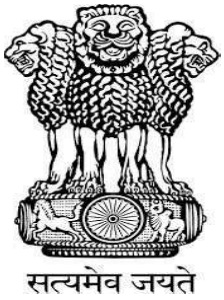
FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	U74899DL1976PLC008436	Pre-fill
Global Location Number (GLN) of the company		
* Permanent Account Number (PAN) of the company	AAACF0782H	
(ii) (a) Name of the company	FABINDIA LIMITED	

(b) Registered office address

Plot No.10, Local Shopping Complex,
Sector B Pocket-7, Vasant Kunj,
New Delhi
South Delhi
Delhi
110070

(c) *e-mail ID of the company	dinesh.jain@fabindia.net
(d) *Telephone number with STD code	01146041700
(e) Website	www.fabindia.com
(iii) Date of Incorporation	14/12/1976

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) ( ) Yes (•) No

(b) CIN of the Registrar and Transfer Agent	U67190MH1999PTC118368	Pre-fill
Name of the Registrar and Transfer Agent		

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	90.84

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 10 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Fabindia International Pte. Ltd		Subsidiary	100
2	Indigo Origins Pte. Limited		Subsidiary	100
3	ORGANIC INDIA PRIVATE LIMIT	U74130DL1997PTC326085	Subsidiary	64.04
4	BIOME LIFE SCIENCES INDIA PF	U24100DL2019PTC356473	Subsidiary	50.01
5	Organic India USA, LLC		Subsidiary	64.04
6	FABINDIA S.r.l.		Associate	45
7	Weavers India General Trading		Associate	49

8	RANGSUTRA CRAFTS INDIA LIM	U52511RJ2006PLC026497	Associate	32.43
9	ORISSA ARTISANS AND WEAVE	U17226OR2010PLC012597	Associate	33.55
10	COMPOSITE INTERCEPTIVE ME	U73100KA2018PTC109264	Associate	33

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	160,000,000	147,914,610	147,914,610	147,914,610
Total amount of equity shares (in Rupees)	160,000,000	147,914,610	147,914,610	147,914,610

Number of classes 1

Class of Shares Equity Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	160,000,000	147,914,610	147,914,610	147,914,610
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	160,000,000	147,914,610	147,914,610	147,914,610

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	977,720	146,936,890	147914610	147,914,610	147,914,61	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Dematerialization of shares						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Dematerialization of shares						
At the end of the year	977,720	146,936,890	147914610	147,914,610	147,914,61	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media] ○ Yes ◉ No ○ Not Applicable

Separate sheet attached for details of transfers ◉ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	1,250	1000000	1,250,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			1,250,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	2,500,000,000	0	1,250,000,000	1,250,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 12,319,140,000

(ii) Net worth of the Company 4,907,810,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	48,894,860	33.06	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	32,438,160	21.93	0	
10.	Others	0	0	0	
	Total	81,333,020	54.99	0	0

Total number of shareholders (promoters) 5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	21,191,789	14.33	0	
	(ii) Non-resident Indian (NRI)	1,073,657	0.73	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	42,133,260	28.48	0	
10.	Others Poonam Singh Chauhan Joi	2,182,884	1.48	0	
	Total	66,581,590	45.02	0	0

Total number of shareholders (other than promoters) 1,620

Total number of shareholders (Promoters+Public/ Other than promoters) 1,625

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	1,620	1,620
Debenture holders	0	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	1	1	1	1	15.53	1.85
B. Non-Promoter	2	10	1	9	0.16	3.33
(i) Non-Independent	2	5	1	5	0.16	3.13
(ii) Independent	0	5	0	4	0	0.2
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	11	2	10	15.69	5.18

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 15

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
WILLIAM NANDA BISS	00012819	Managing Director	22,969,350	
MUKESH KUMAR CHA	05108075	Whole-time directo	241,110	
GYANENDRA NATH G	00027502	Director	0	
RICHARD FRANK CEL	09296533	Director	0	
SMITA PIYUSH MANK	02009838	Director	197,280	
SAURABH NAVINCHA	01115594	Director	101,640	
MANOJ JAISWAL	07873564	Director	26,820	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KAVEESH CHAWLA	06754654	Additional director	0	
MONSOON BISSELL	02705935	Director	2,733,000	
VINEY SINGH	00932145	Director	346,260	
VIJAI KUMAR KAPOO	01084371	Director	61,260	
NIKHIL KHERA	09298685	Director	4,197,360	
RAJESHWARI SRINIV	BLYPS2975N	CEO	0	
YOGESH MITTAL	AAYPM9748B	CFO	0	
DINESH KUMAR JAIN	AAHPJ5817F	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 12

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MUKESH KUMAR C	05108075	Whole-time director	01/04/2023	Appointment
YOAV LEV	00183462	Director	29/05/2023	Cessation
MANOJ JAISWAL	07873564	Additional director	11/07/2023	Appointment
MANOJ JAISWAL	07873564	Director	27/11/2023	Change in designation
ADITYA GHOSH	01243445	Director	18/08/2023	Cessation
PRAKASH PARTHA	02011709	Director	14/12/2023	Cessation
TEKKETHALAKAL K	03009368	Director	20/02/2024	Cessation
KAVEESH CHAWLA	06754654	Additional director	20/02/2024	Appointment
YOGESH MITTAL	AAYPM9748B	CFO	05/05/2023	Appointment
MONIKA UPPAL AR	AAQPU1770P	Company Secretary	05/07/2023	Cessation
DINESH KUMAR JA	AAHPJ5817F	Company Secretary	30/10/2023	Appointment
RAJESHWARI SRIN	BLYPS2975N	CEO	17/04/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/11/2023	1,625	57	
Extra-Ordinary General Mee	18/04/2023	1,625	34	
Extra-Ordinary General Mee	20/03/2023	1,625	78	

B. BOARD MEETINGS

*Number of meetings held 9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/04/2023	14	13	92.86
2	19/05/2023	14	11	78.57
3	18/08/2023	14	13	92.86
4	30/10/2023	13	11	84.62
5	14/12/2023	12	10	83.33
6	11/01/2024	12	11	91.67
7	02/02/2024	12	9	75
8	20/02/2024	12	11	91.67
9	28/03/2023	12	12	100

C. COMMITTEE MEETINGS

Number of meetings held 30

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committe	12/04/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
2	Audit Committe	15/05/2023	3	3	100
3	Audit Committe	30/06/2023	3	3	100
4	Audit Committe	28/07/2023	3	3	100
5	Audit Committe	16/08/2023	3	3	100
6	Audit Committe	27/10/2023	3	3	100
7	Audit Committe	08/12/2023	3	3	100
8	Audit Committe	11/01/2024	3	3	100
9	Audit Committe	02/02/2024	3	3	100
10	Audit Committe	20/02/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	(Y/N/NA)
1	WILLIAM NAN	9	8	88.89	8	6	75	
2	MUKESH KUM	9	9	100	20	20	100	
3	GYANENDRA	9	9	100	11	11	100	
4	RICHARD FR/	9	9	100	10	10	100	
5	SMITA PIYUS	9	9	100	17	17	100	
6	SAURABH NA	9	7	77.78	0	0	0	
7	MANOJ JAISV	7	5	71.43	3	3	100	
8	KAVEESH CH	1	1	100	0	0	0	
9	MONSOON B	9	8	88.89	1	1	100	
10	VINEY SINGH	9	9	100	8	3	37.5	
11	VIJAI KUMAR	9	9	100	13	12	92.31	
12	NIKHIL KHER	9		0	8	3	37.5	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	WILLIAM NANDA B	MANAGING DIF	46,890,000	0	0	0	46,890,000
2	MUKESH KUMAR (	EXECUTIVE VI(	24,000,000	0	0	0	24,000,000
	Total		70,890,000	0	0	0	70,890,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJESHWARI SRI	CEO	37,600,000	0	0	0	37,600,000
2	YOGESH MITTAL	CFO	14,450,000	0	0	0	14,450,000
3	DINESH KUMAR JA	CS	3,410,000	0	0	0	3,410,000
	Total		55,460,000	0	0	0	55,460,000

Number of other directors whose remuneration details to be entered 8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GYANENDRA NATI	INDEPENDENT	0	0	0	3,500,000	3,500,000
2	SMITA PIYUSH MA	INDEPENDENT	0	0	0	4,100,000	4,100,000
3	RICHARD FRANK (	INDEPENDENT	0	0	0	3,400,000	3,400,000
4	SAURABH NAVINC	INDEPENDENT	0	0	0	2,400,000	2,400,000
5	VINEY SINGH	NON-EXECUTI\	0	0	0	6,260,000	6,260,000
6	MONSOON BISSEL	NON-EXECUTI\	0	0	0	2,500,000	2,500,000
7	NIKHIL KHERA	NON-EXECUTI\	0	0	0	2,700,000	2,700,000
8	VIJAI KUMAR KAP(	NON-EXECUTI\	0	0	0	3,600,000	3,600,000
	Total		0	0	0	28,460,000	28,460,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ◯ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ◯ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow ◯ Associate ◯ Fellow

Certificate of practice number

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 19 dated 02/02/2024 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director 05108075

To be digitally signed by

(◉) Company Secretary

(◯) Company secretary in practice

Membership number 6224 Certificate of practice number

Attachments

List of attachments

1. List of share holders, debenture holders — **Attach**
2. Approval letter for extension of AGM; — **Attach**
3. Copy of MGT-8; — **Attach**
4. Optional Attachement(s), if any — **Attach**

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company