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
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DECLARATION OF RESULTS OF E-VOTING

DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND E-VOTING DURING THE 46TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FABINDIA LIMITED HELD ON MONDAY, 27TH NOVEMBER 2023 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (VC/ OAVM) VIA ZOOM FACILITY

The 46th Annual General Meeting (AGM) of the shareholders of FABINDIA LIMITED was held on Monday, 27th November 2023 at 04:00 PM IST through Video Conferencing/Other 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, 20/2020, dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 05th May, 2022 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September 2023, issued by Ministry of Corporate Affairs ('MCA circulars'), the Company has provided the facility of Remote E-voting and E-voting during the 46th AGM to all its members, to enable them to cast their votes electronically on all resolutions set forth in Notice of 46th AGM dated 27th November, 2023. The remote e-voting period was opened for three days from Friday, 24th November, 2023 (09:00 AM IST) till Sunday, 26th November, 2023(05:00 PM IST).

Further, in line with the provisions of the Companies Act, 2013 and the MCA circulars, the voting at the 46th AGM 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 46th AGM in a fair and transparent manner. The Scrutinizer has submitted his consolidated report dated 27th November, 2023 on the voting (Remote E-voting and E-Voting during the 46th AGM) on the resolutions as set out in the Notice of 46th AGM. The voting rights were reckoned on 20th November, 2023 being the **"Cut-Off Date"** for the purpose of determining entitlements of the members to vote on the resolutions set forth in the 46th AGM notice.

The consolidated result of voting (Remote E-voting and E-Voting during the 46th AGM) as per Scrutinizer's Report is as follows:

(i) Item No. 1

(A) ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS, AUDITORS' REPORT AND DIRECTORS' REPORT. (ORDINARY RESOLUTION)

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

FABINDIA LIMITED New Delhi

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	98	10,09,42,617	0	10,09,42,617	99.62
	0	0	0	0	0
E-Voting at the AGM	2	3,84,960	0	3,84,960	0.38
	0	0	0	0	0
Total	**100**	**10,13,27,577**	**0**	**10,13,27,577**	**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 AGM	0	0
Total	**0**	**0**

(B) **ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT OF THE COMPANY. (ORDINARY RESOLUTION)**

(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	98	10,09,42,617	0	10,09,42,617	99.62
	0	0	0	0	0
E-Voting at the AGM	2	3,84,960	0	3,84,960	0.38
	0	0	0	0	0
Total	**100**	**10,13,27,577**	**0**	**10,13,27,577**	**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 AGM	0	0
Total	**0**	**0**

FABINDIA LIMITED New Delhi

(ii) **Item No. 2**

(A) TO CONSIDER APPOINTMENT OF Mr. NIKHIL KHERA (DIN: 09298685), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMERSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION)

(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	98	10,09,42,617	0	10,09,42,617	99.62
	0	0	0	0	0
E-Voting at the AGM	2	3,84,960	0	3,84,960	0.38
	0	0	0	0	0
Total	**100**	**10,13,27,577**	**0**	**10,13,27,577**	**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 AGM	0	0
Total	**0**	**0**

(B) TO CONSIDER APPOINTMENT OF MS. MONSOON LATANE BISSELL (DIN: 02705935), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION)

(a) **'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	93	4,40,08,287	0	4,40,08,287	99.13
	0	0	0	0	0
E-Voting at the AGM	2	3,84,960	0	3,84,960	0.87
	0	0	0	0	0
Total	**95**	**4,43,93,247**	**0**	**4,43,93,247**	**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 AGM	0	0
Total	**0**	**0**

(iii) Item No. 3

APPOINTMENT OF MR. MANOJ JAISWAL AS AN INVESTOR NOMINEE DIRECTOR OF THE COMPANY (ORDINARY RESOLUTION)

(a) **'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	98	10,09,42,617	0	10,09,42,617	99.62
	0	0	0	0	0
E-Voting at the AGM	2	3,84,960	0	3,84,960	0.38
	0	0	0	0	0
Total	**100**	**10,13,27,577**	**0**	**10,13,27,577**	**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 AGM	0	0
Total	**0**	**0**

All the resolutions stand passed under remote e-voting and e-voting with requisite majority.

For **FABINDIA LIMITED**

FABINDIA LIMITED New Delhi

GYANENDRA NATH GUPTA
CHAIRMAN AND INDEPENDENT DIRECTOR
DIN: 00027502

Date: November 29, 2023
Place: Gurgaon

Arun Kumar Gupta & Associates
COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 05th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 08th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 05th May, 2022, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September 2023]

To,
The Chairman,
46th Annual General Meeting of the Shareholders
Fabindia Limited
Plot No.10, Local Shopping Complex, Sector B Pocket 7,
Vasant Kunj, New Delhi 110070 IN

Re: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the 46th Annual General Meeting ('AGM') of the Members of FABINDIA LIMITED held through Video Conferencing/Other Audio-Visual Means (VC/ OAVM) via zoom facility on November 27, 2023 from 04:00 PM IST to 04:31 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, General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 08th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 05th May, 2022, *General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September 2023* ('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 46th Annual General Meeting ('Meeting') of the shareholders of **FABINDIA LIMITED** ('the Company') conducted through Video Conferencing/Other Audio-Visual Means (VC/ OAVM) via Zoom Platform on November 27, 2023.

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 AGM.

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 resolutions 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 AGM.

We hereby submit our Report as under:

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

2. The Public Advertisement with respect to dispatch of Notice of AGM and conducting of remote e-voting and e-voting during the AGM was published in English Daily 'Financial Express' Delhi Edition and Hindi Daily 'Jansatta' on November 05, 2023.

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

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

3. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 20th November, 2023.

4. The remote e-voting period remained open from Friday, 24th November, 2023 (09:00 A.M. IST) to Sunday, 26th November, 2023 (05:00 PM IST).

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 AGM, we unblocked the result of votes cast through remote e-voting and e-voting by members during the AGM in the presence of two witnesses namely, (i) Mr. Aditya Garg, resident of Vasant Kunj, New Delhi-110070 and (ii) Mr. Ashish Verma, resident of Shahdara, Delhi-110032, 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 AGM, the consolidated report on the result of voting on each resolution are given hereunder:

(i) Item No. 1

(A) ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS, AUDITORS' REPORT AND DIRECTORS' REPORT. (ORDINARY RESOLUTION)

(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	98	10,09,42,617	0	10,09,42,617	99.62
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E-Voting at the AGM	2	3,84,960	0	3,84,960	0.38
	0	0	0	0	0
Total	**100**	**10,13,27,577**	**0**	**10,13,27,577**	**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 AGM	0	0
Total	**0**	**0**

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

(B) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT OF THE COMPANY. (ORDINARY RESOLUTION)

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Total	100	10,13,27,577	0	10,13,27,577	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 AGM	0	0
Total	0	0

(ii) Item No. 2

(A) TO CONSIDER APPOINTMENT OF Mr. NIKHIL KHERA (DIN: 09298685), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMERSELF FOR RE-APPOINTMENT. (ORDINARY RESOLUTION)

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Total	100	10,13,27,577	0	10,13,27,577	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 AGM	0	0
Total	0	0

(B) TO CONSIDER APPOINTMENT OF MS. MONSOON LATANE BISSELL (DIN: 02705935), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT. (ORDINARY RESOLUTION)

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E-Voting at the AGM	2	3,84,960	0	3,84,960	0.87
	0	0	0	0	0
Total	95	4,43,93,247	0	4,43,93,247	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 AGM	0	0
Total	0	0

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

(iii) **Item No. 3**

APPOINTMENT OF MR. MANOJ JAISWAL AS AN INVESTOR NOMINEE DIRECTOR OF THE COMPANY. (ORDINARY RESOLUTION)

(a) 'VALID' FOR the resolution:

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	0	0	0	0	0
E-Voting at the AGM	2	3,84,960	0	3,84,960	0.38
	0	0	0	0	0
Total	**100**	**10,13,27,577**	**0**	**10,13,27,577**	**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 AGM	0	0
Total	**0**	**0**

All the resolutions 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 AGM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairperson 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:- F005551E002660302

Date: 29/11/2023
Place: Delhi

Recieved and Acknowledged.

(GURMENDRA NATH GUPTA)
CHAIRMAN
FABINDIA LTD.