CELEBRATE INDIA

FABINDIA LIMITED
(Formerly known as Fabindia Overseas Pvt. Ltd.)

CIN: U74899DL1976PLC008436

C-40, 2nd Floor, Okhla Industrial Area Phase II,
New Delhi - 110020
Phone: 40692000; Fax: 26385053
E-mail: mailus@fabindia.net
Website: www.fabindia.com

DECLARATION OF RESULTS OF E-VOTING

DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND E-VOTING DURING THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF FABINDIA LIMITED *(FORMERLY KNOWN AS FABINDIA OVERSEAS PRIVATE LIMITED)* HELD ON TUESDAY, 18TH APRIL 2023 AT 04:00 P.M. IST THROUGH VIDEO CONFERENCING/AUDIO-VISUAL MEANS (VC/ OAVM) VIA ZOOM FACILITY

The Extra-Ordinary General Meeting (EGM) of the shareholders of FABINDIA LIMITED *(Formerly known as Fabindia Overseas Private Limited)* was held on Tuesday, 18th April, 2023 at 04:00 PM IST through Video Conferencing/Audio-Visual Means (VC/ OAVM) via zoom facility.

Section 108 of Companies Act, 2013 read with General Circular No. 14/2020 dated 08th April 2020, 17/2020 dated April 13, 2020 and 11/2022 dated 28th December, 2022 issued by Ministry of Corporate Affairs ('MCA circulars'), the Company has provided the facility of Remote E-voting and E-voting during the EGM to all its members, to enable them to cast their votes electronically on all resolutions set forth in Notice of EGM dated 21st March, 2023. The remote e-voting period was opened for three days from Saturday, 15th April, 2023 (09:00 AM IST) till Monday, 17th April, 2023 (05:00 PM IST).

Further, in line with the provisions of the Companies Act, 2013 and the MCA circulars, the voting at the EGM was conducted through E-Voting.

The Board of Directors has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary (Membership No. 5551) for scrutinizing the voting process through remote E-voting as well as E-Voting during the EGM in a fair and transparent manner. The Scrutinizer has submitted his consolidated report dated 19th April, 2023 on the voting (Remote E-voting and E-Voting during the EGM) on the resolutions as set out in the Notice of EGM. The voting rights were reckoned on 11th April, 2023 being the **"Cut-Off Date"** for the purpose of determining entitlements of the members to vote on the resolutions set forth in the EGM notice.

The consolidated result of voting (Remote E-voting and E-Voting during the EGM) as per Scrutinizer's Report is as follows:

(i) Item No. 1

A. TO APPROVE THE APPOINTMENT OF MR. WILLIAM NANDA BISSELL AS MANAGING DIRECTOR ("MD") OF THE COMPANY W.E.F. 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028 AND THEREBY CHANGE OF HIS DESIGNATION FROM EXECUTIVE VICE CHAIRMAN AND DIRECTOR TO MANAGING DIRECTOR WITH EFFECT FROM 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028.

FABINDIA LIMITED New Delhi

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	47	48651965	0	48651965	95.51
	0	0	0	0	0
E-Voting at the EGM	4	2284773	0	2284773	4.49
	0	0	0	0	0
Total	**51**	**50936738**	**0**	**50936738**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

B. TO APPROVE REMUNERATION PAYABLE TO MR. WILLIAM NANDA BISSELL IN THE CAPACITY OF MANAGING DIRECTOR FOR THE PERIOD WITH EFFECT FROM COMMENCING FROM 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028.

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	47	48651965	0	48651965	95.51
	0	0	0	0	0
E-Voting at the EGM	4	2284773	0	2284773	4.49
	0	0	0	0	0
Total	**51**	**50936738**	**0**	**50936738**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

FABINDIA LIMITED New Delhi

(ii) Item No. 2

A. TO APPROVE THE APPOINTMENT OF MR. VINEY SINGH AS NON – EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 22ND FEBRUARY, 2023 AND THEREBY CHANGE HIS DESIGNATION FROM MANAGING DIRECTOR TO NON-EXECUTIVE DIRECTOR.

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	56	117630265	0	117630265	98.07
	1	0	30000	30000	.03
E-Voting at the EGM	4	2284773	0	2284773	1.90
	0	0	0	0	0
Total	**61**	**119915038**	**30000**	**119945038**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

B. TO APPROVE THE REMUNERATION PAYABLE TO MR. VINEY SINGH IN THE CAPACITY OF NON – EXECUTIVE DIRECTOR WITH EFFECT FROM 22ND FEBRUARY, 2023

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	55	117617105	0	117617105	98.06
	2	0	43160	43160	.04
E-Voting at the EGM	4	2284773	0	2284773	1.90
	0	0	0	0	0
Total	**61**	**119901878**	**43160**	**119945038**	**100**

FABINDIA LIMITED New Delhi

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

C. TO RATIFY AND APPROVE MANAGEMENT CONSULTANCY AGREEMENT WITH MR. VINEY SINGH

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	54	117614585	0	117614585	98.06
	3	0	45680	45680	0.04
E-Voting at the EGM	4	2284773	0	2284773	1.90
	0	0	0	0	0
Total	**61**	**119899358**	**45680**	**119945038**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

FABINDIA LIMITED New Delhi

(iii) Item No. 3

A. TO APPROVE THE APPOINTMENT OF MR. MUKESH KUMAR CHAUHAN AS EXECUTIVE VICE CHAIRMAN AND DIRECTOR OF THE COMPANY WITH EFFECT FROM 1ST APRIL, 2023 TILL 31ST MARCH, 2028 AND THEREBY CHANGE HIS DESIGNATION FROM EXECUTIVE DIRECTOR (WHOLE TIME DIRECTOR) TO EXECUTIVE VICE CHAIRMAN AND DIRECTOR OF THE COMPANY WITH EFFECT FROM 01ST APRIL, 2023 TILL 31ST MARCH, 2028

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	55	115756495	0	115756495	96.43
	2	0	2008920	2008920	1.67
	4	2284773	0	2284773	1.90

E-Voting at the EGM					
	0	0	0	0	0
Total	**61**	**118041268**	**2008920**	**120050188**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

B. TO APPROVE REMUNERATION PAYABLE TO MR. MUKESH KUMAR CHAUHAN IN THE CAPACITY OF EXECUTIVE VICE CHAIRMAN AND DIRECTOR WITH EFFECT FROM 01ST APRIL, 2023 TILL 31ST MARCH, 2028.

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	54	115743335	0	115743335	96.41
	3	0	2022080	2022080	1.69
E-Voting at the EGM	4	2284773	0	2284773	1.90
	0	0	0	0	0
Total	**61**	**118028108**	**2022080**	**120050188**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

For **FABINDIA LIMITED** *(Formerly known as Fabindia Overseas Private Limited)*

FABINDIA LIMITED New Delhi

GYANENDRA NATH GUPTA
CHAIRMAN AND INDEPENDENT DIRECTOR
DIN: 00027502

Date: 19th April, 2023
Place: Gurgaon

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 11/2022 dated 28th December, 2022]

To,
The Chairman,
Extra-Ordinary General Meeting of the Shareholders
FABINDIA LIMITED
(Formerly known as Fabindia Overseas Private Limited)
Plot No.10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi 110070

Re: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the Extra-Ordinary General Meeting ("EGM") of the Members of FABINDIA LIMITED *(Formerly known as Fabindia Overseas Private Limited)* held through Video Conferencing/Audio-Visual Means (VC/ OAVM) via zoom facility on Tuesday, the 18th day of April, 2023 at 04:00 PM IST.

Dear Sir,

Pursuant to the Provisions of Section 108 of Companies Act, 2013 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 11/2022 dated 28th December, 2022 ('MCA circulars'), the Company has appointed Mr. Arun Kumar Gupta, proprietor of M/s Arun Kumar Gupta & Associates, Company Secretaries, as the Scrutinizer for the purpose of scrutinizing remote e-voting process and e-voting at the Extra Ordinary General Meeting ("EGM") of the members of **FABINDIA LIMITED** *(Formerly known as Fabindia Overseas Private Limited)* ('the Company') conducted through Video Conferencing/Audio-Visual Means (VC/ OAVM) via Zoom Platform on Tuesday, the 18th day of April, 2023.

Further, the notice, as confirmed by the Company, was sent to those members whose email addresses were registered with the Company, in compliance with the MCA circulars and the EGM was convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the shareholders at common venue.

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to voting through electronic means on the resolutions proposed in the said notice of EGM.

My responsibility as a scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast 'in favour' or 'against' if any, to the Chairman, on the resolution(s) based on the votes cast and reports generated from the electronic voting system, provided by National Security Depository Limited (NSDL), the authorized agency engaged by the Company to provide facility of remote e-voting and e-voting during the EGM.

In this regard, I confirm that:

1. The Company has used Zoom meetings platform for conducting Meeting through video conferencing in accordance with the MCA Circulars;



1005, Roots Tower, Plot No.-7, District Centre, Laxmi Nagar, Delhi-110092
Tel. : 011-45629812, Mobile : 9811835475, E-mail : csarungupta@gmail.com

2. The Public Advertisement with respect to dispatch of Notice of EGM and conducting of remote e-voting and e-voting during the EGM was published in English Daily 'Financial Express' Delhi Edition and Hindi Daily 'Jansatta' Delhi Edition on 26.03.2023.
3. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 11th April, 2023.
4. The remote e-voting period remained open from Saturday, 15th April, 2023 (09:00 A.M.) to Monday, 17th April, 2023 (05:00 PM).
5. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorized Agency for extending the secured system of remote electronic voting to the shareholders of the Company.
6. After the conclusion of e-voting cast during the EGM, we unblocked the result of votes cast through remote e-voting and e-voting by members during the EGM in the presence of two witnesses namely, (i) Mr. Aditya Garg, resident of Flat No. 6, KCG Complex, Mehrauli, New Delhi 110030 and (ii) Mr. Ashish Verma, resident of E-121, Ashok Nagar, Shahdara, Delhi 110093, who are not in the employment of the Company.
7. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of NSDL.

Based on the reports generated from the e-voting website of NSDL and voting through electronic means at the EGM, the consolidated report on the result of voting on each resolution are given hereunder:

(i) Item No. 1

A. TO APPROVE THE APPOINTMENT OF MR. WILLIAM NANDA BISSELL AS MANAGING DIRECTOR ("MD") OF THE COMPANY W.E.F. 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028 AND THEREBY CHANGE OF HIS DESIGNATION FROM EXECUTIVE VICE CHAIRMAN AND DIRECTOR TO MANAGING DIRECTOR WITH EFFECT FROM 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028.

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	47	48651965	0	48651965	95.51
	0	0	0	0	0
E-Voting at the EGM	4	2284773	0	2284773	4.49
	0	0	0	0	0
Total	**51**	**50936738**	**0**	**50936738**	**100**

ARUN KUMAR GUPTA & ASSOCIATES * CP No. 5086 New Delhi * Company Secretaries *

(b) Votes 'INVALID'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

B. TO APPROVE REMUNERATION PAYABLE TO MR. WILLIAM NANDA BISSELL IN THE CAPACITY OF MANAGING DIRECTOR FOR THE PERIOD WITH EFFECT FROM COMMENCING FROM 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028.

(a) Votes '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	47	48651965	0	48651965	95.51
	0	0	0	0	0
E-Voting at the EGM	4	2284773	0	2284773	4.49
	0	0	0	0	0
Total	**51**	**50936738**	**0**	**50936738**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * CP No. 5086 New Delhi

(ii) Item No. 2

A. TO APPROVE THE APPOINTMENT OF MR. VINEY SINGH AS NON – EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 22ND FEBRUARY, 2023 AND THEREBY CHANGE HIS DESIGNATION FROM MANAGING DIRECTOR TO NON-EXECUTIVE DIRECTOR.

(a) Votes '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	56	117630265	0	117630265	98.07
	1	0	30000	30000	.03
E-Voting at the EGM	4	2284773	0	2284773	1.90
	0	0	0	0	0
Total	**61**	**119915038**	**30000**	**119945038**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

B. TO APPROVE THE REMUNERATION PAYABLE TO MR. VINEY SINGH IN THE CAPACITY OF NON – EXECUTIVE DIRECTOR WITH EFFECT FROM 22ND FEBRUARY, 2023

(a) Votes '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	55	117617105	0	117617105	98.06
	2	0	43160	43160	.04
E-Voting at the EGM	4	2284773	0	2284773	1.90
	0	0	0	0	0
Total	**61**	**119901878**	**43160**	**119945038**	**100**

ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * CP No. 5086 New Delhi

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

C. TO RATIFY AND APPROVE MANAGEMENT CONSULTANCY AGREEMENT WITH MR. VINEY SINGH

(a) Votes '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	54	117614585	0	117614585	98.06
	3	0	45680	45680	0.04
E-Voting at the EGM	4	2284773	0	2284773	1.90
	0	0	0	0	0
Total	**61**	**119899358**	**45680**	**119945038**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.



(iii) Item No. 3

A. TO APPROVE THE APPOINTMENT OF MR. MUKESH KUMAR CHAUHAN AS EXECUTIVE VICE CHAIRMAN AND DIRECTOR OF THE COMPANY WITH EFFECT FROM 1ST APRIL, 2023 TILL 31ST MARCH, 2028 AND THEREBY CHANGE HIS DESIGNATION FROM EXECUTIVE DIRECTOR (WHOLE TIME DIRECTOR) TO EXECUTIVE VICE CHAIRMAN AND DIRECTOR OF THE COMPANY WITH EFFECT FROM 01ST APRIL, 2023 TILL 31ST MARCH, 2028

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	55	115756495	0	115756495	96.43
	2	0	2008920	2008920	1.67
E-Voting at the EGM	4	2284773	0	2284773	1.90
	0	0	0	0	0
Total	**61**	**118041268**	**2008920**	**120050188**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * CP No. 5086 New Delhi

B. TO APPROVE REMUNERATION PAYABLE TO MR. MUKESH KUMAR CHAUHAN IN THE CAPACITY OF EXECUTIVE VICE CHAIRMAN AND DIRECTOR WITH EFFECT FROM 01ST APRIL, 2023 TILL 31ST MARCH, 2028.

(a) Votes '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	54	115743335	0	115743335	96.41
	3	0	2022080	2022080	1.69
E-Voting at the EGM	4	2284773	0	2284773	1.90
	0	0	0	0	0
Total	**61**	**118028108**	**2022080**	**120050188**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the EGM	0	0
Total	**0**	**0**

The resolution stand passed under remote e-voting and e-voting with requisite majority.

The electronic records and relevant records relating to remote e-voting and e-voting at the EGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid EGM and thereafter the same will be handed over to the Chairman for safe keeping.

Thanking You,

Yours faithfully

For **ARUN KUMAR GUPTA & ASSOCIATES**
COMPANY SECRETARIES

(ARUN KUMAR GUPTA)
FCS-5551, CP-5086
Peer Review Cer. No. 1658 /2022
UDIN:- F005551E000140917

ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * CP No. 5086 New Delhi

Date: 19/04/2023
Place: Delhi