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

# NOTICE
## OF THE 46TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Forty Sixth Annual General Meeting ("AGM")** of the members of **FABINDIA LIMITED** *(Formerly known as Fabindia Overseas Private Limited)* will be held on **Monday, the 27th day of November 2023 at 04:00 PM (IST)** through Video Conferencing/ Audio-Visual Means (VC/ OAVM) via zoom facility as per the details provided in the Notes to this Notice, to transact the following business:

**ORDINARY BUSINESS**

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

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

**"RESOLVED THAT** the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, including the Balance Sheet as at March 31, 2023, and the respective Statement of Profit and Loss and 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 of the 46th Annual General Meeting, be and are hereby received, approved and adopted."

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

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

**"RESOLVED THAT** the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, including the Consolidated Balance Sheet as at March 31, 2023, and the respective Consolidated Statement of Profit and 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 of the 46th Annual General Meeting, be and are hereby received, approved and adopted."

**2. DIRECTORS LIABLE TO RETIRE BY ROTATION**

**a. Mr. Nikhil Khera (DIN: 09298685)**

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 of the Companies Act, 2013 ('the Act') and rules made thereunder including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Act and the Articles of Association of the Company, Mr. Nikhil Khera (DIN: 09298685), Non – Executive Director who retires 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."

**b. Ms. Monsoon Latane Bissell (DIN: 02705935)**

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 of the Companies Act, 2013 ('the Act') and rules made thereunder including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Act and the Articles of Association of the Company, Ms. Monsoon Latane Bissell (DIN: 02705935), Non - Executive Director who retires and being eligible offers herself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS**

**3. APPOINTMENT OF MR. MANOJ JAISWAL AS AN INVESTOR NOMINEE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Sections 160 and 161 of the Companies Act 2013 ("the Act") read with rules made thereunder (including any statutory modification thereto or re-enactment 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 all other applicable provisions of the Companies Act, 2013, and in accordance with the recommendations of the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors, Mr. Manoj Jaiswal (DIN: 07873564) who holds office as an Additional (Nominee) Director of the Company up to the ensuing Annual General Meeting, be and is hereby appointed as a Director (Investor Nominee Director) of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to sign and file requisite forms/ returns with the Registrar of Companies, Ministry of Corporate Affairs and to do all such acts, deeds and things as may be required, considered necessary or incidental thereto to give effect to the aforesaid resolution."

***Registered Office:***
Plot No.10, Local Shopping Complex,
Sector B Pocket-7, Vasant Kunj,
New Delhi 110070

By order of the Board of Directors
For **FABINDIA LIMITED**
*(Formerly known as Fabindia Overseas Pvt. Ltd.)*

Sd/-
**DINESH KUMAR JAIN**
Company Secretary
Membership no. F6224
R/o- C-2621, Sushant Lok, Phase -1
Gurgaon - 122002

Place: New Delhi
Date: October 30, 2023

**NOTES:**

**1. INSTRUCTIONS TO PARTICIPATE IN THE AGM THROUGH AUDIO VISUAL MEANS VIA ZOOM FACILITY**

As per General Circular No. 14/2020 dated 08th April 2020, 17/2020 dated April 13, 2020, 20/2020, dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September 2023, issued by Ministry of Corporate Affairs (MCA circulars), AGM can be conducted through audio-visual means in view of pandemic caused by COVID-19 prevailing across the globe. Accordingly, the Company is conducting AGM via ZOOM and steps to be followed to join in AGM are given below:

**Pre-requisites:**

i. Dedicated 1:1 internet connection – Minimum 5 Mbps Upload/Download (Wired connection is recommended)

ii. Good Quality Speakers and a microphone

iii. Good Quality Camera (HD Camera) - Built-in or USB plug-in

iv. Members are encouraged to join the Meeting through Laptops for better experience.

v. Zoom software 5.0 or later version must be pre-installed

**STEP 1:**

In case, member does not have zoom software, please download the software from below link:

a. Click on https://zoom.us/download

b. Download and install the Zoom software.

**STEP 2:**

Click on the meeting registration link below.

https://us02web.zoom.us/meeting/register/tZEpd-GpqTkiGt28GYIDjXHIZMDfH-Wlod4k

**STEP 3:**

Upon clicking the above link, a registration window will be opened in the web browser. Members are requested to register themselves by providing their details such as name, email id and phone number and click on Register tab.

**STEP 4:**

After registration, a window will appear notifying that meeting registration is approved and a link will be provided therein to join the meeting. Simultaneously, member will receive the said link from no-reply@zoom.us at his/her email-id also provided at the time of registration in step 3. Please note that the said link will be unique for every member. Kindly do not share it with anyone.

**General instructions for members:**

- Members will be on **MUTE** by default during the course of AGM in order to prevent any kind of background disturbance.
- Members will be asked to unmute their audios if they have any questions during "**QUESTION AND ANSWER**" session.
- Members shall ask questions only by **SENDING QUESTIONS IN CHAT BOX** by stating their names and entity they represent, if any.
- The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
- Chat box can be used only upon any direction from either the Chairman or the Company Secretary of the Company

**2.** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice of the AGM. Additional information pursuant to Secretarial Standard on General Meetings (SS-2) providing requisite details of directors being appointed/re-appointed is appended and forms part of this Notice.

**3.** The online facility for joining the AGM shall be opened 15 minutes before the time scheduled for the meeting and shall remain open till 15 minutes after the closure of the meeting.

**4.** The members shall be allowed to participate in the meeting on First Come First Serve principle. However, Large members (members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, KMPs, the Chairperson of the Audit, Nomination and Remuneration and Stakeholder's Committee and Auditors can attend meeting without restriction of First Come First Served basis.

**5.** The members can submit their queries relating to the resolutions proposed in the notice 7 days before the AGM at the email id dinesh.jain@fabindia.net.

**6.** Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not being annexed to this Notice. However, corporate members are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM, through e-mail to the Company at dinesh.jain@fabindia.net and the Scrutinizer at csarungupta@gmail.com

**7.** In view of prevailing circumstances due to the COVID-19 pandemic, also in conformity with the applicable regulatory requirements and as per MCA circulars. Notice of AGM is being sent through e-mail only to those shareholders whose names appear in the Register of Members/List of Beneficial Owners as at the end of Friday, October 27, 2023 and whose email-ids are registered with the Company.

**8.** In case of any queries connected with participation through audio-visual means, Member(s) may contact Mr. Narender Rathee at mobile no. 9416956336 or email id narender.rathee@fabindia.net

**9.** Shareholders, whose email IDs are not registered or want to update their email IDs, are requested to write to the Company at stakeholders@fabindia.net or dinesh.jain@fabindia.net

**10.** Members attending the AGM through VC/OAVM shall be reckoned for the purpose of the quorum under Section 103 of the Companies Act, 2013.

**11.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

**12.** Members are requested to note that, dividend amounts if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account are also liable to be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

**13.** Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, Mr. Dinesh Kumar Jain at Corporate Office C-40, 2nd floor, Okhla Industrial Area, Phase-II, New Delhi-110020 or email at stakeholders@fabindia.net or dinesh.jain@fabindia.net

**14.** Members may also note that the Notice of the AGM along with the Annual Report will be available on the Company's website, www.fabindia.com.

**15.** The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which Directors are interested shall be accessible for the inspection by the members during the AGM.

Documents referred to in the accompanying Notice will be open for inspection by the members in electronic mode during business hours between 10 a.m. and 5 p.m. on all working days till the date of the AGM, and also during its continuance. The members seeking to inspect such documents can send an email to the Company Secretary at dinesh.jain@fabindia.net requesting the same. On receiving a valid email request from any member, the Company shall make requisite arrangements for inspection of such documents

**16.** AGM will be held through audio-visual means. Hence, Route Map and Landmark for place of meeting is not provided in this Notice.

***17. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of e-voting is given in Annexure-I.***

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS**
**(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the Special Business mentioned in the accompanying notice and should be taken as forming part of the Notice.

**ITEM NO. 3**

In terms of the Section 160 & 161 of the Companies Act 2013 ("the Act") read with rules made thereunder, Articles of Association (AOA) and Restated Shareholders Agreement (SHA) dated June 30, 2016 executed with PI Opportunities Fund I, it was proposed to appoint a nominee (Investor Director) of PI Opportunities Fund I on the Board of the Company.

Upon the recommendation of the Nomination and Remuneration Committee in their meeting held on July 04, 2023, the Board of Directors of the Company through resolution by circulation passed on July 08, 2023, had appointed Mr. Manoj Jaiswal as an Additional (Nominee) Director (Investor Director) w.e.f July 11, 2023 subject to the approval of members in the AGM of Company. Mr. Manoj Jaiswal holds office of Additional (Nominee) Director up to the date of Annual General Meeting. Consequently, on recommendations of the members of the Nomination and Remuneration Committee vide Circular Resolution passed on October 23, 2023 and approved by the Board of Directors in its meeting held on October 30, 2023, an appropriate resolution, as an Ordinary Resolution, has been placed at Item No. 3 of the accompanying Notice convening this annual general meeting proposing the candidature of Mr. Manoj Jaiswal for appointment as Investor Nominee Director under Sections 160 and 161 read with other provisions of the Companies Act, 2013.

In pursuance of Section 152(5) of the Act, Mr. Manoj Jaiswal has given his consent to act as a Director of the Company, if appointed.

Additional information in respect of Mr. Manoj Jaiswal, including his brief resume, pursuant to the Secretarial Standard on General Meetings, is provided below:

Mr. Manoj Jaiswal is CFO and the Operating Partner for Premji Invest (PI). He has extensive experience in excess of 25 years +, which includes Leading Finance Functions as a CFO of Listed Companies, negotiating multi country large contracts, driving operational and functional excellence to improve profitability and resource utilization, Risk Management, Leading US$3Bn treasury for Wipro and almost $6Bn+ of Foreign exchange flows. Additionally, he headed a Business Unit of Wipro with Global operations.

Your Directors are of the view that the association of Mr. Manoj Jaiswal and the rich experience he brings in with him would benefit the Company. He also possesses appropriate skills, expertise and competencies in the context of the Company's business.

Except Mr. Manoj Jaiswal, 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. 3 of the Notice. Since Mr. Jaiswal 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 besides holding 26,820 equity shares in his individual capacity, may be considered interested or concerned, directly or indirectly, to that extent in the aforesaid resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of members.

***Registered Office:***
Plot No.10, Local Shopping Complex,
Sector B Pocket-7, Vasant Kunj,
New Delhi 110070

Place: New Delhi
Date: October 30, 2023

By order of the Board of Directors
For **FABINDIA LIMITED**
*(Formerly known as Fabindia Overseas Pvt. Ltd.)*

Sd/-
**DINESH KUMAR JAIN**
Company Secretary
Membership no. F6224
R/o- C-2621, Sushant Lok, Phase -1
Gurgaon - 122002

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE AGM [PURSUANT TO SECRETARIAL STANDARD–2 ON GENERAL MEETINGS]**

| Name of Director | NIKHIL KHERA | MONSOON LATANE BISSELL |
|---|---|---|
| Director Identification Number (DIN) | 09298685 | 02705935 |
| Age | 45 years | 53 years |
| Date of first appointment | September 01, 2021 | June 27, 2000 |
| Qualification, Brief resume/ Experience (including expertise in specific functional area) | Nikhil Khera is a Non-Executive Director of our Company. He has been on the Board of our Company since September 01, 2021.<br><br>He holds a bachelor's degree in Science from the University of Philadelphia and is a member alpha chapter of Phi Psi Fraternity. He has over 25 years of experience in textile industry. He is also a partner in Bharat Carpet Manufacturers since April 1, 1996 and partner in V-Weave since August 24, 2004. | Monsoon Latane Bissell is a Non-Executive Director of your Company. She has been on the Board of your Company since June 27, 2000.<br><br>She holds a diploma from The Ethel Walker School, Simsbury, Connecticut and bachelor's degree in arts from the Trustees and Faculty of Bryn Mawr College in the state of Pennsylvania and two master's degrees in education and arts, respectively, from Columbia University, New York. She is a counselor, facilitator and applied behavioural science practitioner. She is a professional member for more than 15 years and a board member of the Indian Society for Applied Behavioural Sciences and currently holds the position of joint dean of professional development. She is also a visiting faculty at the Indian Institute of Management, Ahmedabad. |
| Terms and Conditions for re - appointment | In terms of Section 152 (6) of the Companies Act, 2013, Mr. Nikhil Khera who was re-appointed as Non-executive Director at the 44th Annual General Meeting held on 30th September 2021, is liable to retire by rotation. Being eligible, Mr. Nikhil Khera has offered himself to be re-appointed. | In terms of Section 152 (6) of the Companies Act, 2013, Ms. Monsoon Latane Bissell who was re-appointed as Non-executive Director at the 45th Annual General Meeting held on 30th July 2022, is liable to retire by rotation. Being eligible, Ms. Monsoon Latane Bissell has offered herself to be re-appointed. |
| Remuneration last drawn (including sitting fees, if any) | INR 2.90 Million, as he is entitled to receive a monthly fixed remuneration of INR 0.2 Million per month, as approved by the shareholders, in addition to sitting fees payable for attending the Committee meetings. | INR 2.40 Million, as she is entitled to receive a monthly fixed remuneration of INR 0.2 Million per month, as approved by the shareholders. |
| Remuneration sought to be paid | As per existing approved remuneration. | As per existing approved remuneration. |
| Shareholding in the Company (as on the date of AGM Notice) | 2.84% | 1.85% |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | None | Sister of Mr. William Nanda Bissell |
| Number of Board meetings attended during the year | 09 | 08 |
| List of Directorships held in other companies | 1) Om Jyoti Properties Private Limited<br>2) Narain Das Tulsidas Pvt Ltd | Organic India Private Limited (OIPL) |
| Membership/ Chairmanship of Committees of Board of Directors of other companies | Committee of Directors - Member (Fabindia Limited) | Corporate Social Responsibility Committee - Member (Organic India Private Limited)<br>Corporate Social Responsibility Committee - Member (Fabindia Limited) |

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE AGM**
**[PURSUANT TO SECRETARIAL STANDARD–2 ON GENERAL MEETINGS]**

| | |
|---|---|
| **Name of Director** | **MANOJ JAISWAL** |
| **Director Identification Number (DIN)** | 07873564 |
| **Age** | 49 years |
| **Date of first appointment** | July 11, 2023 |
| **Qualification, Brief resume/ Experience (including expertise in specific functional area)** | Manoj Jaiswal is an Additional (Nominee) Director of our Company. He has been on the Board of our Company since July 11, 2023<br><br>Mr. Manoj Jaiswal is CFO and the Operating Partner for Premji Invest (PI). He has extensive experience in excess of 25years + includes Leading Finance Functions as a CFO of Listed Companies, negotiating multi country large contracts, driving operational and functional excellence to improve profitability and resource utilization, Risk Management, Leading US$3Bn treasury for Wipro and almost $6Bn+ of Foreign exchange flows. Additionally, he headed a Business Unit of Wipro with Global operations. |
| **Terms and Conditions for re - appointment** | As detailed in the Notice along with Explanatory Statement in item no. 3 of the Annual General Meeting (AGM) Notice above |
| **Remuneration last drawn (including sitting fees, if any)** | NA |
| **Remuneration sought to be paid** | NA |
| **Shareholding in the Company (as on the date of AGM Notice)** | 0.018% |
| **Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company** | None |
| **Number of Board meetings attended during the year** | NA as his date of appointment is July 11, 2023. |
| **List of Directorships held in other companies** | 1. Napean Trading and Investment Company (Singapore) Pte Ltd<br>2. Vindhyasi Investment Company Pte Ltd, Singapore<br>3. Shubham Housing Development Finance Company Limited<br>4. Hygienic Research Institute Private Limited<br>5. Prazim Trading and Investment Company Private Limited<br>6. Hasham Investment and Trading Co Pvt Ltd<br>7. Tarish Investment and Trading Company Private Limited<br>8. Organic India Private Limited<br>9. SB Packagings Private Limited<br>10. Best Value Chem Private Limited<br>11. Best Value Organics Private Limited<br>12. BVC Specialities Private Limited<br>13. Micro Plastics Private Limited<br>14. Mplastics Toys and Engineering Private Limited<br>15. Lorhan ITServices – Me Limited |
| **Membership/ Chairmanship of Committees of Board of Directors of other Companies** | Audit Committee - Member<br>Assets Liability Management Committee - Member<br>(Shubham Housing Development Finance Company Limited) |

**Annexure-I**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and accordingly the proposed business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

**The remote e-voting period begins on November 24, 2023 at 09:00 AM IST and ends on November 26, 2023 at 05.00 PM IST. 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. November 20, 2023**, 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 **November 20, 2023**.

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Public 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. 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 or joining virtual meeting & voting during the meeting.<br>2. 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<br>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 or joining virtual meeting & voting during the meeting.<br>4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>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 use your existing my easi username & password.<br>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 or joining virtual meeting & voting during the meeting. 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.<br>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.<br>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 or joining virtual meeting & voting during the meeting. |

**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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33 |

**B) Login Method for e-Voting and joining virtual meeting 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<br>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<br>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<br>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 use 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 to 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.co.in 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 and join General Meeting on NSDL e-Voting system**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.co.in. 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 and 022 - 2499 7000 or send a request to Anubhav Saxena at evoting@nsdl.co.in

**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 dinesh.jain@fabindia.net or 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 dinesh.jain@fabindia.net or stakeholders@fabindia.net If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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 Public 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members may be allowed Camera access to answer their queries and therefore, they should use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at dinesh.jain@fabindia.net or stakeholders@fabindia.net. The same will be replied by the company suitably.