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

NOTICE is hereby given that the Forty Eighth (48th) Annual General Meeting **("AGM")** of the Members of Fabindia Limited **("Company")** will be held on Friday, September 26, 2025 at 11.30 a.m. (IST) at C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area, Phase II, New Delhi 110020 to transact the following businesses:

ORDINARY BUSINESS:

1) **To receive, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Auditors' Report and Directors' Report thereon**

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

"RESOLVED THAT pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or 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, 2025 comprising of Balance Sheet as at that date, the respective Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended as on that date, and the accompanying Notes thereto, along with the Auditors' Report and Directors' Report thereon, as circulated to the Members of the Company along with the Notice convening the 48th 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, 2025 together with the Auditors' Report thereon**

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

"RESOLVED THAT pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or 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, 2025 comprising of Consolidated Balance Sheet as at that date, the respective Consolidated Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended as on that date, and the accompanying Notes thereto, along with the Auditors' Report thereon, as circulated to the Members of the Company along with the Notice convening the 48th Annual General Meeting, be and are hereby received, approved and adopted."

3) **To declare dividend**

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

"RESOLVED THAT in pursuance 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) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to pay, as recommended by the Board of Directors of the Company, dividend for the financial year 2024-25 at the rate of Rs 1.5 for every fully paid-up equity share of the face value of Re. 1/- each, (i.e. @ 150%), which shall be paid to such Members whose names appear in the Register of Members/BENPOS as at the end of business hours of September 19, 2025 (the Record Date) subject to deduction of tax at source, as applicable."

4) **To appoint a Director in place of Mr. Nikhil Khera (DIN: 09298685), who retires by rotation and, being eligible, offers himself for re-appointment**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Nikhil Khera (DIN: 09298685), Non-Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5) **To appoint a Director in place of Ms. Monsoon Latane Bissell (DIN: 02705935), who retires by rotation and, being eligible, offers herself for re-appointment**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Ms. Monsoon Latane Bissell (DIN: 02705935), Non-Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

6) **To appoint Mr. Lakshminarayana Kollengode Ramanathan (DIN: 06365409) as the Investor Nominee Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and Restated Shareholders Agreement dated June 30, 2016 executed with PI Opportunities Fund I, and on the respective recommendations of Nomination and Remuneration Committee and Board of Directors of the Company ("the Board"), Mr. Lakshminarayana Kollengode Ramanathan (DIN: 06365409), who was appointed as an Additional Director (Investor Nominee Director) of the Company with effect from August 19, 2025 and who holds office pursuant to the provisions of Section 161 of the Act, up to the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Investor Nominee Director of the Company, not liable to retire by rotation.

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

7) **To approve re-appointment of Ms. Pooja Kothari (DIN: 02292177) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), the Rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and on the respective recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company (hereinafter referred to as **"the Board"**), the consent of the Members of the Company be and is hereby accorded to re-appoint Ms. Pooja Kothari (DIN 02292177), who possesses relevant skills, knowledge, expertise and experience and has signified her consent and submitted a declaration that she meets the criteria for appointment as an independent director under the Act and is otherwise eligible for re-appointment, and in respect of whom a notice in writing under Section 160(1) of the Act proposing her candidature has been received, be and is hereby re-appointed as an Independent Director of the Company for a period of three (3) consecutive years from the day she completes her current tenure on August 20, 2026, i.e. effective from August 21, 2026 to August 20, 2029.

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

8) **To approve payment of remuneration to Ms. Pooja Kothari, Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules made thereunder as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers and with further powers to delegate) for payment of remuneration to Ms. Pooja Kothari, Independent Director (DIN: 02292177) of INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration during her tenure of three (3) years effective August 21, 2026, and that the said remuneration may be considered as minimum remuneration, even though the proposed remuneration may be in excess of the limits provided under Section 197 of the Act read with Schedule V thereto, and notwithstanding the fact that the Company may have absence of profits/ inadequacy of profits in any financial year and such remuneration be paid to the abovenamed Independent Director on monthly or quarterly or yearly basis in such amounts or proportions and in such manner as may be determined by the Board from time to time.

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

- Sitting fee paid/ to be paid to the Independent Director for every 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 all such acts, deeds, things and matters as may be required, considered necessary or incidental thereto, as the Board in its absolute discretion may deem fit, proper and consider appropriate in the best interests of the Company, to give effect to this resolution and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution."

9) To approve payment of remuneration to Mr. William Nanda Bissell, Managing Director

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other Rules made thereunder as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers and with further powers to delegate) for payment of remuneration, as detailed below, to Mr. William Nanda Bissell (DIN: 00012819) as Managing Director, for the period commencing from February 22, 2026 to February 21, 2028, and that the said remuneration may be considered as the 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 or parts thereof may be paid to Mr. William Nanda Bissell, Managing Director on monthly or quarterly or yearly basis in such amounts or proportions and in such manner as may be determined by the Board from time to time.

Particulars	Amount
Fixed Remuneration	• For February 22, 2026 to March 31, 2026, Mr. Bissell will continue to receive fixed remuneration basis the existing remuneration for the financial year 2025-26, of Rs. 877.25 lakhs per annum, prorated for the said period. • For the subsequent financial years, there would be an increment of 10% each year over the previous year's annual fixed remuneration.
Director's Commission in case of profits	8% of Increased PBT (Normalised Profit before Tax) • PBT shall be computed basis the Stand-alone financial statements of the Company. • Increased PBT means the excess of PBT over and above the threshold PBT of Rs. 175 crores or the previous year's PBT, whichever is higher.

Components of the Fixed Remuneration

i. Basic salary;

ii. House Rent Allowance ("HRA")- However, he is entitled to rent free accommodation and if he chooses so then in such case, no HRA will be paid and the valuation of rent-free accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of managerial remuneration;

iii. Special Allowance;

iv. Leave Travel Allowance/ Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.

v. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

Perquisites over and above the Fixed Remuneration

vi. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

vii. Gratuity payable should not exceed half month's salary for each completed year of service;

viii. Encashment of leave as per Company's rules, at the end of tenure;

ix. Provision of cars;

x. Provision of telephones (landline & mobiles); and

xi. Provision of Global Medical Health Insurance facility – Global medical insurance cover for self and family as per the policies of the Company.

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

10) To approve payment of remuneration to Mr. Mukesh Kumar Chauhan, Executive Vice Chairman & Director

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

and any other Rules made thereunder as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers and with further powers to delegate) for payment of remuneration, as detailed below, to Mr. Mukesh Kumar Chauhan (DIN: 05108075) as Executive Vice Chairman & Director, for the period commencing from April 1, 2026 to March 31, 2028, and that the said remuneration may be considered as the 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 or parts thereof may be paid to Mr. Mukesh Kumar Chauhan, Executive Vice Chairman & Director on monthly or quarterly or yearly basis in such amounts or proportions and in such manner as may be determined by the Board from time to time.

Particulars	Amount
Fixed Remuneration	• For financial year 2026-27, Mr. Chauhan will receive a remuneration of Rs. 465.85 lakhs per annum. • For the subsequent financial year, there would be an increment of 10% over the previous year.
Director's Commission in case of profits	5% of Increased PBT (Normalised Profit before Tax) • PBT shall be computed basis the Stand-alone financial statements of the Company. • Increased PBT means the excess of PBT over and above the threshold PBT of Rs. 175 crores or the previous year's PBT, whichever is higher.

Components of the Fixed Remuneration

i. Basic salary;

ii. House Rent Allowance ("HRA")- However, he is entitled to rent free accommodation and if he chooses so then in such case, no HRA will be paid and the valuation of rent-free accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of managerial remuneration;

iii. Special Allowance;

iv. Leave Travel Allowance/ Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.

v. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

Perquisites over and above the Fixed Remuneration

vi. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

vii. Gratuity payable should not exceed half month's salary for each completed year of service;

viii. Encashment of leave as per Company's rules, at the end of tenure;

ix. Provision of cars;

x. Provision of telephones (landline & mobiles); and

xi. Provision of Global Medical Health Insurance facility – Global medical insurance cover for self and family as per the policies of the Company.

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

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

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

Date: August 19, 2025
Place: New Delhi

Notes:

1. A Statement setting out the material facts, as required under Section 102(1) of the Companies Act, 2013 ("Act") concerning the special businesses listed at Item Nos. 6 to 10, is annexed hereto, and forms part of the Notice convening this Annual General Meeting.

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

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

4. **Pursuant to Section 105 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.**

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

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

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

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

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

9. Members are requested to note that, dividends if not encashed or remaining unclaimed/unpaid for a period of seven (7) years from the date of transfer to Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund 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 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 www.fabindia.com/ir/shareholders-communication Accordingly, Members are informed to claim their unpaid/unclaimed dividend for the financial year 2017-18 latest by October 10, 2025, failing which the unclaimed/unpaid dividend amount will be transferred to the IEPF Account.

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

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

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

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

12. **Annual Report for the financial year 2024-25 including the Notice convening this Annual General Meeting is being sent to such persons who are Members of the Company as at the close of business hours of Friday, August 29, 2025.**

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

14. **Members of the Company holding shares in physical form or in dematerialized form, as at the close of business hours on the Cut-off Date, being Friday, September 19, 2025 shall only be entitled to vote on the proposed resolutions; and their shareholding on such date shall only be reckoned for the purpose of arriving at the results of the remote e-voting and voting through ballot at the**

AGM. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2025.

The remote e-voting period commences on Tuesday, September 23, 2025 at 9.00 a.m. and ends on Thursday, September 25, 2025 at 5.00 p.m. Thereafter, the remote e-voting module shall be disabled for e-voting. E-vote once cast cannot be altered subsequently.

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

15. 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 September 19, 2025 (the Record Date) subject to deduction of tax at source, as applicable.

16. 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.

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

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

19. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. September 26, 2025.

20. 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.

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

Statement pursuant to Section 102(1) of the Companies Act, 2013 (hereinafter referred to as "the Act") setting out the material facts in respect of special businesses listed at Item Nos. 6 to 10 and forms part of the accompanying Notice.

Resolution at Item No. 6

In terms of Section 160 of the Act read with Rules made thereunder and other applicable provisions of the Act, Articles of Association of the Company and Restated Shareholders Agreement dated June 30, 2016 executed with PI Opportunities Fund I, it is proposed to appoint Mr. Lakshminarayana Kollengode Ramanathan (DIN: 06365409) as a Nominee Investor Director of PI Opportunities Fund I on the Board of the Company.

Earlier, the Company had received a letter dated July 28, 2025 from PI Opportunities Fund I requesting the Company to nominate Mr. Lakshminarayana Kollengode Ramanathan (DIN: 06365409) as their Nominee Director. Accordingly, on the recommendation of the Nomination and Remuneration Committee in its meeting held on August 19, 2025, the Board of Directors in its meeting held on the same day appointed Mr. Lakshminarayana Kollengode Ramanathan (DIN: 06365409) as an Additional Director (Investor Nominee Director) of the Company in terms of Section 161 of the Act to hold office up to the date of the ensuring Annual General Meeting.

Subsequently, the Company had also received a notice dated July 30, 2025, pursuant to Section 160(1) of the Act from PI Opportunities Fund I, proposing candidature of Mr. Lakshminarayana Kollengode Ramanathan as Investor Nominee Director of the Company at the Company's forthcoming annual general meeting. Consequently, on recommendations of the Nomination and Remuneration Committee and the Board of the Company in their respective meetings held on August 19, 2025, an appropriate resolution, as an Ordinary Resolution, has been placed at Item No. 6 of the accompanying Notice convening this Annual General Meeting proposing the candidature of Mr. Lakshminarayana Kollengode Ramanathan for appointment as Investor Nominee Director.

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

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

Except Mr. Lakshminarayana Kollengode Ramanathan, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. Mr. Lakshminarayana Kollengode Ramanathan holds 32340 equity shares in the Company, equivalent to 0.022% stake in the Company; and since he is an Investor Nominee Director of PI Opportunities Fund I, which holds 3,01,06,560 shares constituting 20.35% of equity stake in the Company, he may be considered interested or concerned, directly or indirectly, to that extent in the aforesaid resolution.

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

Resolutions at Item Nos. 7 & 8

Ms. Pooja Kothari (DIN: 02292177), was appointed as an Independent Director of the Company in the 47th Annual General Meeting for a term of two (2) years and holds office up to August 20, 2026. Pursuant to the provisions of Section 149 of the Act, Ms. Pooja Kothari is eligible to be re-appointed as Independent Director for a second term.

It is proposed to re-appoint Ms. Pooja Kothari as an Independent Director of the Company in terms of Section 149, 150 and 152 of the Act read with Schedule IV thereto and other applicable provisions of the Act and Articles of Association of the Company, for a second term of three (3) years from August 21, 2026 to August 20, 2029. She has consented to act as an independent director, if appointed, and has submitted requisite disclosures of interest and declarations including Declaration of Independence as applicable under the Act.

Nomination and Remuneration Committee in its meeting held on July 3, 2025, considered a notice pursuant to Section 160(1) of the Act received from a Member proposing her candidature as a Director of the Company and recommended her candidature for re-appointment.

The Board in its meeting held on August 19, 2025, considered her candidature for re-appointment and formed an opinion that she continues to possess the skills, knowledge, expertise and experience, and integrity for effective functioning in her role as independent director of the Company and her continued association with the Company would be of immense benefit to the Company, and that she fulfills the conditions for re-appointment as an Independent Director as specified in the Act read with Rules made thereunder and continues to be independent of the management of the Company.

Further, the Board considered her performance evaluation and concluded that Ms. Pooja Kothari has effectively and efficiently discharged her duties, roles and responsibilities during her tenure as independent director of the Company and based on the performance evaluation , the Board recommends that Ms. Pooja Kothari be re-appointed for a second term of three (3) years from August 21, 2026 to August 20, 2029.

While making its recommendations to the Board of Directors for her appointment, Nomination and Remuneration Committee in its meeting held on July 3, 2025, also made its recommendation to the Board of Directors to pay Rs. 2,00,000/- (Rupees Two Lakhs only) per month as the Base remuneration to her during her second tenure as the independent director. Consequently, the Board of Directors in its meeting held on August 19, 2025, accepted the recommendations of the Nomination and Remuneration Committee. Said remuneration is exclusive of the sitting fees and reimbursement of expenses.

The copy of terms and conditions of her re-appointment is available on the website of the Company and will also be available for inspection by the Members.

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

Except Ms. Kothari, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 7 & 8 of the Notice.

Your Directors recommend to the Members to approve the resolutions set forth at Item Nos. 7 & 8 of the Notice as Special Resolutions.

Resolution at Item No. 9:

In the Extra-Ordinary General Meeting held on April 18, 2023, Mr. William Nanda Bissell was appointed as Managing Director for a period of 5 years from February 22, 2023 to February 21, 2028. In the same meeting, Mr. Bissell's remuneration was also approved for the given five-year term.

Subsequently, in the Extra-Ordinary General Meeting held on March 20, 2024, the resolution approving the remuneration passed in Extra-Ordinary General Meeting held on April 18, 2023, was partially modified to curtail the period of remuneration from 5 years to 3 years (from February 22, 2023 to February 21, 2026) without making any changes in the remuneration, and designating the given remuneration as minimum remuneration even though the remuneration may be in excess of the limits specified under the Act and notwithstanding the fact that the Company may have absence of profits/inadequacy of profits in any financial year during the relevant period.

Consequently, Mr. Bissell's remuneration stands approved by the shareholders only up to February 21, 2026, and therefore, another special resolution is required to be passed to enable the Company to pay his remuneration from February 22, 2026 to February 21, 2028. Hence, an appropriate proposal was placed before the Nomination and Remuneration Committee (NRC) of the Company in its meeting held on July 3, 2025, wherein the NRC made its recommendations to the Board of Directors to approve the proposed remuneration, which is in line with the remuneration approved initially in the Extra-Ordinary General meeting held on April 18, 2023. The Board of Directors considering the above recommendations of the NRC, approved the proposal in its meeting held on August 19, 2025, subject however to approval of the Members. Hence, the Special Resolution at Item No. 9 for Mr. Bissell's remuneration for the balance two-year term from February 22, 2026 to February 21, 2028, is placed for Members' approval.

The proposed overall scale of fixed remuneration and commission on profit, as remuneration for the two-year period, is as under:

Particulars	Amount
Fixed Remuneration	• For February 22, 2026 to March 31, 2026, Mr. Bissell will continue to receive fixed remuneration basis the existing remuneration for the financial year 2025-26 of Rs. 877.25 lakhs per annum, prorated for the said period. • For the subsequent financial years, there would be an increment of 10% each year over the previous year's annual fixed remuneration.
Director's Commission in case of profits	8% of Increased PBT (Normalised Profit before Tax) • PBT shall be computed basis the Stand-alone financial statements of the Company. • Increased PBT means the excess of PBT over and above the threshold PBT of Rs. 175 crores or the previous year's PBT, whichever is higher.

The details pertaining to the Components of the Fixed Remuneration and Perquisites over and above the Fixed Remuneration, as detailed in the resolution at Item No. 9, are identical as approved by the Members in the Extra-Ordinary General Meeting held on April 18, 2023.

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

Except Mr. William Nanda Bissell, and Ms. Monsoon Latane Bissell, being relative of Mr. Bissell, none of the other directors and key managerial personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 9 of the accompanying notice. Mr. William Nanda Bissell together with his relatives, directly or indirectly, is interested in 48.6% of the equity of the Company.

Your Directors recommend to the Members to approve the resolution set forth at Item No. 9 of the Notice as a Special Resolution.

Resolution at Item No. 10:

In the Extra-Ordinary General Meeting held on April 18, 2023, Mr. Mukesh Kumar Chauhan was appointed as Executive Vice Chairman & Director for a period of 5 years from April 1, 2023 to March 31, 2028. In the same meeting, Mr. Chauhan's remuneration was also approved for the given five-year term.

Subsequently, in the Extra-Ordinary General Meeting held on March 20, 2024, the resolution approving the remuneration passed in Extra-Ordinary General Meeting held on April 18, 2023, was partially modified to curtail the period of remuneration from 5 years to 3 years (from April 1, 2023 to March 31, 2026) without making any changes in the remuneration, and designating the given remuneration as minimum remuneration even though the remuneration may be in excess of the limits specified under the Act and notwithstanding the fact that the Company may have absence of profits/inadequacy of profits in any financial year during the relevant period.

Consequently, Mr. Chauhan's remuneration stands approved by the shareholders only up to March 31, 2026, and therefore, another special resolution is required to be passed to enable the Company to pay his remuneration from April 1, 2026 to March 31, 2028. Hence, an appropriate proposal was placed before the Nomination and Remuneration Committee (NRC) of the Company in its meeting held on July 3, 2025, wherein the NRC made its recommendations to the Board of Directors to approve the proposed remuneration, which is in line with the remuneration approved initially in the Extra-Ordinary General meeting held on April 18, 2023. The Board of Directors considering the above recommendations of the NRC, approved the proposal in its meeting held on August 19, 2025, subject however to approval of

the Members. Hence, the Special Resolution at Item No. 10 for Mr. Chauhan's remuneration for the balance two-year term from April 1, 2026 to March 31, 2028, is placed for Members' approval.

The proposed overall scale of fixed remuneration and commission on profit, as remuneration for the two-year period, is as under:

Particulars	Amount
Fixed Remuneration	• For financial year 2026-27, Mr. Chauhan will receive a remuneration of Rs. 465.85 lakhs per annum. • For the subsequent financial year, there would be an increment of 10% over the previous year.
Director's Commission in case of profits	5% of Increased PBT (Normalised Profit before Tax) • PBT shall be computed basis the Stand-alone financial statements of the Company. • Increased PBT means the excess of PBT over and above the threshold PBT of Rs. 175 crores or the previous year's PBT, whichever is higher.

The details pertaining to the Components of the Fixed Remuneration and Perquisites over and above the Fixed Remuneration, as detailed in the resolution at Item No. 10, are identical as approved by the Members in the Extra-Ordinary General Meeting held on April 18, 2023.

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

Except Mr. Mukesh Kumar Chauhan, none of the other directors and key managerial personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 10 of the accompanying notice. Mr. Mukesh Kumar Chauhan holds 241110 equity shares in the Company, equivalent to 0.163% stake in the Company.

Your Directors recommend to the Members to approve the resolution set forth at Item No. 10 of the Notice as a Special Resolution.

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

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

Date: August 19, 2025
Place: New Delhi

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 is incorporated under the Companies Act, 1956 ("Company") having its registered office at Plot No.10, Local Shopping Complex, Sector B, Pocket-7, Vasant Kunj, New Delhi - 110070, India. The Company is engaged in the business of designing, logistic support, contract manufacturing and procurement and sale by way of retailing, through its Company Owned Company Operated outlets as well as franchisee operated outlets, of crafts and fabrics, garments and accessories, home furnishings, furniture, organic foods, personal care products, handicraft/imitation jewellery, ornaments and other products depicting importance of rural life and cultural heritage of India; diaries, calendars, leather items or imitations thereof including travelling bags, carrying bags, handbags, wallets, etc.; and other similar products under the brand name "Fabindia" and other related brand names owned by the company.

2. **Date or expected date of commencement of commercial production:** Not Applicable as the Company has already commenced the business activity. The Company was incorporated on December 14, 1976.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

4. **Financial performance based on given indicators:** As per the Financial Statements of the Company for the Financial Year 2023-24 duly approved by the Board and adopted by the Shareholders of the Company in the 47th Annual General meeting and Financial Statements of the Company for the Financial Year 2024-25 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, 2025, 24.61% 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) Ms. Pooja Kothari is a professional with more than 25 years of experience across business journalism and serial entrepreneurship. She co-founded ventures in warehousing, food retail and personal finance. She raised venture capital for a pioneering online platform for storage. She is proficient in revitalising businesses with operational efficiencies and cost rationalisation measures; and has extensive experience in building an online marketplace and a warehouse management software. She contributes to corporate governance as a board member and to communities as a volunteer.

   b) Mr. William Nanda Bissell is the Managing Director of our Company. He has been on the Board of our Company since August 23, 1994 and has held several positions including Managing Director, Executive Chairman and Director and Executive Vice Chairman and Director. He holds a bachelor's degree in arts from Wesleyan University, Middletown, Connecticut. He has over 30 years of experience in the retail and apparel industry. He has also received the 'Entrepreneur with Social Impact' award from Forbes India.

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

2. **Past remuneration:** The details of the remuneration (including sitting fees paid to the Independent Director) paid to the aforesaid Directors during the financial year ended March 31, 2025 was as follows:

   a) Ms. Pooja Kothari: Rs. 19,70,967/-

   b) Mr. William Nanda Bissell: Rs. 6,26,66,670/-

   c) Mr. Mukesh Kumar Chauhan: Rs. 6,38,49,997/-

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

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

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

   b) Mr. William Nanda Bissell is entrusted with substantial powers of management of the affairs of the Company and is also responsible for strategic decisions, new project and products development, and overall operations management of the Company, subject to

overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

c) Mr. Mukesh Kumar Chauhan is responsible for performance management of the Company, finance & taxation functions, internal audit, project management, legal & secretarial functions, corporate governance and compliance of the Company, subject to overall superintendence, control and direction of the Board of Directors. Besides the above, he has been looking after the functioning of subsidiaries of the Company. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

5. **Remuneration proposed:** As per the details mentioned in the resolution nos. 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 Director does not have any other pecuniary relationship with the Company.

III. Other information:

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

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

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

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ANNEXURE - A

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

Name of Director	Mr. Nikhil Khera	Ms. Monsoon Latane Bissell	Mr. Lakshminarayana Kollengode Ramanathan	Ms. Pooja Kothari	Mr. William Nanda Bissell	Mr. Mukesh Kumar Chauhan
DIN	09298685	02705935	06365409	02292177	00012819	05108075
Date of Birth	March 05,1978	December 17,1969	June 4, 1966	September 27, 1976	June 10, 1966	June 22, 1968
Qualification, Brief resume/ Experience (including expertise in specific functional area)	BSC Textile Management and Marketing from Philadelphia University	Bachelor's degree in Psychology from Bryn College, Masters of Arts in Psychological Counselling and Masters of Education both from Columbia University.	Management Accountant; Graduate in Management from Indian Institute of Management, Lucknow; Certified Six Sigma Black Belt; and presently Chief Endowment Officer of the Azim Premji Foundation for Development, managing investments of the $5 billion Endowment Fund	Bachelor's degree in Arts (Hons.) from St. Stephen's College, Delhi.	Bachelor's degree in arts from Wesleyan University, Middletown, Connecticut	Bachelor's degree in Commerce (Hons.) from Shri Ram College of Commerce, University of Delhi, and Chartered Accountant
Terms and Conditions for appointment	As per the appointment letter issued by the Company	As per the appointment letter issued by the Company	As per appointment letter to be issued by the Company	As per the appointment letter issued by the Company	As per the appointment letter issued by the Company	As per the appointment letter issued by the Company
Remuneration last drawn, including sitting fees, if any, paid/ payable for FY 2024-25	Rs. 32,00,000/-	Rs. 25,00,000/-	Not applicable	Rs. 19,70,967/-	Rs. 6,26,66,670/-	Rs. 6,38,49,997/-
Remuneration sought to be paid	Proposal before the Members is for re-appointment of retiring director. The Remuneration proposed to be paid to the Director is INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses, for period of three years w.e.f. April 1, 2024	Proposal before the Members is for re-appointment of retiring director. The Remuneration proposed to be paid to the Director is INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses,or director's commission at the rate of 0.5% of standalone profit beforetax, whichever is higher, for period of three years w.e.f. April 1, 2024	None	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses during her extended tenure, which is also the remuneration being paid during the current tenure.	As mentioned in the resolution and basis earlier approved by theshareholders of the Company in their Extra Ordinary General Meeting held on April 18, 2023	As mentioned in the resolution and basis earlier approved by theshareholders of the Company in their Extra Ordinary General Meeting held on April 18, 2023

Name of Director	Mr. Nikhil Khera	Ms. Monsoon Latane Bissell	Mr. Lakshminarayana Kollengode Ramanathan	Ms. Pooja Kothari	Mr. William Nanda Bissell	Mr. Mukesh Kumar Chauhan
Date of first appointment on the Board	September 01,2021	June 27, 2000	August 19, 2025	August 21, 2024	August 08,2000	August 20,2021
Shareholding in the Company	2.96%	1.85%*	0.02%	None	15.53%*	0.16%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None	Sister of Mr. William Nanda Bissell	None	None	Son-in-Law of Mr. Vijai Kumar Kapoor and Brother of Ms. Monsoon Latane Bissell	None
Number of Board meetings attended during the last Financial Year (i.e. Financial Year 2024-25)	All six (6) meetings	All six (6) meetings	Not applicable	All four (4) meetings, including the meeting in which she was appointed	All six (6) meetings	All six (6) meetings
Directorship in other entities (including directorship in other Companies and Body Corporates)	1	Nil	10	4	1	1
Membership/ Chairmanship of Committees of Board of Directors of other companies	Nil	Nil	Nil	Nil	NIL	NIL
*Due to demise of Mrs. Bimal Nanda Bissell, a member of the Company holding 8.26% of the equity stake, and mother of Ms. Monsoon Latane Bissell and Mr. William Nanda Bissell, their shareholding may increase due to transmission of some shares in their respective names.						

ANNEXURE – B

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Tuesday, September 23, 2025 at 09:00 A.M. and ends on Thursday, September 25, 2025 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 Record Date (Cut-off Date) i.e. September 19, 2025, 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 19, 2025.

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: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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

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 IDFor 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.

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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 Annual General Meeting of the Company, to be held on Friday, September 26, 2025 at 11.30 a.m. (IST) at, C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area Phase II, New Delhi-110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	**Resolution**	*Optional*	
		For	**Against**
Ordinary Business			
1.	To receive, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 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, 2025 together with the Auditors' Report thereon, as an Ordinary Resolution.		
3.	To declare dividend, as an Ordinary Resolution		
4.	To appoint a Director in place of Mr. Nikhil Khera (DIN: 09298685), who retires by rotation and, being eligible, offers himself for re-appointment, as an Ordinary Resolution		
5.	To appoint a Director in place of Ms. Monsoon Latane Bissell (DIN: 02705935), who retires by rotation and, being eligible, offers herself for re-appointment, as an Ordinary Resolution		
Special Business			
6.	To appoint Mr. Lakshminarayana Kollengode Ramanathan (DIN: 06365409) as an Investor Nominee Director, as an Ordinary Resolution		

7.	To re-appoint Ms. Pooja Kothari (DIN: 02292177) as an Independent Director of the Company, as a Special Resolution		
8.	To approve payment of remuneration to Ms. Pooja Kothari, Independent Director of the Company, as a Special Resolution		
9.	To approve payment of remuneration to Mr. William Nanda Bissell, Managing Director, as a Special Resolution		
10.	To approve payment of remuneration to Mr. Mukesh Kumar Chauhan, Executive Vice Chairman & Director, as a Special Resolution		

Signed this ..... day of ..... 2025.

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Affix
Re. 1/-
Revenue
Stamp

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.

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ATTENDANCE SLIP

FOR THE FORTY EIGHTH (48TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF FABINDIA LIMITED ("COMPANY")
SCHEDULED TO BE HELD ON FRIDAY, SEPTEMBER 26, 2025 AT 11.30 A.M. (IST) AT C-42, 2ND FLOOR, GATE NO. 1,
OKHLA INDUSTRIAL AREA, PHASE II, NEW DELHI 110020

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

For Demat Holding	
DPID	
Client ID	
No. of Shares held	

For Physical Holding	
Folio No.	
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 **Annual General Meeting** of the Company on **Friday, September 26, 2025 at 11.30 a.m. (IST) at C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area, Phase II, New Delhi 110020**

_____

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.

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

Date:

Fabindia Limited
C-40, 2nd Floor, Okhla Industrial Area Phase II
New Delhi-110020

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)

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Route map of the venue of the Annual General Meeting At Fabindia Limited, C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area, Phase II, New Delhi - 110020

