 31, 2024 was as follows:

   a) Ms. Pooja Kothari: Not Applicable

   b) Ms. Smita Piyush Mankad: Rs. 41,00,000

   c) Mr. Saurabh Navinchandra Mehta: Rs. 24,00,000

   d) Mr. Richard Frank Celeste: Rs. 34,00,000

   e) Mr. Mukesh Kumar Chauhan: Rs. 2,40,00,000

3. Recognition or awards: As per details mentioned above.

4. Job profile and his suitability:

   a) Ms. Pooja Kothari is responsible for corporate governance and compliance, finance and risk management of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration her qualification, she is suited for the responsibilities of current assigned role.

   b) Ms. Smita Piyush Mankad is responsible for corporate governance and compliance, finance and risk management of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration her qualification, she is suited for the responsibilities of current assigned role.

   c) Mr. Saurabh Navinchandra Mehta is responsible for corporate governance and compliance, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

   d) Mr. Richard Frank Celeste is responsible for corporate governance and compliance, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

   e) Mr. Mukesh Kumar Chauhan is responsible for performance management of the Company, finance & taxation functions, Internal Audit, Project Management, legal & secretarial functions, corporate governance and compliance of the Company, subject to overall superintendence, control and direction of the Board of Directors. Besides the above, he has been looking after the functioning of various subsidiaries of the Company such as Organic India Private Limited and Fabcafe Foods Private Limited (both not subsidiaries presently), Biome Life Science India Private Limited etc. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

5. **Remuneration proposed:** As per the details mentioned in the respective resolutions.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Keeping in view the profiles, their positions and rich knowledge and experience of the aforesaid Directors, the remuneration is justifiable and comparable to that prevailing in the industry.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.:** Besides their remuneration, the aforesaid Directors does not have any other pecuniary relationship with the Company.

III. Other information:

1. **Reasons of loss or inadequate profits:** During the COVID-19 pandemic period, the Company had suffered sharp drop in revenues and consequently suffered losses. However, the Company, in the intervening period, has made concerted efforts to recover the lost ground, has been strengthening the processes and operations, cost optimisation, consolidating the supply chain and focusing on building technology-based platform suited for maximizing profits. The Company is focusing on doing business with an objective to be adequately profitable in near future.

2. **Steps taken or proposed to be taken for improvement:** The Company is making necessary efforts to improve its performance by aggressively implementing its strategies and cost reduction initiatives along with revenue enhancement initiatives.

3. **Expected increase in productivity and profits in measurable terms:** The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the near future.

DETAILS PURSUANT TO SECRETARIAL STANDARD–2 ON GENERAL MEETINGS ISSUED BY INSITITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	**Mr. Vijai Kumar Kapoor**	**Mr. Mukesh Kumar Chauhan**	**Mr. Kaveesh Chawla**	**Ms. Smita Piyush Mankad**	**Mr. Saurabh Navinchandra Mehta**	**Mr. Richard Frank Celeste**	**Mr. William Sean Sovak**	**Ms. Pooja Kothari**
DIN	01084371	05108075	06754654	02009838	01115594	09296533	01161892	02292177
Date of Birth	September 13, 1938	June 22, 1968	January 31, 1977	March 20,1971	January 11,1952	November 11,1937	June 8, 1972	September 27, 1976
Qualification, Brief resume/ Experience (including expertise in specific functional area)	Master's degree in Mathematics, Fellow from Oxford University and IAS (Retired)	Bachelor's degree in Commerce (Hons.) from Shri Ram College of Commerce, University of Delhi, and Chartered Accountant	Graduate -Beta Gamma Sigma with MBA from Ross School of Business at University of Michigan; B.E. (Electronics) from National Institute of Technology, Rourkela	Economics (Hons) graduate from University of Delhi, Masters of Management Studies (MMS) from Narsee Monjee Institute of Management Studies, University of Bombay	Commerce Graduate and a Post-graduate in Law	Graduate from Yale University and Rhodes Scholar at Oxford	Bachelor of Science in Economics from the Wharton School of the University of Pennsylvania, summa cum laude.	Bachelor's degree in Arts (Hons.) from St. Stephen's College, Delhi.
Terms and Conditions for appointment	Not applicable being Non-Executive Director	As per the appointment letter as earlier issued by the Company	Not applicable being Non-Executive Director	As per the appointment letter to be issued by the Company	As per the appointment letter to be issued by the Company	Not applicable being Non-Executive Director	Not applicable being Non-Executive Director	As per the appointment letter to be issued by the Company
Remuneration last drawn during Financial Year 2023-24 (including sitting fees, if any)	As mentioned above	As mentioned above	As mentioned above	As mentioned above	As mentioned above	As mentioned above	Not Applicable	Not Applicable
Remuneration sought to be paid	As earlier approved by the shareholders of the Company	As earlier approved by the shareholder and amount of ex-gratia payment as mentioned the resolution	NIL	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution
Date of first appointment on the Board	January 31, 2006	August 20,2021	February 20, 2024	October 20,2021	September 02,2021	September 01,2021	August 21, 2024	August 21, 2024
Shareholding in the Company	0.04%	0.16%	NIL	0.13%	0.07%	NIL		
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Father-in-Law of Mr. William Nanda Bissell	None	None	None	None	None	None	None

Name of Director	Mr. Vijai Kumar Kapoor	Mr. Mukesh Kumar Chauhan	Mr. Kaveesh Chawla	Ms. Smita Piyush Mankad	Mr. Saurabh Navinchandra Mehta	Mr. Richard Frank Celeste	Mr. William Sean Sovak	Ms. Pooja Kothari
Number of Board meetings attended during the last Financial Year (i.e. Financial Year 2023-24)	9	9	1	9	7	9	Not Applicable	Not Applicable
Directorship in other entities (including directorship in other Companies and Body Corporates)	NIL	3	4	9	7	1	2	4
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL	NIL	NIL	NIL	NIL	NIL	Nil	Nil