FABINDIA LIMITED

CIN: U74899DL1976PLC008436
L&T Business Park, Tower 2,
9th Floor, Sector 27 D,
Faridabad, Haryana - 121003
Phone: +91-9311020060, 0129-4911100
E-mail: mailus@fabindia.net
Website: www.fabindia.com

NOTICE is hereby given that the **Forty Ninth (49th) Annual General Meeting** ("**AGM**") of the Members of **Fabindia Limited** (the "**Company**") will be held on **Wednesday, September 30, 2026 at 11:30 A.M. (IST) at Plot No. 10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi - 110070** to transact the following businesses:

ORDINARY BUSINESSES:

1. **To receive, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Auditors' Report and Directors' Report thereon**

   To consider and, if thought fit, to pass with or without modification(s), 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 amendment(s) thereto 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, 2026 comprising of Balance Sheet, 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 49th Annual General Meeting, be and are hereby received, approved and adopted."

2. **To receive, approve and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Auditors' Report thereon**

   To consider and, if thought fit, to pass with or without modification(s), 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 amendment(s) thereto 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, 2026 comprising of Consolidated Balance Sheet, 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 49th Annual General Meeting, be and are hereby received, approved and adopted."

3. **To declare dividend**

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

   "RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions of the Companies Act, 2013 and 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 basis the recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to pay dividend for the financial year 2025-26 of Rs. 1.50 for every fully paid-up equity share of face value of Re. 1/- each, (i.e. @ 150% of the face value of shares), which shall be paid to such Members whose names appear in the Register of Members/BENPOS as at the end of business hours of **Wednesday, September 23, 2026 i.e., Record Date** subject to deduction of tax at source, as applicable."

4. **To re-appoint Mr. William Sean Sovak (DIN: 01161892) as Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment**

   To consider and, if thought fit, to pass with or without modification(s), 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 amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. William Sean Sovak (DIN: 01161892), 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, whose office shall be liable to retire by rotation."

5. To re-appoint Mr. Richard Frank Celeste (DIN: 09296533) as Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment

To consider and, if thought fit, to pass with or without modification(s), 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 amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Richard Frank Celeste (DIN: 09296533), 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, whose office shall be liable to retire by rotation."

6. To consider and approve the appointment of M/s Walker Chandiok & Co. LLP (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company for the first term of five (5) consecutive years, who shall hold office from the conclusion of 49th Annual General Meeting till the conclusion of the 54th Annual General Meeting

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s Walker Chandiok & Co. LLP (Firm Registration No. 001076N/N500013), be and are hereby appointed as the Statutory Auditors of the Company for the first term of five (5) consecutive years, who shall hold office from the conclusion of 49th Annual General Meeting till the conclusion of the 54th Annual General Meeting to be held in the year 2031 at such remuneration, as may be mutually agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors plus applicable tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of the audit.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms etc. as may be required with the regulatory or statutory authorities and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit."

SPECIAL BUSINESSES:

7. To approve the remuneration payable to Ms. Monsoon Latane Bissell, Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), basis the recommendation of the Nomination & Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to pay the remuneration to Ms. Monsoon Latane Bissell (DIN: 02705935), Non-Executive Director of the Company for a period of three (3) years with effect from April 01, 2027 to March 31, 2030 of Rs. 2,00,000/- [Rupees Two Lakhs only] per month as Base Remuneration or Director's Commission at the rate of 0.5% of standalone profit before tax, whichever is higher, subject to her re-appointment from time to time, 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 her 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 Ms. Monsoon Latane Bissell for every Board and/or Committee meeting attended by her; 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 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."

8. To approve the remuneration payable to Mr. Vijai Kumar Kapoor, Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), basis the recommendation of the Nomination & Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to pay the remuneration to Mr. Vijai Kumar Kapoor (DIN: 01084371), Non-Executive Director of the Company for a period of three (3) years with effect from April 01, 2027 to March 31, 2030 of Rs. 2,00,000/- [Rupees Two Lakhs only] per month as Base Remuneration, subject to his re-appointment from time to time, 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 him 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 Mr. Vijai Kumar Kapoor for every Board and/or 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 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."

9. To approve the remuneration payable to Mr. Nikhil Khera, Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), basis the recommendation of the Nomination & Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to pay the remuneration to Mr. Nikhil Khera (DIN: 09298685), Non-Executive Director of the Company for a period of three (3) years with effect from April 01, 2027 to March 31, 2030 of Rs. 2,00,000/- [Rupees Two Lakhs only] per month as Base Remuneration, subject to his re-appointment from time to time, 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 him 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 Mr. Nikhil Khera for every Board and/or 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 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."

10. To approve the remuneration payable to Mr. Richard Frank Celeste, Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), basis the recommendation of the Nomination & Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to pay the remuneration to Mr. Richard Frank Celeste (DIN: 09296533), Non-Executive Director of the Company for a period of three (3) years with effect from April 01, 2027 to March 31, 2030 of Rs. 2,00,000/- [Rupees Two Lakhs only] per month as Base Remuneration, subject to his re-appointment from time to time, 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 him 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 Mr. Richard Frank Celeste for every Board and/or 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 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."

By and on behalf of the Board Directors of
FABINDIA LIMITED

Sd/-
SACHIN AGARWAL
Company Secretary and General Counsel
Membership No. ACS-17348

Date: August 19, 2026
Place: Faridabad, Haryana

Notes:

1. An Explanatory 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. 7, 8, 9 & 10, is annexed hereto, and forms part of the Notice convening this Annual General Meeting **("AGM")**.

2. Additional Information pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) and Statement of Information for the Members pursuant to Section II of Part II of Schedule V to the Act is appended as **Annexure – A**, and should be construed as a part of this Notice.

3. Details of Directors seeking appointment/re-appointment and/or fixation of remuneration pursuant to SS-2 is appended as **Annexure – B**, and should be construed as a part of this Notice.

4. 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.

5. 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.

6. The instrument of proxy, in order to be effective, should reach the registered office of the Company at Plot No. 10, Local Shopping Complex, Sector B, Pocket-7, Vasant Kunj, New Delhi – 110070, duly filled and signed, not less than 48 (Forty-Eight) hours before the commencement of AGM. 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.

7. 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 well in advance before the AGM.

8. 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 AGM and will also be available for inspection at the meeting.

9. Members desirous of seeking any information relating to the financial statements of the Company may write to the Company at L&T Business Park, Tower 2, 9th Floor, Sector 27 D, Faridabad, Haryana – 121003 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.

10. 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 Authority **('IEPF Authority')** 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 the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 **('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 at www.fabindia.com. Accordingly, Members are informed to claim their unpaid/unclaimed dividend for the financial year 2018-19 latest by October 06, 2026, failing which the unclaimed/unpaid dividend amount will be transferred to the IEPF Account.

11. 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.

12. a) Members holding shares in physical form should notify any change in their email ID and/or mailing address including PIN Code, quoting their Folio No. to the Company at its Corporate Office or through e-mail at stakeholders@fabindia.net;

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

13. Annual Report for the financial year 2025-26 including the Notice convening this AGM is being sent to such persons who are Members of the Company as at the close of business hours of **Friday, September 04, 2026.**

14. The Company has provided the facility to Members to exercise their right to vote by electronic means in compliance with Section 108 of the Act read with the 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 - C.**

15. Members of the Company holding shares in physical or dematerialized mode, as at the close of business hours on **cut-off date, being Wednesday, September 23, 2026** 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, September 23, 2026.

    The remote e-voting period commences on **Sunday, September 27, 2026 at 9:00 A.M.** and ends on **Tuesday, September 29, 2026 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.

16. Dividend, if declared/approved, shall be paid to such Members whose names appear in the Register of Members/BENPOS as at the end of business hours of **Wednesday, September 23, 2026 i.e., Record Date**, subject to deduction of tax at source, as applicable.

17. 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.

18. 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 a Scrutinizer to scrutinize the process of remote e-voting and voting through Ballot Paper 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.

19. 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 voting 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 at www.fabindia.com and NSDL at www.evoting.nsdl.com. The results will also be displayed at the notice board of the Registered Office as well as the Corporate Office of the Company.

20. 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. **Wednesday, September 30, 2026.**

21. **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.

22. Route Map of the venue of the meeting is attached. Google map co-ordinates of the location are 28.523881, 77.158446.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act") setting out the material facts in respect of special businesses listed at Item Nos. 7, 8, 9 & 10 and forms part of the accompanying Notice.

Item Nos. 7, 8, 9 & 10

The Members are informed that in the Extra-Ordinary General Meeting held on March 20, 2024, the remuneration of Mr. Vijai Kumar Kapoor, Ms. Monsoon Latane Bissell and Mr. Nikhil Khera, Non-Executive Directors of the Company, was approved for a period of 3 years effective from April 01, 2024 till March 31, 2027.

Further, Mr. Richard Frank Celeste was appointed as a Non-Executive Director and his remuneration was approved by the shareholders in their Annual General Meeting held on September 26, 2024, which was effective for a period commencing from August 21, 2024 till March 31, 2027.

Based upon the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to the approval of the Members, the Board of Directors of the Company in its meeting held on August 19, 2026, had approved the payment of remuneration to the above named Non-Executive Directors for a period of three (3) years effective from April 01, 2027 till March 31, 2030, subject to their respective re-appointment from time to time, as tabulated below:

S.No.	Name of Non-Executive Directors	Remuneration
1	Ms. Monsoon Latane Bissell	Higher of the following: INR 2,00,000/- [Rupees Two Lakhs only] per month as Base Remuneration OR Director's Commission at the rate of 0.5% of standalone profit before tax
2	Mr. Vijai Kumar Kapoor	INR 2,00,000/- [Rupees Two Lakhs only] per month as Base Remuneration for each Director
3	Mr. Nikhil Khera	
4	Mr. Richard Frank Celeste	

The above proposed remuneration shall be exclusive of the following for all the above directors:

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

In view of the above, your Directors seek the approval of the members for payment of remuneration to the above named Non-Executive Directors for a period of three (3) years effective from April 01, 2027 to March 31, 2030, subject to their re-appointment from time to time in terms of Section 152 of the Act by way of passing special resolution.

Hence, the Directors of the Company recommends to the Members for passing of the resolution at Item Nos. 7, 8, 9 & 10 as Special Resolutions.

Details required under Secretarial Standards-2 are enclosed in **Annexure B.**

Except the respective Directors whose remuneration is being proposed above, and Mr. William Nanda Bissell, being a relative of Ms. Monsoon Latane Bissell and Mr. Vijai Kumar Kapoor, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholdings in the Company, if any, in the Resolutions at Item Nos. 7, 8, 9 & 10 of the accompanying notice.

By and on behalf of the Board Directors of
FABINDIA LIMITED

Sd/-
SACHIN AGARWAL
Company Secretary and General Counsel
Membership No. ACS-17348

Date: August 19, 2026
Place: Faridabad, Haryana

ANNEXURE - A

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 was incorporated under the Companies Act, 1956 (the **"Company"**) having its registered office at Plot No. 10, Local Shopping Complex, Sector B, Pocket-7, Vasant Kunj, New Delhi - 110070. 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:** The Company was incorporated on December 14, 1976 and has already commenced its business activities.
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 2024-25 duly approved by the Board and adopted by the Shareholders of the Company in the 48th Annual General Meeting and Financial Statements of the Company for the Financial Year 2025-26 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, 2026, 26.11% of the paid-up capital of the Company is being held by the Foreign Investors on repatriable basis.

II. Information about the appointee(s)

1. **Background details**:
   a) 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.
   b) Mr. Vijai Kumar Kapoor has been on the Board of the Company since January 31, 2006. He holds a master's degree in Mathematics and Fellow in Oxford University. Mr. Vijai Kumar Kapoor is a former IAS officer and was Lieutenant Governor of Delhi from 1998 to 2004. He has more than 50 years of experience in Government Sector at reputed positions.
   c) Mr. Nikhil Khera leads V-weave, a renowned creator of premium rugs and home textile products based in Panipat, India. At the helm of a 70-year-old family business, he combines innovative design with a commitment to artisanal craftsmanship, supporting local artisans and weavers while advancing his family's legacy. His efforts have positioned V-weave as a trusted supplier to international retailers, showcasing India's rich heritage on a global stage.
   d) Ms. Monsoon Latane Bissell has been on the Board of the Company since June 27, 2000. She holds a diploma from The Ethel Walker School, Simsbury, Connecticut, Bachelor's degree in Psychology from Bryn College and Masters degree in Arts and Masters of Education and Arts both from Columbia University, New York.
2. **Past remuneration**: The details of the remuneration (including sitting fee) paid to the aforesaid Non-Executive Directors during the financial year ended March 31, 2026 was as follows:
   a) Mr. Richard Frank Celeste: **Rs. 27,00,000/-**
   b) Ms. Monsoon Latane Bissell: **Rs. 26,00,000/-**
   c) Mr. Vijai Kumar Kapoor: **Rs. 36,00,000/-**
   d) Mr. Nikhil Khera: **Rs. 31,00,000/-**
3. **Recognition or awards:** As per details mentioned above in point no. 1.

4. **Job profile and their suitability:**

   All the aforesaid Non-Executive Directors have a very rich experience in the respective fields, and they bring a diversified experience of various sectors in the Company, and their guidance for overall supervision of operations will be additional advantage to the Company. These Directors are responsible for corporate governance and compliance, however subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration their experience and qualification, they are suited for the responsibilities of current assigned role.

5. **Remuneration proposed:** As per the details mentioned in the resolution nos. 7, 8, 9 & 10 respectively.

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 their respective profiles, the position 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 do not have any other pecuniary relationship with the Company.

III. Other information:

1. **Reasons of loss or inadequate profits:** The Company operates in the highly competitive apparel retail sector, which has witnessed significant changes in recent years, adversely impacting its profitability. Consumer preferences have evolved rapidly, with increasing emphasis on fast-changing fashion trends, value-driven purchases, and digital shopping experiences, leading to a shift away from traditional retail formats. The younger demographic, in particular, has shown a greater inclination towards style, novelty, and affordability over conventional parameters such as product quality and brand loyalty, resulting in shorter fashion cycles and increased inventory-related challenges. Further, the entry and expansion of domestic and international brands, the growth of e-commerce platforms, and aggressive pricing strategies adopted by competitors have intensified market competition and exerted pressure on margins. These factors, coupled with changing shopping patterns and subdued consumer spending in certain segments, have led to inadequacy of profits during the financial year. Considering the responsibilities shouldered by the Directors, their continued leadership in navigating these market challenges, and in accordance with the provisions of Schedule V of the Companies Act, 2013, the Company proposes to pay remuneration to the Directors as specified therein, notwithstanding the inadequacy of profits.

2. **Steps taken or proposed to be taken for improvement:** In order to address these challenges and improve the Company's financial performance, several strategic and operational initiatives have been undertaken and are proposed to be further strengthened. The Company is focusing on data-driven merchandising and advanced demand forecasting tools to better align inventory levels with evolving customer preferences and reduce stock obsolescence. Efforts are being made to expand and strengthen the omni-channel retail strategy by integrating physical stores with digital platforms to provide a seamless customer experience and enhance sales reach. The Company is also undertaking rationalisation of underperforming store locations to improve overall store productivity and optimise fixed costs. In addition, continuous cost optimisation measures are being implemented across procurement, logistics, and operational functions to improve efficiency and margins.

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.

ANNEXURE - B

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

Name of Director	Ms. Monsoon Latane Bissell	Mr. Vijai Kumar Kapoor	Mr. Nikhil Khera	Mr. Richard Frank Celeste	Mr. William Sean Sovak
DIN	02705935	01084371	09298685	09296533	01161892
Date of Birth (Age)	December 17, 1969 (56)	September 13, 1938 (87)	March 05, 1978 (48)	November 11, 1937 (88)	June 08, 1972 (54)
Qualification, Brief resume/Experience (including expertise in specific functional area)	Bachelor's degree in Psychology from Bryn College, Masters of Arts in Psychological Counselling and Masters of Education both from Columbia University.	Masters' Degree in Mathematics, Fellow from Oxford University and IAS (retired)	BSC Textile Management and Marketing from Philadelphia University	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
Terms and Conditions for appointment/ re-appointment	Not applicable	Not applicable	Not applicable	Liable to retire by rotation	Liable to retire by rotation
Remuneration last drawn, including sitting fees, if any, paid/payable for FY 2025-26	Refer Annexure-A	Refer Annexure-A	Refer Annexure-A	Refer Annexure-A	Refer Annexure-A
Remuneration sought to be paid	As per Resolution No. 7 and Explanatory Statement	As per Resolution No. 8 and Explanatory Statement	As per Resolution No. 9 and Explanatory Statement	As per Resolution No. 10 and Explanatory Statement	Nil
Date of first appointment on the Board	June 27, 2000	January 31, 2006	September 01, 2021	September 01, 2021	August 21, 2024
Shareholding in the Company as on March 31, 2026	2.36%	0.04%	2.96%	Nil	0.04%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Sister of Mr. William Nanda Bissell	Father in-law of Mr. William Nanda Bissell	None	None	None
Number of Board meetings attended during the last Financial Year (i.e. Financial Year 2025-26)	5/6	6/6	5/6	6/6	6/6
Directorship in other entities (including directorship in other Companies and Body Corporates)	• JLB Partners Holding Inc.	Nil	• Om Jyoti Properties Private Limited • Narain Das Tulsidas LLP	• Organic India, USA LLC	• Lighthouse AMC Private Limited • Lighthouse Advisors (India) Private Limited • Lighthouse Funds LLC • Park Avenue Suffern Condo, LLC • Kavos, LLC
Membership/ Chairmanship of Committees of Board of Directors of other companies	Nil	Nil	Nil	Nil	Nil

ANNEXURE - C

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period will begin on **Sunday, September 27, 2026 at 09:00 A.M.** and end on **Tuesday, September 29, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the **cut-off date i.e. Wednesday, September 23, 2026,** may cast their vote electronically. The voting right of Shareholders 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 23, 2026.

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 SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
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
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. 1800-21-09911

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 (NSDL or CDSL) 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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 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 shareholder 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 SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

Folio No./Client ID* : _____

DP ID* : _____

**applicable for members holding shares in electronic form*

I/We, being the member(s) of _____ shares of above-named Company, hereby appoint

1. Name: _____ E-mail Id: _____

   Address: _____

   _____

   Signature: _____

or failing him/her

2. Name: _____ E-mail Id: _____

   Address: _____

   _____

   Signature: _____

or failing him/her

3. Name: _____ E-mail Id: _____

   Address: _____

   _____

   Signature: _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the **49th Annual General Meeting of Fabindia Limited**, to be held on **Wednesday, September 30, 2026 at 11:30 A.M. (IST) at Plot No. 10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi – 110070** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Optional	
		For	**Against**
Ordinary Businesses			
1.	To receive, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Auditors' Report and Directors' Report thereon, as an **Ordinary Resolution**		
2.	To receive, approve and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Auditors' Report thereon, as an **Ordinary Resolution**		
3.	To declare dividend, as an **Ordinary Resolution**		
4.	To re-appoint Mr. William Sean Sovak (DIN: 01161892), as Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment, as an **Ordinary Resolution**		

Resolution Number	Resolution	Optional	
		For	Against
5.	To re-appoint Mr. Richard Frank Celeste (DIN: 09296533), as Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment, as an **Ordinary Resolution**		
6.	To consider and approve the appointment of M/s Walker Chandiok & Co. LLP (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company for the first term of five (5) consecutive years, who shall hold office from the conclusion of 49th Annual General Meeting till the conclusion of the 54th Annual General Meeting, as an **Ordinary Resolution**		
Special Businesses			
7.	To approve the remuneration payable to Ms. Monsoon Latane Bissell, Non-Executive Director of the Company, as a **Special Resolution**		
8.	To approve the remuneration payable to Mr. Vijai Kumar Kapoor, Non-Executive Director of the Company, as a **Special Resolution**		
9.	To approve the remuneration payable to Mr. Nikhil Khera, Non-Executive Director of the Company, as a **Special Resolution**		
10.	To approve the remuneration payable to Mr. Richard Frank Celeste, Non-Executive Director of the Company, as a **Special Resolution**		

Signed this ……..... day of..... 2026.

Affix Re. 1/- Revenue Stamp

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

ATTENDANCE SLIP

For the Forty Ninth (49th) Annual General Meeting of the Members of Fabindia Limited (the "Company") scheduled to be held on Wednesday, September 30, 2026 at 11:30 A.M. (IST) at Plot No. 10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi - 110070

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

For Demat Holding		**For Physical Holding**	
DP ID		Folio No.	
Client ID		No. of Shares held	
No. of Shares held			

Full Name of the Member (***IN BLOCK LETTERS***) _____

Address of the Member _____

I certify that I am a Member/Proxy for the Member of the Company.

I hereby record my presence at the **49th Annual General Meeting** of the Company on **Wednesday, September 30, 2026 at 11:30 A.M. (IST) at Plot No. 10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi – 110070**

Signature of the Member/Proxy

Notes:

1. Members/Proxy holders are requested to duly fill in and sign the original attendance slip at the meeting and hand it over at the entrance.
2. For the convenience of Members, persons other than Members/Proxies will not be admitted.

PROFORMA FOR REGISTRATION/UP-DATION OF E-MAIL IDs

Date:

Fabindia Limited
L&T Business Park, Tower 2,
9th Floor, Sector 27 D, Faridabad,
Haryana – 121003

Folio No. _____

Dear Sirs,

Please register/up-date my/our e-mail ID for forwarding all official communications including the general meeting notices/postal ballot notices/annual reports etc. of the Company through electronic mail.

My/our e-mail ID is as follows:

Email ID: _____

Name of the shareholder:

Address:

Signature of the sole/first holder

(Please ignore, if you have already registered/up-dated your e-mail ID)

ROUTE MAP OF THE VENUE OF THE MEETING SCHEDULED TO BE HELD AT PLOT NO. 10, LOCAL SHOPPING COMPLEX, SECTOR B POCKET-7, VASANT KUNJ, NEW DELHI – 110070 IS ATTACHED BELOW AND THE LINK OF THE LOCATION IS VENUE_LOCATION_LINK

