FABINDIA OVERSEAS PRIVATE LIMITED
Registered Office: 14, N Block Market, Greater Kailash Part-I, New Delhi-110048 | Ph: +91-11-46693725
Corporate Identity No. (CIN): U74899DL1976PTC008436 | E-mail: mailus@fabindia.net | Website: www.fabindia.com

NOTICE OF THE 44TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Forty Fourth Annual General Meeting ("AGM")** of the members of **FABINDIA OVERSEAS PRIVATE LIMITED** will be held on **Thursday, the 30th day of September 2021 at 03:30 PM (IST)** through Video Conferencing/Audio-Visual Means (VC/ OAVM) via zoom facility as per the details provided in notes to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended 31st March, 2021 and the Report of the Board of Directors and Auditors thereon.

2. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **M/s MSKA & Associates, Chartered Accountants (Firm Registration Number 105047W),** be and are hereby appointed as the Joint Statutory Auditors of the Company for a period of five years starting from Financial Year 2021-22 and that they shall hold office from the conclusion of 44th Annual General Meeting to the conclusion of 49th Annual General Meeting to be held in the year 2026 at such remuneration, as may be mutually agreed upon between the Board of Directors or any Committee thereof and the Joint Statutory Auditors plus applicable tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of the audit.

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

SPECIAL BUSINESS

3. 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 188 of the Companies Act 2013 ("the Act") read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and all other applicable provisions of the Companies Act, 2013 and as recommended and approved by Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to ratify the renewal of the consultancy agreement executed in the form of addendum dated 30th June 2021 through **Mr. Aditya Ghosh**, Designated Partner (being a related party transaction for holding an office or place of profit in the Company), for availing consultancy services from Homage Advisers LLP for further period of three months from 01st July, 2021 to 30th September, 2021 on the same terms and conditions including Consultancy Fees of Rs. 3.6 Crores per annum subject to applicable taxes and laws as specified in the said agreement**.**

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute necessary documents, papers, letters etc. [including delegation of any or all of the powers/ authority conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company] for and on behalf of the Company and settle any query, difficulty, doubt that may arise and also to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable in connection with or incidental for giving effect to the aforesaid resolution."

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

   "RESOLVED THAT pursuant to Section 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) and all other applicable provisions of the Companies Act, 2013 and as recommended and approved by Nomination and Remuneration Committee and the Board of Directors, Mr. Aditya Ghosh (holding DIN: 01243445), whose term of office in terms of the addendum to the Final Consultancy Agreement dated 01st July, 2021 executed between the Company and Homage Advisers LLP is expiring on 30th September, 2021, be and hereby appointed as a 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 the incidental activities to give effect to the aforesaid resolution."

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

   "RESOLVED THAT pursuant to Section 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) and all other applicable provisions of the Companies Act, 2013 and as recommended and approved by Nomination and Remuneration Committee and the Board of Directors, **Mr. Richard Frank Celeste** (holding DIN: 09296533) whose term of office as an Additional Director of the Company expires at the ensuing Annual General Meeting, be and is hereby appointed as a 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 the incidental activities to give effect to the aforesaid resolution."

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

   "RESOLVED THAT pursuant to Section 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) and all other applicable provisions of the Companies Act, 2013 and as recommended and approved by Nomination and Remuneration Committee and the Board of Directors, **Mr. Nikhil Khera** (holding DIN: 09298685) whose term of office as an Additional Director of the Company expires at the ensuing Annual General Meeting, be and is hereby appointed as a 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 the incidental activities to give effect to the aforesaid resolution."

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

   "RESOLVED THAT pursuant to Section 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) and all other applicable provisions of the Companies Act, 2013 and as recommended and approved by Nomination and Remuneration Committee and the Board of Directors, **Mr. Mukesh Kumar Chauhan** (holding DIN: 05108075), whose term of office as an Additional Director of the Company expires at this Annual General Meeting, be and is hereby appointed as an Executive 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 the incidental activities to give effect to the aforesaid resolution."

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

   "RESOLVED THAT pursuant to Section 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) and all other applicable provisions of the Companies Act, 2013 and as recommended and approved by Nomination and Remuneration Committee and the Board of Directors, **Mr. Gyanendra Nath Gupta** (holding DIN: 00027502) whose term of office as an Additional Director of the Company expires at this Annual General Meeting, be and is hereby appointed as a 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 the incidental activities to give effect to the aforesaid resolution."

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

   "RESOLVED THAT pursuant to Section 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) and all other applicable provisions of the Companies Act, 2013 and as recommended and approved by Nomination and Remuneration Committee and the Board of Directors, **Mr. Saurabh Navinchandra Mehta** (holding DIN: 01115594) whose term of office as an Additional Director of the Company expires at this Annual General Meeting, be and is hereby appointed as a 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 the incidental activities to give effect to the aforesaid resolution."

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

    "RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as were imposed or prescribed while granting such approvals, permissions and sanctions, which were accepted by the Board of Directors of the Company (hereinafter referred to as the **"the Board"**) and in terms of the Article 15 of **"Fabindia Overseas Private Limited Employee Stock Option Plan 2016"** (hereinafter referred to as the **"Plan"**)**,** approval and consent of the members of the Company be and are hereby accorded to terminate the Plan with effect from the date of this Annual General Meeting.

    RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company and to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the aforesaid resolution including execution and filing of all the relevant documents with the other appropriate regulatory and statutory authorities and to settle any questions, difficulty or doubts that may arise in this regard."

11. To consider and, if thought fit, to pass with or without modification(s), the following resolution(s) as **SPECIAL RESOLUTIONS:**

a) Amendment in Memorandum of Association.

"RESOLVED THAT pursuant to the provisions of Section 13, 14 and other applicable provisions of Companies Act, 2013 ("Act"), and Rules framed thereunder and all other applicable provisions, if any, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time and any other applicable laws (collectively "Applicable Laws"), subject to the approval of the Central Registration Centre, Registrar of Companies, under Ministry of Corporate Affairs and Central Government or any other authority, forum as may be competent to grant such approval and such other approval, permission or sanction of the other appropriate authorities as may be necessary, approval of the members of the Company is hereby accorded to change the name of the Company from "FABINDIA OVERSEAS PRIVATE LIMITED" to "FABINDIA PRIVATE LIMITED" or any other name as maybe made available by the Ministry of Corporate Affairs and agreed upon by the Board of Directors of the Company.

RESOLVED FURTHER THAT the name of "FABINDIA OVERSEAS PRIVATE LIMITED", wherever it appears in the memorandum, article, documents etc. be substituted by the new name "FABINDIA PRIVATE LIMITED" in due course.

RESOLVED FURTHER THAT clause I of the Memorandum of Association of the Company be substituted by the following:

The name of the Company is **"FABINDIA PRIVATE LIMITED".**

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company and to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the name change including execution and filing of all the relevant documents with the other appropriate regulatory and statutory authorities and to settle any questions, difficulty or doubts that may arise in this regard."

b) Alteration in Articles of Association.

"RESOLVED THAT in the Articles of Association of the company, the name of the Company be and is hereby amended to **"FABINDIA PRIVATE LIMITED",** wherever appears.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company and to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to name change including execution and filing of all the relevant documents with the other appropriate regulatory and statutory authorities and to settle any questions, difficulty or doubts that may arise in this regard."

12. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 13, 14, 18 and other applicable provisions of Companies Act, 2013 ("Act"), and Rules framed thereunder and all other applicable provisions, if any, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time and any other applicable laws (collectively "Applicable Laws"), subject to the approval of Registrar of Companies, Delhi under Ministry of Corporate Affairs or any other authority, forum as may be competent to grant such approval and such other approval, permission or sanction of the other appropriate authorities as may be necessary, consent of the members of the Company be and is hereby accorded to convert the company from a "Private Limited" company to a "Public Limited" company and consequently the name of the company be changed from "FABINDIA PRIVATE LIMITED" to 'FABINDIA LIMITED" by deleting the word 'Private' before the word 'Limited'.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company and to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to conversion of company including execution and filing of all the relevant documents with the other appropriate regulatory and statutory authorities and to settle any questions, difficulty or doubts that may arise in this regard."

13. To consider and, if thought fit, to pass with or without modification(s), the following resolution(s) as **SPECIAL RESOLUTIONS:**

a) Amendment in Memorandum of Association.

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of Companies Act, 2013 ("Act"), and Rules framed thereunder and all other applicable provisions, if any, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time and any other applicable laws (collectively "Applicable Laws"), the consent of the members of the Company be and is hereby accorded for substituting Clause I of the Memorandum of Association of the Company with the following clause:

The Name of the Company is "FABINDIA LIMITED."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company and to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the name change on account of conversion of the company, including execution and filing of all the relevant documents with the other appropriate regulatory and statutory authorities and to settle any questions, difficulty or doubts that may arise in this regard."

b) Adoption of new set of Articles of Association.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of Companies Act, 2013 ("Act"), and Rules framed thereunder and all other applicable provisions, if any, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time and any other applicable laws (collectively "Applicable Laws"), the revised Articles of Association, a copy of which has been placed before the meeting, duly initialed by the Chairman of the meeting, be and are hereby approved and adopted as the Articles of Association of the Company in total exclusion and substitution of the Company's existing Articles of Association of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company and to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the alteration of Articles of Association on account of conversion of the Company, including execution and filing of all the relevant documents with the other appropriate regulatory and statutory authorities and to settle any questions, difficulty or doubts that may arise in this regard."

14. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors to borrow moneys as and when required including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board in excess of the aggregate of the paid up share capital and free reserves and securities premium of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 125 Crores (Rupees one hundred and twenty-five crores) over and above the aggregate of the paid up share capital and free reserves and securities premium of the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Registered Office:
14, N Block Market,
Greater Kailash Part-I,
New Delhi-110048

By order of the Board of Directors
For **FABINDIA OVERSEAS PVT. LTD.**

Place: New Delhi
Date: 2nd September, 2021

CS. MONIKA UPPAL ARORA
Company Secretary
Membership No.: A17485
R/o. 11/141, Malviya Nagar,
New Delhi - 110017

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 and 02/2021 dated 13th January, 2021 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/tZIkcu-tqzgiEtTP49dPg5cwxHd0nSTX8Tu3

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.

2. The facility for joining shall be opened 15 minutes before the time scheduled to start the AGM and shall remain open for 15 minutes after such schedule.

3. 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 Nomination and Remuneration Committee and Auditors can attend meeting without restrictionof First Come First Served basis.

4. The members can also submit their questions related to items mentioned in the notice 7 days before the AGM at email id monika.uppal@fabindia.net.

5. 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 to the company, authorizing their representative to attend and vote on their behalf at the AGM through e-mail at monika.uppal@fabindia.net .

6. 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 email-ids are registered with the Company.

7. In case of any queries connected with participation through audio-visual means, Member(s) may contact Mr. Pranav Kumar Bharti at mobile no. 7042495201 or email id p.bharti@fabindia.net.

8. Those Shareholders whose email IDs are not registered or want to update their email IDs, are requested to register their email ID with Company at stakeholders@fabindia.net or monika.uppal@fabindia.net.

9. The attendance of Members attending the AGM through audio-visual means will be counted for the purpose of reckoning the quorum under the Section 103 of the Companies Act, 2013

10. 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.

11. Members are requested to note that as per Section 124 and 125 of the Companies Act, 2013, dividends not encashed/claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary, Ms. Monika Uppal Arora at 14 N Block Market, Greater Kailash Part-I, New Delhi-110048, the registered office of the Company or email at stakeholders@fabindia.net or monika.uppal@fabindia.net.

13. Members may also note that the Notice of the AGM will be available on the Company's website, www.fabindia.com.

14. A member may send request to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net for inspection of Statutory registers under companies Act 2013 and documents referred to in the accompanying Notice for inspection upto the date of the AGM.

15. The relevant statutory registers under the Companies Act, 2013 will be available electronically for inspection by the members at the Annual General Meeting. A member may send request to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net for inspection of the same.

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

The Board of Directors of your Company, upon the recommendation of Nomination and Remuneration Committee, in its meeting held on 28th June 2021 approved the renewal of consultancy agreement executed between the Company and Homage Advisers LLP by a further period of 3 months i.e. from 1st July 2021 to 30th September 2021 on the same terms and conditions as per the Agreement.

As per Section 2(76) (iii) of the Companies, Act 2013 ("the Act"), Homage Advisers LLP is a related party of the Company (being a firm in which Mr. Aditya Ghosh, Director of the Company, is a designated partner) and therefore the Agreement is a related party transaction in terms of Section 188(1)(f) the Act read with Rule 15 (3)(b) of the Companies (Meetings of Board and its Powers Rules, 2014), being an office or place of profit in the Company wherein "Office or place of profit" means where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.

Further, as per the applicable provisions of Section 188 (1)(f) of the Act read with Rules framed thereunder, the appointment of any related party to any office or place of profit in the company, its subsidiary company or associate company at a monthly fees exceeding Rs. 2,50,000/- requires prior shareholders' approval by way of passing a resolution at the general meeting of the Company and in case, any related party contract or arrangement is entered into by the Company without obtaining shareholders' approval, then such contract or arrangements needs to be ratified by the shareholders of the company within 3 months from the date of such contract or arrangements. Since the monthly consultancy fee is exceeding the limit of Rs. 2.5 Lakhs and the Agreement was renewed without prior approval of shareholders, the said Agreement needs to be ratified and approved by the members of the Company within 3 months from 01st July 2021 i.e. the date of renewing such agreement.

Therefore, approval of members is being sought for ratification and approval of the said renewal agreement executed between the Company and Homage Advisers LLP by way of an addendum dated 01st July 2021.

The following disclosure(s) for availing or rendering of any services from or to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

(i) Name of the related party

Homage Advisers LLP.

(ii) Name of the director or key managerial personnel who is related, if any

None except Mr. Aditya Ghosh, Director of the Company, is a designated partner in Homage Advisers LLP.

(iii) Nature of relationship

Homage Advisers LLP being a firm in which Mr. Aditya Ghosh, Director of the Company, is a designated partner.

(iv) Nature, material terms, monetary value and particulars of the contract or arrangements

The Agreement executed between the Company and Homage Advisers LLP for availing consultancy services from Homage Advisers LLP at a Consultancy Fees of Rs. 3.6 crores per annum subject to applicable taxes and laws and other terms and conditions specified in the said agreement.

This is a related party transaction in the nature of holding of an office or place of profit in the company. Homage Advisers LLP shall be responsible to provide independent and professional Services to the Company or any of its Subsidiaries.

(v) Any other information relevant or important for the members to take a decision on the proposed resolution:

Not Applicable

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 3 in the accompanying Notice for approval of the members.

Members may inspect relevant documents related to item no. 3 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net.

Except, Mr. Aditya Ghosh and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM NO. 4

Mr. Aditya Ghosh (holding DIN: 01243445) was appointed as a Director of the Company w.e.f. 30th September 2020 in terms of the Consultancy Agreement in the form of addendum dated 01st July 2020 executed between the Company and Homage Advisers LLP.

The Board of Directors in their meeting held on 30th June 2021 considered and approved the renewal of the said Consultancy Agreement by way of execution of an addendum dated 30th June 2021, by a further period of 3 months i.e. from 1st July 2021 to 30th September 2021 on the same terms and conditions as per the initial agreement subject to approval of members in the ensuing Annual General Meeting.

Now the said renewed agreement shall expire on 30th September, 2021 and the Board on the recommendation of Nomination and Remuneration Committee has subject to the approval of the members of the company in the ensuing Annual General Meeting decided to continue with Mr. Aditya Ghosh as a Director of the Company w.e.f 1st October 2021.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 4 in the accompanying Notice for approval of the members.

Members may inspect relevant documents related to item no. 4 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net.

Except, Mr. Aditya Ghosh and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 19th August, 2021 had appointed Mr. Richard Frank Celeste as an Additional Director w.e.f 1st September 2021. The term of Mr. Richard Frank Celeste as an Additional Director expires on the ensuing Annual General Meeting and is eligible for re-appointment as a Director.

Mr. Richard Frank Celeste, pursuant to Section 152 of the Companies Act, 2013 has given his consent to act as a Director of the Company. Additional information in respect of Mr. Richard Frank Celeste, including his brief resume, pursuant to the Secretarial Standard on General Meetings, is provided below:

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 and is also the Chairman of the US Olympic and Paralympic museum.

The Committee and the Board are of the view that the association of Mr. Richard Frank Celeste and the rich experience he brings with him would benefit the Company; he also possesses appropriate skills, expertise and competencies in the context of the Company's businesses.

Members may inspect relevant documents related to item no. 5 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net.

Except Mr. Richard Frank Celeste, 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. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of members.

ITEM NO. 6

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 19th August, 2021 had appointed Mr. Nikhil Khera as an Additional Director w.e.f 1st September 2021. The term of Mr. Nikhil Khera as an Additional Director expires on the ensuing Annual General Meeting and is eligible for re-appointment as a Director.

Mr. Nikhil Khera, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company,

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

Mr. Nikhil Khera is a partner in V-weave a globally recognized design led firm making rugs and home products for some of the world's leading brands. He is leading one of India's most designed led Export businesses in Panipat, India, who is expertise in collection of design, products, home furnishing.

The Committee and the Board are of the view that the association of Mr. Nikhil Khera and the rich experience he brings with him would benefit the Company; he also possesses appropriate skills, expertise and competencies in the context of the Company's businesses.

Members may inspect relevant documents related to item no. 6 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net.

Except Mr. Nikhil Khera, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of members

ITEM NO. 7

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 19th August, 2021 had appointed Mr. Mukesh Chauhan as an Additional Director w.e.f 20th August 2021. The term of Mr. Mukesh Chauhan as an Additional Director expires on the ensuing Annual General Meeting and is eligible for re-appointment as a Director.

Mr. Mukesh Chauhan, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company.

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

Mr. Mukesh Chauhan is a qualified Chartered Accountant by profession and has been associated with the Fabindia group of companies for more than 15 years and has played a pivotal role in the road map of various teams of the Group Companies. He has worked in diverse teams and successfully handled different roles, such as Financial Controller, Chief Financial Officer, Group Chief Financial Officer, and Chief Operating Officer of the Company and he is also a Board Member of Organic India Private Limited, Fabcafe Foods Private Limited and Biome Life Sciences India Pvt. Ltd., the subsidiaries of the Company. He has been instrumental in setting up processes, strengthening internal workflows and has been a mentor to many new team members.

The Committee and the Board are of the view that the association of Mr. Chauhan and the rich experience he brings with him would benefit the Company; he also possesses appropriate skills, expertise and competencies in the context of the Company's businesses.

Members may inspect relevant documents related to item no. 7 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net.

Except Mr. Mukesh Kumar Chauhan, 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. 7 of the Notice.

The Board recommends the resolution set forth in Item No. 7 for the approval of members.

ITEM NO. 8

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 02nd September, 2021 had appointed Mr. Gyanendra Nath Gupta as an Additional Director w.e.f 2nd September 2021. The term of Mr. Gyanendra Nath Gupta as an Additional Director expires on the ensuing Annual General Meeting and is eligible for re-appointment as a Director.

Mr. Gyanendra Nath Gupta, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company,

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

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.

The Committee and the Board are of the view that the association of Mr. Gyanendra Nath Gupta and the rich experience he brings with him would benefit the Company; he also possesses appropriate skills, expertise and competencies in the context of the Company's businesses

Members may inspect relevant documents related to item no. 8 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net.

Except Mr. Gyanendra Nath Gupta, 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. 8 of the Notice.

The Board recommends the resolution set forth in Item No. 8 for the approval of members.

ITEM NO. 9

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 02nd September, 2021 had appointed Mr. Saurabh Navinchandra Mehta as an Additional Director w.e.f 2nd September 2021. The term of Mr. Saurabh Navinchandra Mehta as an Additional Director expires on the ensuing Annual General Meeting and is eligible for re-appointment as a Director.

Mr. Saurabh Navinchandra Mehta, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company,

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

He holds a graduate degree in commerce, with a post-graduate in law. He has worked in a variety of businesses over the past 45 years, predominantly with farming communities in the testing of food & agricultural products. For the past 10 years, this has also included the use of information technology to provide data to farmers for value added services.

The Committee and the Board are of the view that the association of Mr. Saurabh Navinchandra Mehta and the rich experience he brings with him would benefit the Company; he also possesses appropriate skills, expertise and competencies in the context of the Company's businesses

Members may inspect relevant documents related to item no. 9 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net.

Except Mr. Saurabh Navinchandra Mehta, 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. 9 of the Notice.

The Board recommends the resolution set forth in Item No. 9 for the approval of members.

ITEM NO. 10

In terms of the Article 15 of "Fabindia Overseas Private Limited Employee Stock Option Plan 2016":

15.1 The Board of Directors in its absolute discretion may from time to time amend, alter or terminate the Plan or any grant or the terms and conditions thereof, provided that no amendment, alteration or termination in any grant previously made may be carried out, which may be detrimental to the interest of the employees.

Provided further, that the Board will not, without the approval of the shareholders, amend the Plan to increase the aggregate number of shares which may be issued pursuant to the provisions of the Plan on exercise or surrender of options or upon grants except as otherwise stated elsewhere in this Plan.

The Board of Directors in their meeting held on 2nd September, 2021 approved the termination of ESOP Plan 2016 w.e.f. the date of 44th Annual General Meeting.

Members may inspect relevant documents related to item no. 10 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net

Your Directors recommend the Special Resolution proposed at Item No. 10 of this Notice for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution**.**

ITEM NO. 11

The Board of Directors of the Company in their meeting held on 2nd September, 2021 considered and approved the proposal of Change of Name of the Company from 'Fabindia Overseas Private Limited' to 'Fabindia Private Limited' or such other names as may be approved by the Ministry.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company and does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for the alteration of the Memorandum of Association and Articles of Association of the Company regarding name clause of the Company. The Board of Directors accordingly recommends this special resolution for the consideration and approval of the Members.

As the alteration in the memorandum of association requires the approval of members of the Company, the Board of Directors of the company recommends passing special resolution therefore matter is placed before meeting for your approval.

Members may inspect relevant documents related to item no. 11 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net.

None of the Directors of the company, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested in the said resolution.

ITEM NO. 12 and 13

The Company was incorporated on 14th December, 1976 as "Fabindia Overseas Private Limited". The Board of Directors in its meeting held on 2nd September 2021 had subject to the approval of members and Registrar of Companies, Delhi and Central Government, approved the conversion of the Company from a Private Limited to a Public Limited Company.

The conversion of the Company into a Public limited company requires consequential amendments on Name Clause of Memorandum of Association, Articles of Association and adoption of revised set of Articles of Association in line with requirements of the Companies Act 2013 applicable on a Public Company.

In terms of section 5, 13 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for conversion of the Company to a public limited company and consequential alteration of clauses of Memorandum of Association and Articles of Association and accordingly adoption of new set of Articles of Association of the Company.

The Members are requested to note that the Conversion of Company is subject to the approval granted by the Members of the Company, Central Registration Centre, Registrar of Companies under Ministry of Corporate Affairs and Central Government or any other authority and other concerned authorities for the aforesaid resolution of Change of Name.

Members may inspect relevant documents related to item no. 12 and 13 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net.

Directors and their relatives are concerned or interested in the said resolution only in their capacity as a member of the Company.

ITEM NO. 14

Keeping in view the Fabindias' existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves and securities premium of the Company.

Section 180(1)(c) of the Companies Act, 2013 effective from September 12, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the shareholders accorded by way of a special resolution.

The aforesaid provisions of the Companies Act, 2013 will be applicable on the Company post conversion of Company into a Public Limited Company.

Hence in anticipation of becoming a Public Limited Company, it is necessary to pass a special resolution under Section 180(1) (c) and other applicable provisions of Companies Act, 2013 as set out at Item no. 14 of the Notice, to enable the Board of Directors to borrow money not exceeding Rs. 125 crores (Rupees one hundred and twenty five crores) over and above the existing the aggregate of paid-up capital and free reserves plus securities premium of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financial or otherwise in the resolution set out at Item No. 14.

The Board of Directors recommends the resolution for approval of the Members as a Special Resolution.

Registered Office:
14, N Block Market,
Greater Kailash Part-I,
New Delhi-110048

By order of the Board of Directors
For **FABINDIA OVERSEAS PVT. LTD.**

Place: New Delhi
Date: 2nd September, 2021

CS. MONIKA UPPAL ARORA
Company Secretary
Membership No.: A17485
R/o. 11/141, Malviya Nagar,
New Delhi - 110017

Annexure-I

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

In compliance with provisions of Section 108 of the Companies Act, 2013, 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 members a facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the 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 Monday, 27th September, 2021 at 09.00 AM IST and ends on Wednesday, 29th September, 2021 at 05.00 PM IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company, holding shares, as on the **Cut-off date** of **23rd September, 2021** may cast their voteby remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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. 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

	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting featuRs. Click on options available against company name or **e-Voting service provider-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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method 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 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Please refer the PDF filed received by NSDL on mail containing the User ID and Password.

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) (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. 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.

   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?

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 General 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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

4. The members are also requested to update their Mobile numbers in their respective Demat Accounts in order to avail the e-voting services.

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 monika.uppal@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 (Company email id). 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 Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 zoom 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 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.