FABINDIA LIMITED
Registered Office: Plot No. 10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi 110070
Head Office: C-40, 2nd Floor, Okhla Industrial Area Phase II, New Delhi – 110 020
Ph: 40692000 | Fax: 26385053 | Corporate Identity No. (CIN): U74899DL1976PLC008436
E-mail: mailus@fabindia.net | Website: www.fabindia.com

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Fabindia Limited ("**Company**") will be held on Wednesday, March 20, 2024, at Fabindia Limited, C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area Phase II, New Delhi- 110020, at 11:00 A.M. (IST), to transact the following businesses:

SPECIAL BUSINESSES:

1. **DISINVESTMENT OF SUBSIDIARY COMPANY (ORGANIC INDIA PRIVATE LIMITED) UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013**

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the relevant rules made thereunder (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Articles of Association of the Company and subject to other requisite approvals to the extent necessary or as may be required, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**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) to sell/transfer an undertaking in term of Section 180(1)(a) of the Act, comprising 100% equity shares of Organic India Private Limited, a subsidiary Company of the Company, whether such shareholding has already been acquired or to be acquired prior to the consummation of the proposed sale/transfer the above mentioned undertaking to Tata Consumer Products Limited for a consideration to be determined in terms of the Share Purchase Agreement entered into amongst Fabindia Limited (as the "Seller"), Tata Consumers Products Limited (as the "Purchaser") and Organic India Private Limited on January 12, 2024 ("SPA") and on such other terms and conditions as are contained in the said SPA.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects.

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

2. APPROVAL OF RELATED PARTY TRANSACTIONS

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with relevant rules made thereunder (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**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 entering into related party transactions for acquiring equity shares of Organic India Private Limited, a subsidiary of the Company, from the following related parties, for a price not exceeding Rs. 257.07 per equity share:

(a) 1,40,01,189 (One Crore Forty Lakhs One Thousand One Hundred and Eighty Nine) equity shares of OIPL representing 16.93% of the share capital of the said company, from OI (India) Holdings LLC, USA;
(b) 1,24,05,375 (One Crore Twenty Four Lakhs Five Thousand Three Hundred Seventy Five) equity shares of OIPL representing 15.00% of the share capital of the said company, from PI Opportunities Fund I and
(c) 24,26,284 (Twenty Four Lakh Twenty Six Thousand Two Hundred and Eighty Four) equity shares of OIPL representing 2.93% of the share capital of the said company from Organic India Employees Welfare Trust.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects.

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

3. TO MAKE INVESTMENTS, GIVE LOANS, PROVIDE GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** in modification of the Special Resolution passed by the members in the Extra Ordinary General Meeting held on January 15, 2022 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**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 enhancement of limits under Section 186 of the Act with regard to giving any loan to any person or other body corporate; giving any guarantee or providing any security in connection with a loan to any other body corporate or person; and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, made up to an aggregate amount not exceeding Rs. 1200 crores (Rupees One thousand two hundred crores) over and

above the statutory limits prescribed under the said provisions, i.e., sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, including the aggregate of the loans and investments made and amounts of guarantees or securities provided at the relevant time(s), if any, whether made in one or more tranches and/or from time to time.

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

4. DISINVESTMENT OF SUBSIDIARY COMPANY (FABINDIA INTERNATIONAL PTE. LTD., SINGAPORE) UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the relevant rules made thereunder (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Articles of Association of the Company and subject to other requisite approvals to the extent necessary or as may be required, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**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) to sell, transfer or otherwise dispose-off an undertaking in term of Section 180(1)(a) of the Act, comprising 100% equity shares of Fabindia International Pte. Ltd., Singapore, a subsidiary of the Company, to any prospective purchaser for a consideration not less than USD 2 Million and on such other terms and conditions as may be negotiated and finalized by the Board.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects.

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

5. TO APPROVE THE REMUNERATION PAYABLE TO INDEPENDENT DIRECTORS 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, 198, Schedule V and other applicable provisions of the Companies Act, 2013 ("Act"), 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 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 "**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 the below named Independent Directors for their respective remaining tenure i.e. from April 1, 2024 to November 23, 2024, as tabulated below 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 below named Independent Directors 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:

S. No.	Name of Independent Directors	Remuneration
1.	Mr. Gyanendra Nath Gupta	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses to each of the directors named alongside.
2.	Mr. Richard Frank Celeste	
3.	Ms. Smita Piyush Mankad	
4.	Mr. Saurabh Navinchandra Mehta	

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

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

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

6. <u>TO APPROVE THE REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY</u>

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**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) to approve the payment of remuneration to the below named Non-Executive Directors for a period of three years with effect from April 1, 2024, as tabulated below, subject to their respective re-appointment from time to time, and that the said remuneration may be considered as minimum remuneration, even though the proposed remuneration may be in excess of the limits provided under Section 197 of the Act read with Schedule V thereto, and notwithstanding the fact that the Company may have absence of profits/ inadequacy of profits in any financial year and such remuneration be paid to the below named Non-Executive Directors 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:

S. No.	Name of Non-Executive Directors	Remuneration
1.	Mr. Vijai Kumar Kapoor	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses to each of the directors named alongside.
2.	Mr. Nikhil Khera	
3.	Mr. Viney Singh	
4.	Ms. Monsoon Latane Bissell	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 before Tax, whichever is higher

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

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

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

7. TO MODIFY THE PERIOD OF REMUNERATION PAYABLE TO MR. WILLIAM NANDA BISSELL AS MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in partial modification of the Special Resolution passed by the members of the Company in their Extra Ordinary General Meeting held on April 18, 2023 w.r.t to the approval of remuneration of Mr. William Nanda Bissell as Managing Directors of the Company and in accordance with the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 ("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 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 "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 curtailment of period of remuneration to a period of three years effective February 22, 2023, without any change in the remuneration paid/payable for the aforesaid period of three years, 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 during the relevant period and that such remuneration as paid/payable to Mr. William Nanda Bissell be in such manner as earlier approved, and accordingly all actions taken by the Company in this regard be and are hereby approved, ratified, waived and regularized including those relating to the payment of remuneration to Mr. William Nanda Bissel as Managing Director since the date of his appointment.

RESOLVED FURTHER THAT all other terms and conditions of the remuneration of Mr. William Bissell as approved by the members in the Extra Ordinary General Meeting held on April 18, 2023 shall remain unchanged and apply mutatis mutandis during the aforesaid period of three years.

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

8. TO MODIFY THE PERIOD OF REMUNERATION PAYABLE TO MR. MUKESH KUMAR CHAUHAN IN THE CAPACITY OF EXECUTIVE VICE CHAIRMAN AND DIRECTOR

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

"RESOLVED THAT in partial modification of the Special Resolution passed by the members of the Company in their Extra Ordinary General Meeting held on April 18, 2023 w.r.t to the approval of remuneration of Mr. Mukesh Kumar Chauhan as Executive Vice Chairman and Director of the Company and in accordance with the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 ("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 re-enactment thereof, for the time being in force), the consent of the Board of Directors of the Company be and is hereby accorded to the Members of the Company (hereinafter referred to as "**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 curtailment of period of remuneration to a period of three years effective April 01, 2023, without any change in the remuneration paid/payable for the aforesaid period of three years, 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 during the relevant period and that such remuneration as paid/payable to Mr. Mukesh Kumar Chauhan be in such manner as earlier approved, and accordingly all actions taken by the Company in this regard be and are hereby approved, ratified, waived and regularized including those relating to the payment of remuneration to Mr. Mukesh Kumar Chauhan as Executive Vice Chairman and Director since the date of his appointment.

RESOLVED FURTHER THAT other terms and conditions of the remuneration of Mr. Mukesh Kumar Chauhan as approved by the members in the Extra Ordinary General Meeting held on 18th April, 2023 shall remained unchanged and apply mutatis mutandis during the aforesaid period of three years.

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

9. TO APPROVE AMENDMENT TO THE ARTICLES OF ASSOCIATION 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 Section 14, 15 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to amend the existing Articles of Association ("AOA") of the Company in the following manner:

In Part B of Part II of the AOA:

1. The definition of **"Agreement" and "this Agreement"** under Sub-Article 26.1 titled "Definitions" under Article 26, namely "Definitions and Interpretations" shall be replaced by the following text:

   "Agreement" and "this Agreement" shall mean (i) in relation to Purchaser 1, the Agreement dated September 16, 2019 entered into between Seller 1, Promoters, the Company and Purchaser 1 read together with the Deed of Adherence dated January 24, 2024; and (ii) in relation to Purchaser 2, Purchaser 3, Purchaser 4, the remaining Purchasers and the Other Purchasers, Agreement dated September 16, 2019 entered into between the Sellers, the Company, Purchaser 2, Purchaser 3, Purchaser 4 and the Remaining Purchasers;

2. The definition of **"Purchaser 1"** under Sub-Article 26.1 titled "Definitions", under Article 26, namely "Definitions and Interpretations", shall be replaced by the following text:

   "Purchaser 1" shall mean SBI Life Insurance Company Limited;

3. The definition of **"Sale Shares"** under Sub-Article 26.1 titled "Definitions", under Article 26, namely "Definitions and Interpretations", shall be replaced by the following text:

   "Sale Shares" shall have the meaning (i) in relation to the Purchaser 1, 22,52,280 (Twenty-two lakh fifty two thousand two hundred eighty) Shares of the Company held by Purchaser 1; and (ii) in relation to Purchaser 2, Purchaser 3, Purchaser 4, the Remaining Purchasers and the Other Purchasers, shall have the meaning set out in the relevant Agreement.

4. A new Sub-Article 29.3 be added after the existing Sub-Article 29.2 with the following text:

   29.3 In case of any IPO of Shares of the Company at any point of time in the future, the Purchaser 1 shall have the right to sell all the Sale Shares as a part of such IPO.

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

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

Sd/-
DINESH KUMAR JAIN
Company Secretary and Chief Legal & Compliance Officer
Membership No. FCS-6224
Date: February 20, 2024
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. 1 to 9, is annexed hereto, and forms part of the Notice convening this Extra-Ordinary 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 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 AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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

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 authorisations, 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. All documents, referred to in the notice or in the accompanying explanatory statement under Section 102 of the Act, are available at the registered office of the Company for inspection of members on all working days (but not on Saturdays, Sundays and public holidays), between 10.00 a.m. to 5.00 p.m., prior to the date of the extra-ordinary general meeting and will also be available for inspection at the meeting.

8. 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.

9. 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.

10. **The Notice convening this Extra-ordinary General meeting is being sent to such persons who are members of the Company as at the close of business hours of Friday, February 23, 2024.**

11. 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 EGM) 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-A.**

12. **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 Wednesday, March 13, 2024 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 EGM. 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 Wednesday, March 13, 2024.**

The remote e-voting period commences on Sunday, March 17, 2024 at 9.00 a.m. and ends on Tuesday, March 19, 2024 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.

13. The members attending the EGM who have not cast their vote through remote e-voting shall also be provided the opportunity to vote at the venue by means of the Ballot Paper. The members who have cast their vote prior to the EGM 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 EGM, votes cast through remote e-voting shall only be considered valid.

14. 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 EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

15. The Scrutinizer shall, after the conclusion of voting at the EGM, scrutinize the votes cast through Ballot at the EGM 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 EGM 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 Corporate Office of the Company.

16. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of EGM shall be deemed to be passed on the date of the EGM i.e. 20th March, 2024.

17. Attendance Slip is attached. Members are requested to fill-in and submit the same at the Registration Counter to mark their attendance at the EGM.

18. 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 ("Act") setting out the material facts in respect of special businesses listed at Item Nos. 1 to 9 and forms part of the accompanying Notice.

Resolutions at Item Nos. 1 & 2:

The Company proposes to disinvest, by way of sale/transfer of 100% equity shares of Organic India Private Limited ("**OIPL**"), a subsidiary of the Company and an undertaking in terms of Section 180(1)(a) of the Companies Act, 2013 ("Act"), to Tata Consumer Products Limited. The Board of Directors of the Company in its meeting held on January 11, 2024 approved execution of a Share Purchase Agreement (SPA) amongst the Company, Fabindia Limited (as the "Seller"), Tata Consumers Products Limited (as the "Purchaser") and Organic India Private Limited (OIPL), for sale/transfer of 100% equity of OIPL on such other terms and conditions as are contemplated in the SPA. Consequently, the SPA was executed on January 12, 2024 and are subject to timely completion of certain Conditions Precedent.

The proposed disinvestment will amount to sale of an undertaking by the Company, hence, the Board of Directors of the Company proposes a resolution under Section 180(1)(a) of the Companies Act, 2013, as a Special Resolution (refer resolution at Item No.1) for the approval of the members.

One of the Conditions Precedent under the SPA is that the Company would sell and transfer 100% equity shares of OIPL. Since the Company owns only 63.79 % of the share capital of OIPL, it proposes to acquire the rest of the shares from other shareholders and then sell/transfer 100% equity of OIPL.

The shareholding pattern of OIPL is as under:

Shareholder's name	No. of shares held	% age of total OIPL equity
Fabindia Limited	5,27,51,805	63.79%
OI (India) Holding LLC, USA	1,40,01,189	16.93%
PI Opportunities Fund I	1,24,05,375	15.00%
Organic India Employees Welfare Trust	24,26,248	2.93%
Other Minority Shareholders	11,17,880	1.35%
Total	**8,27,02,497**	**100.00%**

As tabulated above, OIPL has three large shareholders, who are also related parties in terms of the provisions of the Act. In view of the terms of the SPA, the Company proposes to first acquire:

a) 1,40,01,189 equity shares of OIPL from OI (India) Holding LLC, USA, representing 16.93% of the share capital of the said company, a Related Party Transaction under Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and exceeds the limits prescribed under the above-mentioned Rules;
b) 1,24,05,375 equity shares of OIPL from PI Opportunities Fund – I, representing 15.00% of the share capital of the said company, a Related Party Transaction under Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and exceeds the limits prescribed under the above-mentioned Rules; and
c) 24,26,248 equity shares of OIPL from Organic India Employees Welfare Trust, representing 2.93% of the share capital of the said company, a Related Party Transaction under Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, though does not

exceed the limits prescribed under the above-mentioned Rules but approval of the shareholders is being sought as an abundant caution.

The second proviso to Section 188(1) of the Act prohibits such members who are Related Parties, to vote on resolutions to approve any contract or arrangement which may be entered into by a company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the particulars of the proposed related party transactions are set out below:

S. No.	**Particulars**	**Remarks**		
1	Name of the related party	OI (India) Holdings LLC, USA	PI Opportunities Fund – I	Organic India Employees Welfare Trust
2	Name of the director or key managerial personnel who is related, if any;	Mrs. Holly B. Lev and Mr. Yoav Lev being directors of the Subsidiary, OIPL	Mr. Manoj Jaiswal and Mr. Kaveesh Chawla being Investor Nominee Directors of PI on the Board of the Company	Mr. Balram Singh, Mr.Vikram Singh, Mrs. Holly B. Lev, Mr. Yoav Lev, Mr. Mukesh Kumar Chauhan, Ms. Elizabeth Nanda, Ms. Monsoon Bissell, Mr. Pankaj Pachauri, Mr. Manoj Jaiswal, Mr. William Nanda Bissell, Mr. Richard Frank Celeste and Ms. Pooja Kothari, being directors of the Subsidiary.
3	Nature of relationship	Entities controlled/ significantly influenced by Directors or close family members of Directors of subsidiary	Entities having significant influence over the company	ESPS trust of the subsidiary hence an entity controlled by the directors of the subsidiary.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	As detailed in the proposed resolution at Item No. 2		
5	Any other information relevant or important for the members to take a decision on the proposed resolution	The Company will acquire such shareholding of OIPL free and clear of all encumbrances, and with corresponding voting rights and other benefits appertaining thereto. The acquisition shall be subject to fulfilment of conditions precedent(s), as applicable to the above-named related parties and the Company.		

The Board of Directors of the Company recommends to the members for passing:

(a) the Resolution at Item No. 1 of the accompanying Notice as a Special Resolution; and

(b) the Resolution at Item No. 2 of the accompanying Notice as an Ordinary Resolution.

Directors', KMPs' and their relatives' interest regarding Resolutions at Item Nos. 1 & 2 of the accompanying notice: Mr. William Nanda Bissell, Managing Director, Mr. Mukesh Kumar Chauhan, Executive Vice Chairman & Director Ms. Monsoon Latane Bissell, Mr. Vijai Kumar Kapoor, Mr. Nikhil Khera and Mr. Manoj Jaiswal, Directors may be considered interested or concerned to the extent of their individual/relatives' shareholding in Fabindia Limited and OIPL. Mr. Manoj Jaiswal and Mr. Kaveesh Chawla, Directors (being PI Nominee Directors) may be considered interested or concerned to the extent of shareholding of PI Opportunities Fund-I in Fabindia Limited. None of the other directors and key managerial personnel of the Company or their relatives are concerned or interested in the passing of the Resolutions at Item No. 1 & 2 of the accompanying Notice.

Resolution at Item No. 3:

The Board of Directors in their meeting held on January 11, 2024, approved the proposal to seek consent of the Members of the Company, for enhancement of limits under Section 186 of the Companies Act, 2013 with regard to giving any loan to any person or other body corporate; giving any guarantee or providing any security in connection with a loan to any other body corporate or person; and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, made up to an amount not exceeding Rs. 1200 crores (Rupees One thousand two hundred crores) over and above the statutory limits prescribed under the said provisions, i.e., sixty percent of its paid-up share capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account, whichever is more, including the aggregate of the loans and investments made and amounts of guarantees or securities provided at the relevant time(s), if any, whether made in one or more tranches and/or from time to time. The proposal seeks to modify the earlier resolution passed in the extra-ordinary general meeting held on January 15, 2022. The immediate purpose of this proposal is to enable the Company to acquire shares of OIPL as envisaged in the resolution at Item No. 2 of the accompanying Notice.

The Board of Directors of the Company recommends to the Members passing of the resolution at Item No. 3 as a Special Resolution.

None of the directors and key managerial personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 3 of the accompanying notice except to the extent of their shareholding in the Company, if any.

Resolution at Item No. 4:

The Company has an overseas wholly owned subsidiary, Fabindia International Pte. Limited, Singapore and proposes to disinvest, by way of sale, transfer or otherwise dispose-off its 100% stake in the subsidiary, which comprises of an undertaking in term of Section 180(1)(a) of the Companies Act, 2013. The Company has been scouting for prospective purchasers, and presently is in dialogue/negotiations with a couple of Purchasers. Based on an internal evaluation, the management feels that it shall be willing to sell of the said undertaking for a consideration not less than USD 2 Million and on such other terms and conditions as may be negotiated and finalized by the Board.

Such disinvestment will amount to sale of an undertaking by the Company, hence, the Board of Directors of the Company propose the resolution under Section 180(1)(a) of the Companies Act, 2013 for the approval of the members.

The Board of Directors of the Company recommends to the Members passing of the resolution at Item No. 4 as a Special Resolution.

None of the directors and key managerial personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 4 of the accompanying notice except to the extent of their shareholding in the Company, if any.

Resolution at Item No. 5

In the Extra-ordinary General Meeting of the Company held on December 18, 2021, Mr. Gyanendra Nath Gupta, Mr. Richard Celeste Frank, Ms. Smita Mankad and Mr. Saurabh N. Mehta were appointed as Independent Directors of the Company for a period of 3 years with effect from November 24, 2021. However, the resolution approving their remuneration passed in the said meeting was only up to March 31, 2024. Resultantly, while their respective appointments was approved for three years up to November 23, 2024, their remuneration was approved only up to March 31, 2024. Hence, the need for this resolution. The Nomination and Remuneration Committee in its meeting held on January 30, 2024 and the Audit Committee in its meeting held on February, 02, 2024 approved the payment of the remuneration to the above named directors and made its respective recommendations to the Board. Consequently, the Board in its meeting held on February 02, 2024, subject to approval of the members, approved the payment of remuneration to the above-named Independent Directors for their respective remaining tenure i.e. from April 1, 2024 to November 23, 2024, as tabulated below:

S. No.	Name of Independent Directors	Remuneration
1.	Mr. Gyanendra Nath Gupta (DIN: 00027502)	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses to each of the directors named alongside.
2.	Mr. Richard Frank Celeste (DIN: 09296533)	
3.	Ms. Smita Piyush Mankad (DIN: 02009838)	
4.	Mr. Saurabh Navinchandra Mehta (DIN: 01115594)	

The Board of Directors of the Company recommends to the Members passing of the resolution at Item No. 5 as a Special Resolution.

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

Except the respective directors whose remuneration is being proposed above, 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. 5 of the accompanying notice.

Resolution at Item No. 6

In the Extra-Ordinary General Meeting held on December 18, 2021, Mr. Vijai Kumar Kapoor, Ms. Monsoon Latane Bissell and Mr. Nikhil Khera were appointed as Non-Executive Directors of the Company. In the same meeting, their remuneration was also approved up to March 31, 2024.

Further, Mr. Viney Singh was appointed as a Non-Executive Director and his remuneration for a period effective from February 22, 2023 till March 31, 2024 was approved by the shareholders in their Extra Ordinary General Meeting held on April 18, 2023.

Hence, the need for this resolution.

The Nomination and Remuneration Committee in its meeting held on January 30, 2024 and the Audit Committee in its meeting held on February, 02, 2024 approved the payment of the remuneration to the above named non-executive directors and made their respective recommendations to the Board. Consequently, the Board in its meeting held on February 02, 2024, subject to approval of the members, approved the payment of remuneration to the above-named non-executive Directors for a period of three years, subject to their re-appointment from time to time, as tabulated below:

S. No.	Name of Non-Executive Directors	Remuneration
1	Mr. Vijai Kumar Kapoor (DIN: 01084371)	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses to each of the directors named alongside.
2	Mr. Nikhil Khera (DIN: 09298685)	
3	Mr. Viney Singh (DIN: 00932145)	
4	Ms. Monsoon Latane Bissell (DIN: 02705935)	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 before Tax, whichever is higher

In view of the above, it was proposed to approve the payment of remuneration to the above named Non-Executive Directors for a period of 3 years from April 1, 2024 to March 31, 2027, subject to their re-appointment from time to time in terms of Section 152 of the Act.

The Board of Directors of the Company recommends to the Members passing of the resolution at Item No. 6 as a Special Resolution.

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

Except the respective directors whose remuneration is being proposed above, and Mr. William Nanda Bissell, being a relative of Ms. Monsoon Latane Bissell and Mr. Vijai Kumar Kapoor, none of the other directors and key managerial personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 6 of the accompanying notice.

Resolution at Item No. 7

Mr. William Nanda Bissell (DIN: 00012819) was appointed as Managing Director with effect from February 22, 2023 for a period of five years. Accordingly, shareholders' approval was obtained by Special Resolution passed in the Extra-Ordinary General Meeting held on April 18, 2023 approving his remuneration in the capacity of Managing Director. However, it is proposed to partially amend the said resolution to curtail the period of remuneration paid/payable to three years, ending February 21, 2026, without any change in the remuneration paid/payable to him.

The Nomination and Remuneration Committee in its meeting held on January 30, 2024 and the Audit Committee in its meeting held on February 02, 2024 had approved and recommended to the Board the proposal for curtailment of period of remuneration to a period of three years effective February 22, 2023, without any change in the remuneration paid/payable for the aforesaid period. Consequently, the Board in its meeting held on February 02, 2024, subject to approval of the members, approved the curtailment of period of remuneration of Mr. Bissell to a period of three years effective February 22, 2023.

The Board of Directors of the Company recommends to the Members passing of the resolution at Item No. 7 as a Special Resolution.

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

Except Mr. William Nanda Bissell, and Ms. Monsoon Latane Bissell and Mr. Vijai Kumar Kapoor, being relatives 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. 7 of the accompanying notice.

Resolution at Item No. 8

Mr. Mukesh Kumar Chauhan (DIN: 05108075) was appointed as Executive Vice Chairman & Director with effect from April 01, 2023 for a period of five years. Accordingly, shareholders' approval was obtained by Special Resolution passed in the Extra-Ordinary General Meeting held on April 18, 2023 approving his remuneration in the capacity of Executive Vice Chairman & Director. However, it is proposed to partially amend the said resolution to curtail the period of remuneration paid/payable to three years, ending March 31, 2026, without any change in the remuneration paid/payable to him.

The Nomination and Remuneration Committee in its meeting held on January 30, 2024 and the Audit Committee in its meeting held on February 02, 2024 had approved and recommended to the Board the proposal for curtailment of period of remuneration to a period of three years effective April 01, 2023, without any change in the remuneration paid/payable for the aforesaid period. Consequently, the Board in its meeting held on February 02, 2024, subject to approval of the members, approved the curtailment of period of remuneration of Mr. Chauhan to a period of three years effective April 01, 2023.

The Board of Directors of the Company recommends to the Members passing of the resolution at Item No. 8 as a Special Resolution.

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

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. 8 of the accompanying notice.

Resolution at Item No. 9:

Axis New Opportunities AIF – I, one of the shareholders of the Company has sold its stake in the Company to SBI Life Insurance Company Limited. Consequently, SBI Life Insurance Company Limited has desired certain amendment in the Articles of Association of the Company to protect its rights**.** Therefore, it is proposed to alter the Articles of Association of the Company in the manner as detailed in the resolution at Item No. 9 of the accompanying Notice.

The Board of Directors of the Company recommends to the Members passing of the resolution at Item No. 9 as a Special Resolution.

None of the 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 except to the extent of their shareholding in the Company, if any.

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

Sd/-
DINESH KUMAR JAIN
Company Secretary and Chief Legal & Compliance Officer
Membership No. FCS-6224

Date: February 20, 2024
Place: New Delhi

Annexure - A

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

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 the Companies Act, 2013 ("Act"),e-Voting facility provided by 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 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 2. 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.

	3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
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.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 for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 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.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 Mr. 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 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 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 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 the Act, e-Voting facility provided by 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.

ANNEXURE - B

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, South Delhi, New Delhi, Delhi, India, 110070. The Company is engaged in the business of designing, logistic support, contract manufacturing and procurement and sale by way of retailing, through its Company Owned Company Operated outlets, 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 14th December 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 2022-23 duly approved by the Board and adopted by the Shareholders of the Company in their 46th 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, 2023, 24.606% is held by Foreign Investors.

II. Information about the appointee(s)

1. **Background details**:

   a) Mr. Gyanendra Nath Gupta is the former Chairman of Central Board of Direct Taxes, Income Tax Department. He had been associated with various Government authorities i.e. Income Tax Appellate Tribunal, Bar Association of India, Lok Nayak Bhawan etc. and is also on the Board of some of the reputed companies in India.

   b) Mr. Richard Frank Celeste is a graduate from Yale University Magna Cum Laude and was a Carnegie Teaching Fellow at Yale and a Rhodes Scholar at Oxford. He served in India in the 1960's as a Special Assistant to the then U.S. Ambassador Chester Bowles. Upon his return to the U.S., he worked in Ohio Politics and was appointed Head of the Peace Corps by President Jimmy Carter. After completing this role, he served two terms as the Governor of State of Ohio. Upon his completion of his Governorship, he founded and ran a consulting firm called Celeste & Sabety. In 1997, President Clinton appointed him as US Ambassador to India where he was instrumental in improving Indo-US ties and in working with the US Government in its support for India during

the Kargil conflict. He returned to the US in 2001 and was appointed as President of Colorado College for nine years. He is currently on the Boards of several Corporations.

c) Ms. Smita Piyush Mankad has over 30 years of experience spanning the corporate, social and government sectors, and further, a combination of both grassroots level work and board level governance – unique combinations that give her an unparalleled perspective on both policy and implementation. An Independent Woman Director on top level corporate boards, and an independent consultant to retail, social and craft enterprises offering business planning support to ensure sustainability, where she aims to combine commercial impact with social impact – her area of interest, passion and experience. An Economics (Hons) graduate from Lady Shriram College for Women (1989-92) Delhi University, and an MBA from Narsee Monjee Institute of Management Studies (1992-94) Mumbai University, India. She started her career with TATA Motors in export finance, and after 6 years with ABN AMRO Bank in corporate banking product management, moved to Fabindia where she has spent 12 years across various divisions including international business, retail operations and setting up new stores, launching the personal care range, creating systems processes and internal audits, and thereafter managing the Fabindia's entire sourcing and supply chain its wholly owned subsidiary Artisans Micro Finance Pvt. Ltd. (AMFPL), of which she was Managing Director from 2008 to 2013.

d) Mr. Saurabh Navinchandra Mehta is a graduate of commerce, with a post-graduate degree in law. He has worked in a variety of businesses over 45 years, predominantly with the cooperative sector for testing of food, dairy & agricultural products in the entire value chain from source to finished product. For the past 10 years, this has included value added services to farmers using information technology for enhancement of quantity and improvement of quality of the produce.

e) Mr. Vijai Kumar Kapoor has been on the Board of the Company since January 31, 2006. He holds a master's degree in Mathematics and Fellow in Oxford University. Mr. Vijai Kumar Kapoor is a former IAS officer and was Lieutenant Governor of Delhi from 1998 to 2004. He has more than 50 years of experience in Government Sector at reputed positions.

f) Mr. Nikhil Khera leads V-weave, a renowned creator of premium rugs and home textile products based in Panipat, India. At the helm of a 70-year-old family business, he combines innovative design with a commitment to artisanal craftsmanship, supporting local artisans and weavers while advancing his family's legacy. His efforts have positioned V-weave as a trusted supplier to international retailers, showcasing India's rich heritage on a global stage.

g) Mr. Viney Singh has been Managing Director of Max Hypermarkets India Pvt Ltd - a Landmark Group company from 2006 to 2016, and played a pivotal role in building the SPAR brand in India. Prior to this, he had a four year stint as CEO of Reliance Communications for their Karnataka and Kerala circles, where he was part of the start-up and leadership team. His extensive experience (1983-2002) with Hindustan Lever/Unilever/ Lipton covers all their food verticals, as well as personal care and home care businesses. He has also served as Director, Customer Management, Unilever Mashreq (Egypt, Lebanon, Syria, Jordan and Sudan) and Head, Business Development, Food Business for the group. Mr. Viney Singh held the office of Managing Director of the Company from February 22, 2018 to February 21, 2023.

h) Ms. Monsoon Latane Bissell has been on the Board of the Company since June 27, 2000. She holds a diploma from The Ethel Walker School, Simsbury, Connecticut, Bachelor's degree in Psychology from Bryn College and Masters degree in Arts and Masters of Education and Arts both from Columbia University, New York.

i) 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.

j) 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 (honours) 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 and commission, if any, paid to Non Executive Directors and Independent Directors) paid to the aforesaid Directors during the financial year ended March 31, 2023 was as follows:

a) Mr. Gyanendra Nath Gupta: Rs. 34,00,000

b) Mr. Richard Frank Celeste: Rs. 37,00,000

c) Ms. Smita Piyush Mankad: Rs. 38,00,000

d) Mr. Saurabh Navinchandra Mehta: Rs. 24,00,000

e) Mr. Vijai Kumar Kapoor: Rs. 38,00,000

f) Mr. Nikhil Khera: Rs. 29,00,000

g) Mr. Viney Singh: Rs. 5,32,65,142

h) Ms. Monsoon Latane Bissell: Rs. 24,00,000

i) Mr. William Nanda Bissell: Rs. 6,90,05,591

j) Mr. Mukesh Kumar Chauhan: Rs. 3,07,10,476

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

4. Job profile and his suitability:

a) Mr. Gyanendra Nath Gupta 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 his qualification, he is suited for the responsibilities of current assigned role.

b) Mr. Richard Frank Celeste is responsible for corporate governance and compliance, 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) Ms. Smita Piyush Mankad 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.

d) Mr. Saurabh Navinchandra Mehta is responsible for corporate governance and compliance, 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.

e) Mr. Vijai Kumar Kapoor is responsible for corporate governance and compliance 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.

f) Mr. Nikhil Khera is responsible for corporate governance and compliance 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.

g) Mr. Viney Singh is responsible for corporate governance and compliance 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.

h) Ms. Monsoon Latane Bissell is responsible for corporate governance and compliance 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.

i) 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.

j) Mr. Mukesh Kumar Chauhan is responsible for performance management of the Company, finance & taxation functions, legal & secretarial functions, corporate governance and compliance 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.

5. **Remuneration proposed:** As per the details mentioned in the respective resolutions.

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 the profiles, their positions and rich knowledge and experience of the aforesaid Directors, the remuneration is justifiable and comparable to that prevailing in the industry.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.:** Besides their remuneration, the aforesaid Directors 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 optimisation, consolidating the supply chain 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 and cost reduction initiatives 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.

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

Name of Director	Mr. Gyanendra Nath Gupta	Mr. Richard Frank Celeste	Ms. Smita Piyush Mankad	Mr. Saurabh Navinchandra Mehta	Mr. Vijai Kumar Kapoor	Mr. Nikhil Khera	Mr. Viney Singh	Ms. Monsoon Latane Bissell	Mr. William Nanda Bissell	Mr. Mukesh Kumar Chauhan
DIN	00027502	09296533	02009838	01115594	01084371	09298685	00932145	02705935	00012819	05108075
Date of Birth	July 23, 1931	November 11, 1937	March 20, 1971	January 11, 1952	September 13, 1938	March 05, 1978	November 28, 1959	December 17, 1969	June 10, 1966	June 22, 1968
Qualification, Brief resume/ Experience (including expertise in specific functional area)	Bachelor of Science, Bachelor and Masters in Laws from Agra University	Graduate from Yale University and Rhodes Scholar at Oxford	Economics (Hons) graduate from University of Delhi, Masters of Management Studies (MMS) from Narsee Monjee Institute of Management Studies, University of Bombay	Commerce Graduate and a Post-graduate in Law	Master's degree in Mathematics, Fellow from Oxford University and IAS (Retired)	BSC textile management and marketing from Philadelphia university	BA Economics from Loyola College Chennai, Extension program in general management at IIM Calcutta	Bachelor's degree in Psychology from Bryn College, Masters of Arts in psychological counselling and Masters of Education both from Columbia University.	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 as earlier issued by the Company	As per the appointment letter as earlier issued by the Company	As per the appointment letter as earlier issued by the Company	As per the appointment letter as earlier issued by the Company	As per the appointment letter as earlier issued by the Company	As per the appointment letter as earlier issued by the Company	As per the appointment letter as earlier issued by the Company	As per the appointment letter as earlier issued by the Company	As per the appointment letter as earlier issued by the Company	As per the appointment letter as earlier issued by the Company
Remuneration last drawn (including sitting fees, if any)	As mentioned above	As mentioned above	As mentioned above	As mentioned above	As mentioned above	As mentioned above	As mentioned above	As mentioned above	As mentioned above	As mentioned above

Name of Director	Mr. Gyanendra Nath Gupta	Mr. Richard Frank Celeste	Ms. Smita Piyush Mankad	Mr. Saurabh Navinchandra Mehta	Mr. Vijai Kumar Kapoor	Mr. Nikhil Khera	Mr. Viney Singh	Ms. Monsoon Latane Bissell	Mr. William Nanda Bissell	Mr. Mukesh Kumar Chauhan
Remuneration sought to be paid	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses, for remaining tenure i.e. from April 1, 2024 to November 23, 2024	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses, for remaining tenure i.e. from April 1, 2024 to November 23, 2024	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses, for remaining tenure i.e. from April 1, 2024 to November 23, 2024	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration excluding sitting fees and reimbursement of expenses, for remaining tenure i.e. from April 1, 2024 to November 23, 2024	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	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	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	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 o.5% of standalone profit before tax, whichever is higher, for period of three years w.e.f. April 1, 2024	As earlier approved by the shareholders of the Company in their Extra Ordinary General Meeting held on April 18th, 2023	As earlier approved by the shareholders of the Company in their Extra Ordinary General Meeting held on April 18th, 2023
Date of first appointment on the Board	September 02, 2021	September 01, 2021	October 20, 2021	September 02, 2021	January 31, 2006	September 01, 2021	August 20, 2016	June 27, 2000	August 08, 2000	August 20, 2021
Shareholding in the Company	NIL	NIL	0.13%	0.07%	0.04%	2.84%	0.23%	1.85%	15.53%	0.16%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None	None	None	None	Father-in-Law of Mr. William Nanda Bissell	None	None	Sister of Mr. William Nanda Bissell	Son-in-Law of Mr. Vijai Kumar Kapoor and Brother of Ms. Monsoon Latane Bissell	None

Name of Director	Mr. Gyanendra Nath Gupta	Mr. Richard Frank Celeste	Ms. Smita Piyush Mankad	Mr. Saurabh Navinchandra Mehta	Mr. Vijai Kumar Kapoor	Mr. Nikhil Khera	Mr. Viney Singh	Ms. Monsoon Latane Bissell	Mr. William Nanda Bissell	Mr. Mukesh Kumar Chauhan
Number of Board meetings attended during the last Financial Year (i.e. Financial Year 2022-23)	9	8	9	8	8	8	9	8	8	7
Directorship in other entities (including directorship in other Companies and Body Corporates)	2	3	8	7	NIL	NIL	2	2	2	4
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL	NIL	1	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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 Extra Ordinary General Meeting of the Company, to be held on Wednesday, March 20, 2024, at Fabindia Limited, 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**
Special Businesses			
1	Disinvestment of Subsidiary Company (Organic India Private Limited) under Section 180(1)(a) of the Companies Act, 2013 (**Special Resolution)**		
2	Approval of related party transactions (**Ordinary Resolution)**		

Resolution Number	Resolution	*Optional*	
		For	**Against**
3	To make investments, give loans, provide guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013 (**Special Resolution)**		
4	Disinvestment of subsidiary company (Fabindia International Pte. Ltd., Singapore) under Section 180(1)(a) of the Companies Act, 2013 (**Special Resolution)**		
5	To approve the remuneration payable to Independent Directors of the Company (**Special Resolution)**		
6	To approve the remuneration payable to Non-Executive Directors of the Company (**Special Resolution)**		
7	To modify the period of remuneration payable to Mr. William Nanda Bissell as Managing Director of the Company (**Special Resolution)**		
8	To modify the period of remuneration payable to Mr. Mukesh Kumar Chauhan in the capacity of Executive Vice Chairman and Director (**Special Resolution)**		
9	To approve amendment to the Articles of Association of the Company (**Special Resolution)**		

Signed this ..... day of ..... 2024.

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.

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON WEDNESDAY, MARCH 20, 2024

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

For Demat Holding

DPID	
Client ID	

For Physical Holding

Folio No.	
No. of Shares	

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 **Extra Ordinary General Meeting** of the Company on **Wednesday, March 20, 2024, at Fabindia Limited, C-42, 2nd Floor, Gate No. 1, Okhla Industrial Area Phase II, New Delhi- 110020, at 11:00 A.M. (IST)**

_____

Signature of the Member/Proxy

Notes:

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

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

Date:

Fabindia Limited
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)

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

