fabindia
CELEBRATE INDIA

FABINDIA LIMITED

(Formerly known as Fabindia Overseas Private Limited)

Registered Office: Plot No.10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi 110070 | Ph: +91-11-46041700

Corporate Identity No. (CIN): U74899DL1976PLC008436| E-mail: mailus@fabindia.net | Website: fabindia.com

NOTICE OF THE 45TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Forty Fifth Annual General Meeting ("AGM")** of the members of **FABINDIA LIMITED** *(Formerly known as Fabindia Overseas Private Limited)* will be held on **Saturday, the 30th day of July 2022 at 04:00 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. **ADOPTION OF AUDITED FINANCIAL STATEMENTS, DIRECTOR'S REPORT AND AUDITOR'S REPORT OF THE COMPANY**

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

   "RESOLVED THAT the audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2022, the report of the Auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2022 as circulated to the members of the Company along with the notice of the 45th Annual General Meeting submitted to this meeting be and are hereby received, considered and adopted."

2. **CHANGE OF DESIGNATION OF M/S. MSKA & ASSOCIATES, CHARTERED ACCOUNTANTS FROM JOINT STATUTORY AUDITORS TO STATUTORY AUDITORS OF THE COMPANY**

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

   "RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to change the designation of **M/s MSKA & Associates, Chartered Accountants (Firm Registration Number 105047W),** from Joint Statutory Auditors to the Statutory Auditors of the Company for their remaining term of four years from Financial Year 2022-23 till 2025-26 i.e. till the conclusion of 49th Annual General Meeting to be held in the year 2026 at such remuneration plus applicable tax, reimbursement of travelling and out of pocket expenses incurred by them for the purpose of the audit, as may be mutually agreed upon between the Board of Directors and/or Audit Committee thereof

   RESOLVED FURTHER THAT the Board of Directors and/or Audit 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."

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

a. To consider appointment of a Director in place of Ms. Monsoon Latane Bissell (DIN: 02705935) who retires by rotation and being eligible, offers herself for re-appointment and pass the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 ('the Act') and rules made thereunder including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Companies Act, 2013, and Articles of Association of the Company, Ms. Monsoon Latane Bissell (DIN: 02705935), Non – Executive Director who is liable to retire by rotation and being eligible has offered herself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

b. To consider appointment of a Director in place of Mr. Vijai Kumar Kapoor (DIN: 01084371) who retires by rotation and being eligible, offers himself for re-appointment and pass the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 ('the Act') and rules made thereunder including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Companies Act, 2013, and Articles of Association of the Company, Mr. Vijai Kumar Kapoor (DIN: 01084371), Non-Executive Director who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. **TO CONSIDER AND APPROVE RELATED PARTY TRANSACTION FOR ACQUISITION OF FURTHER STAKE IN ORGANIC INDIA PRIVATE LIMITED**

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'), and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, including any statutory modification or re-enactment thereof (applicable laws) and the Company's Policy on dealing with Related Party Transactions', as recommended by Audit Committee and Board of Directors (hereinafter referred to as 'Board', which term shall be deemed to include any duly authorized Committee constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), consent of the Members, be and hereby accorded for entering into agreements or transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with OI (India) Holdings LLC USA and Organic India Private Limited, related parties within the meaning of Section 2(76) of the Act for purchase of shares of Organic India Private Limited on such terms and conditions as the Board may deem fit upto a maximum aggregate value of Rs. 350 Crore for Financial year 2022-23 amounting to 10% or more of the annual turnover of the Company as prescribed under applicable laws or any other materiality threshold, as may be applicable from time to time, provided however, that the agreements or transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Board of Directors, be and is hereby authorized to delegate all or any of its powers herein conferred, to Audit Committee and/or Director(s) and/or official(s) of the Company in accordance with applicable laws to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution".

5. **APPROVAL FOR PLACE OF KEEPING REGISTERS, RETURNS AND RECORDS OF COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to keep and maintain the Registers as prescribed under Section 88 of the Act and copies of Annual Returns as required under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at a place other than the registered office of the Company i.e. at the Corporate Office of the Company situated at C-40, Second Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

6. **TO APPROVE THE AMENDMENT OF TERMS AND CONDITIONS OF REMUNERATION OF MR. VINEY SINGH, MANAGING DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the Sections 196, 197, 203 and other applicable provisions if any read with Schedule V of the Companies Act, 2013 ('the Act') and the rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and in partial modification of the earlier resolution no. 11 passed in the Extraordinary General meeting of members of the Company held on 18th December, 2021, the consent of the members be and is hereby accorded to approve partial modification in breakup of components forming part of Fixed remuneration, perquisites and other official facilities being provided over and above fixed remuneration to Mr. Viney Singh, Managing Director, a related party within the meaning of Section 2(76) of the Act, as specified in the explanatory statement to Resolution No. 11 approved in the Extra Ordinary General Meeting held on 18th December, 2021 in the following manner with effect from FY 2022-23:

Component no. v *forming part of Fixed Remuneration- "Mediclaim Insurance: Mediclaim insurance cover for self and family as per the policies of the Company"* stands deleted

Component no. *ix and x forming part of other official facilities shall be shifted to the list of perquisites which shall be over and above the fixed remuneration.*

Component no. "xi Provision of Global Medical Health Insurance facility – Global medical insurance cover for self and family as per the policies of the Company." Be added under the list of perquisites which shall be over and above the fixed remuneration.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to approve the revised broad break up of components of remuneration of Mr. Viney Singh, Managing Director which shall be read as under:

Fixed Remuneration:

i. Basic salary;

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

iii. Special Allowance;

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

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

Further, Mr. Viney Singh, Managing Director shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

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

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

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

ix. Provision of cars;

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

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

In addition to above Mr. Viney Singh, Managing Director shall be entitled to Long-term Incentive Compensation, inter alia, FABINDIA LIMITED Employees Share Purchase Scheme, (ESPS) 2021 and/or any other incentives applicable to senior executives of the Company, as per the provisions of ESPS and in such manner as may be recommended by the Nomination and Remuneration Committee and decided by the Board, from time to time.

RESOLVED FURTHER THAT the Board of the Directors of the Company or any Committee thereof be and is hereby authorised to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto".

7. **TO APPROVE THE AMENDMENT OF TERMS AND CONDITIONS OF REMUNERATION OF MR. WILLIAM NANDA BISSELL, EXECUTIVE VICE-CHAIRMAN AND DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and in partial modification of the earlier resolution no. 12 passed in the Extraordinary General meeting of members of the Company held on 18th December, 2021, the consent of the members be and is hereby accorded to approve partial modification in breakup of components forming part of Fixed remuneration, perquisites and other official facilities being provided over and above fixed remuneration to Mr. William Nanda Bissell, Executive Vice Chairman and Director, a related party within the meaning of Section 2(76) of the Act, as specified in the explanatory statement to Resolution No. 12 approved in the Extra Ordinary General Meeting held on 18th December, 2021 in the following manner with effect from FY 2022-23:

Component no. v *forming part of Fixed Remuneration- "Mediclaim Insurance: Mediclaim insurance cover for self and family as per the policies of the Company"* stands deleted

Component no. *ix and x forming part of other official facilities shall be shifted to the list of perquisites which shall be over and above the fixed remuneration.*

Component no. *"xi Provision of Global Medical Health Insurance facility – Global medical insurance cover for self and family as per the policies of the Company." Be added under the list of perquisites which shall be over and above the fixed remuneration.*

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to approve the revised broad break up of components of remuneration of Mr. William Nanda Bissell, Executive Vice Chairman and Director which shall be read as under:

Fixed Remuneration:

i. Basic salary;

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

iii. Special Allowance;

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

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

Further, Mr. William Nanda Bissell, Executive Vice Chairman and Director shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

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

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

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

ix. Provision of cars;

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

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

RESOLVED FURTHER THAT the Board of the Directors of the Company or any Committee thereof be and is hereby authorised to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto".

8. **TO APPROVE THE AMENDMENT OF TERMS AND CONDITIONS OF REMUNERATION OF MR. MUKESH KUMAR CHAUHAN, EXECUTIVE DIRECTOR (WHOLE TIME DIRECTOR) OF THE COMPANY**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') and the rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and in partial modification of the earlier resolution no. 13 passed in the Extraordinary General meeting of members of the Company held on 18th December, 2021, the consent of the members be and is hereby accorded to approve partial modification in breakup of components forming part of Fixed remuneration, perquisites and other official facilities being provided over and above fixed remuneration to Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director), a related party within the meaning of Section 2(76) of the Act, as specified in the explanatory statement to Resolution No. 13 approved in the Extra Ordinary General Meeting held on 18th December, 2021 in the following manner with effect from FY 2022-23:

Component no. v *forming part of Fixed Remuneration- "Mediclaim Insurance: Mediclaim insurance cover for self and family as per the policies of the Company"* stands deleted

Component no. *ix and x forming part of other official facilities shall be shifted to the list of perquisites which shall be over and above the fixed remuneration.*

Component no. *"xi Provision of Global Medical Health Insurance facility – Global medical insurance cover for self and family as per the policies of the Company." Be added under the list of perquisites which shall be over and above the fixed remuneration.*

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to approve the revised broad break up of components of remuneration of Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director), which shall be read as under:

Fixed Remuneration:

i. Basic salary;

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

iii. Special Allowance;

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

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

Further, Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director) shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

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

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

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

ix. Provision of cars;

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

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

In addition to above Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director) shall be entitled to Long-term Incentive Compensation, inter alia, FABINDIA LIMITED Employees Share Purchase Scheme, (ESPS) 2021 and/or any other incentives applicable to senior executives of the Company, as per the provisions of ESPS and in such manner as may be recommended by the Nomination and Remuneration Committee and decided by the Board, from time to time.

RESOLVED FURTHER THAT the Board of the Directors of the Company or any Committee thereof be and is hereby authorised to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto".

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

Place: New Delhi
Date: June 22, 2022

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

MONIKA UPPAL ARORA
Company Secretary and Compliance Officer
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, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 05th May, 2022 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/tZ0tcuGprjgsHdHqSd1VvRpMBpfSv0CXGAD5

STEP 3:

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

STEP 4:

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

General instructions for members

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

2. 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 Audit Committee, Nomination and Remuneration Committee and Stakeholders and Relationship Committee and Auditors can attend meeting without restriction of 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 by sending an email to 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, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary and Compliance Officer, Ms. Monika Uppal Arora at Corporate Office C-40, 2nd floor, Okhla Industrial Area, Phase-II, New Delhi-110020 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 and Compliance Officer at monika.uppal@fabindia.net for inspection of Statutory registers under companies Act 2013 and documents referred to in the accompanying Notice for inspection up to 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 and Compliance Officer 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. 4

Currently, your Company holds 63.79% of the share capital of Organic India Pvt. Ltd ("OIPL"). The Board of Directors, upon the recommendation of the Audit Committee of the Board, have, on 9th June, 2022, approved the purchase of up to another 16% of the share capital of OIPL, in the form of up to 1,31,74,164 equity shares of OIPL, from OI (India) Holdings LLC USA (one of the existing shareholders of OIPL) of OIPL. Your Company has, in this regard, executed definitive documents inter alia with OIPL and OI India Holdings LLC USA, for such acquisition of up to another 16% of the share capital of OIPL, for an aggregate amount not exceeding Rs. 350 Crore, as per the terms and subject to the conditions set out in the definitive documents.

OI (India) Holdings LLC USA and OIPL are related parties within the meaning of Section 2(76) of the Companies Act, 2013.

Section 188 of the Act and the applicable Rules framed thereunder provide that if the aggregate value of any Related Party transaction amounts to 10% or more of the annual turnover of the Company as per the last audited financial statements of the Company, then an ordinary resolution is required for that purpose.

Hence, approval of the shareholders is being sought for a maximum aggregate value of Rs. 350 Crore for the Financial year 2022-23 for the said Related Party Transaction(s) proposed to be entered into by your Company with OI (India) Holdings LLC USA, for acquisition of shares of OIPL, in the financial year 2022-23.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with OIPL are as follows:

S.No.	Particulars	Remarks
1.	Name of the Related Party	OI (India) Holdings LLC USA and Organic India Private Limited
2.	Name of the Director or KMP who is related	Mr. William Nanda Bissell (Common Director in OIPL) Ms. Monsoon Latane Bissell (Common Director in OIPL) Mr. Mukesh Kumar Chauhan (Common Director in OIPL) Mr. Tekkethalakkal Kurien Kurien (Nominee Director of PI OPPORTUNITIES FUND- I) Mr. Yoav Lev (Common Director in OI (INDIA) holdings, LLC USA and OIPL and majority shareholder in OI (India) Holdings LLC USA) Mr. Richard Frank Celeste (Common Director in OIPL) and Mr. Vijai Kapoor (relative of Mr. William Nanda Bissell)
3.	Nature of Relationship	OI (India) Holdings LLC USA has common Directors with our Company and Organic India Private Limited is a Subsidiary Company
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	The Company has executed a Share transfer Agreement with OI (India) Holdings, LLC USA, existing shareholder of OIPL and Shareholders' Agreement with OIPL, for purchase of up to 1,31,74,164 equity shares of OIPL from OI (India) Holdings, LLC USA, amounting up to 16% of the share capital of OIPL, for an aggregate amount not exceeding Rs. 350 Crore, as per the terms and conditions specified in the aforesaid agreements.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	● The Company routinely tries to increase its stake in its subsidiaries, wherever the opportunity presents itself, and in this regard, routinely undertakes further invests (through primary and secondary) in its subsidiaries. Accordingly, this investment in OIPL will be in the ordinary course of business for the Company. ● Further, the proposed share purchase is proposed to be undertaken on an arm's length basis. The valuation of the equity shares of OIPL has been arrived at basis the recommendation of 3Dimension Capital Services Limited, SEBI registered Category I Merchant Banker, in their valuation report dated 23rd May, 2022.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 4 of this Notice as an Ordinary Resolution.

ITEM NO. 5

Pursuant to Section 94 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, certain documents such as the Registers prescribed under Section 88 of the Act and copies of Annual Returns as required under Section 92 of the Act together with the copies of certain other registers, certificates, documents, etc. are required to be kept and maintained at the Registered Office of the Company. However, these documents can be kept at any other place in India in which more than one-tenth of the total members entered in the Register of Members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Pursuant to the issuance of Debentures and change of registered office of FABINDIA LIMITED (formerly known as Fabindia Overseas Private Limited) approval of the Members is sought by way of a Special Resolution for keeping and maintaining the Registers at a place other than the registered office of the Company i.e. the Corporate Office of the Company situated at C-40, second floor, Okhla Industrial Area, Phase-II, New Delhi-110020 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

ITEM NO. 6

In continuation to the earlier approval of shareholders at the Extra Ordinary General meeting dated 18th December, 2021, the Board at its meeting held on 22nd June, 2022 on the recommendation of Nomination and Remuneration Committee and Audit Committee, approved the amendment in the terms and conditions of remuneration of Mr. Viney Singh, Managing Director of the Company which is subject to approval of the shareholders of the Company in accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, (including any statutory amendment, modification or re-enactment thereof for the time being in force), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, with effect from Financial Year 2022-23.

It shall be noted that Mr. Viney Singh, Managing Director, is being paid fixed remuneration along with the allowances and perquisites as determined under the provisions of the Companies Act, 2013 and the Income Tax Act, 1961, as approved by the shareholders in the Extra Ordinary General meeting held on 18th December, 2021 and it is decided by the Board in its meeting held on 22nd June, 2022 to exclude Mediclaim insurance cover for self and family as per the policies of the Company as a component of Fixed remuneration and include Global Medical facility for self and family under the term perquisites which shall be provided over and above fixed remuneration specified in the explanatory statement to Resolution No. 11 approved in the Extra Ordinary General meeting held on 18th December, 2021 shall now be read as under subject to the approval of shareholders in the 45th Annual General meeting w.e.f Financial year 2022-23 payable to Mr. Viney Singh, Managing Director.

It shall also be noted that components forming part of 'other official facilities' shall now be shifted to the category 'perquisites' which shall be provided over and above fixed remuneration.

Fixed Remuneration

i. Basic salary;

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

iii. Special Allowance;

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

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

Further, Mr. Viney Singh, Managing Director shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

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

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

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

ix. Provision of cars;

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

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

In addition to above Mr. Viney Singh, Managing Director shall be entitled to Long-term Incentive Compensation, inter alia, FABINDIA LIMITED Employees Share Purchase Scheme, (ESPS) 2021 and/or any other incentives applicable to senior executives of the Company, as per the provisions of ESPS and in such manner as may be recommended by the Nomination and Remuneration Committee and decided by the Board, from time to time.

All other terms and conditions of remuneration of Mr. Viney Singh, Managing Director shall remain same as approved in the Resolution No. 11 of Extraordinary General meeting held on 18th December, 2021.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

Except Mr. Viney Singh, none of the other directors, key managerial personnel and relatives of directors and/ or key managerial personnel are concerned or interested in the proposed resolution as set out at Item No. 6 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 7

In continuation to the earlier approval of shareholders at the Extra Ordinary General meeting held on 18th December, 2021, the Board at its meeting held on 22nd June, 2022 on the recommendation of Nomination and Remuneration Committee and Audit Committee approved the amendment in the terms and conditions of remuneration of Mr. William Nanda Bissell, Executive Vice-Chairman and Director of the Company which is subject to approval of the shareholders of the Company in accordance with the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, (including any statutory amendment, modification or re-enactment thereof for the time being in force), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, with effect from Financial Year 2022-23.

It shall be noted that Mr. William Nanda Bissell, Executive Vice-Chairman and Director, is being paid fixed remuneration along with the allowances and perquisites as determined under the provisions of the Companies Act, 2013 and the Income Tax Act, 1961, as approved by the shareholders in the Extra Ordinary General meeting held on 18th December, 2021 and it is decided by the Board in its meeting held on 22nd June, 2022 to exclude Mediclaim insurance cover for self and family as per the policies of the Company as a component of Fixed remuneration and include Global Medical facility for self and family under the term 'perquisites' which shall be provided over and above fixed remuneration specified in the explanatory statement to Resolution No. 12 approved in the Extra Ordinary General meeting held on 18th December, 2021 shall now be read as under subject to the approval of shareholders in the 45th Annual General meeting w.e.f Financial year 2022-23 payable to Mr. William Nanda Bissell, Executive Vice-Chairman and Director.

It shall also be noted that components forming part of 'other official facilities' shall now be shifted to the category 'perquisites' which shall be provided over and above fixed remuneration.

Fixed Remuneration

i. Basic salary;

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

iii. Special Allowance;

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

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

Further, Mr. William Nanda Bissell, Executive Vice-Chairman and Director shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

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

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

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

ix. Provision of cars;

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

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

All other terms and conditions of remuneration of Mr. William Nanda Bissell, Executive Vice Chairman and Director shall remain same as approved in the Resolution No. 12 of Extraordinary General meeting held on 18th December, 2021

The Board recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

Except Mr. William Nanda Bissell, Ms. Monsoon Latane Bissell and Mr. Vijai Kumar Kapoor and their respective relatives, who are concerned or interested in the respective Resolutions, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested in the proposed resolution as set out at Item No. 7 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 8

In continuation to the earlier approval of shareholders at the Extra Ordinary General meeting held on 18th December, 2021, the Board at its meeting held on 22nd June, 2022 on the recommendation of Nomination and Remuneration Committee and Audit Committee approved the amendment in the terms and conditions of remuneration of Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director) of the Company which is subject to approval of the shareholders of the Company in accordance with the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, (including any statutory amendment, modification or re-enactment thereof for the time being in force), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, with effect from Financial Year 2022-23.

It shall be noted that Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director) is being paid fixed remuneration along with the allowances and perquisites as determined under the provisions of the Companies Act, 2013 and the Income Tax Act, 1961, as approved by the shareholders in the Extra Ordinary General meeting held on 18th December, 2021 and it is decided by the Board in its meeting held on 22nd June, 2022 to exclude Mediclaim insurance cover for self and family as per the policies of the Company as a component of Fixed remuneration and include Global Medical facility for self and family under the term 'perquisites' which shall be provided over and above fixed remuneration specified in the explanatory statement to Resolution No. 13 approved in the Extra Ordinary General meeting held on 18th December, 2021 shall now be read as under subject to the approval of shareholders in the 45th Annual General meeting w.e.f Financial year 2022-23 payable to Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director).

It shall also be noted that components forming part of 'other official facilities' shall now be shifted to the category 'perquisites' which shall be provided over and above fixed remuneration.

Fixed Remuneration

i. Basic salary;

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

iii. Special Allowance;

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

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

Further, Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director) shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

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

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

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

ix. Provision of cars;

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

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

All other terms and conditions of remuneration of Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director) shall remain same as approved in the Resolution No. 13 of Extraordinary General meeting held on 18th December, 2021

In addition to above Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director) shall be entitled to Long-term Incentive Compensation, inter alia, FABINDIA LIMITED Employees Share Purchase Scheme, (ESPS) 2021 and/or any other incentives applicable to senior executives of the Company, as per the provisions of ESPS and in such manner as may be recommended by the Nomination and Remuneration Committee and decided by the Board, from time to time.

The Board recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members of the Company.

Except Mr. Mukesh Kumar Chauhan, none of the directors, key managerial personnel and relatives of directors and/ or key managerial personnel are concerned or interested in the proposed resolution as set out at Item No. 8 of the notice, except to the extent of their shareholding and in the ordinary course of business.

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

Place: New Delhi
Date: June 22, 2022

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

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

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

Name of Director	MONSOON LATANE BISSELL	VIJAI KUMAR KAPOOR
Director Identification Number (DIN)	02705935	01084371
Age	52 years	83 years
Date of first appointment	June 27, 2000	January 31, 2006
Qualification, Brief resume/ Experience (including expertise in specific functional area)	Monsoon Latane Bissell is a Non-Executive Director of your Company. She has been on the Board of your Company since June 27, 2000. She holds a diploma from The Ethel Walker School, Simsbury, Connecticut and bachelor's degree in arts from the Trustees and Faculty of Bryn Mawr College in the state of Pennsylvania and two master's degrees in education and arts, respectively, from Columbia University, New York. She is a counsellor, facilitator and applied behavioural science practitioner. She is a professional member for more than 15 years and a board member of the Indian Society for Applied Behavioural Sciences and currently holds the position of joint dean of professional development. She is also a visiting faculty at the Indian Institute of Management, Ahmedabad.	Master's degree in Mathematics, Fellow from Oxford University and IAS (Retired). Vijai Kumar Kapoor is a Non-Executive Director of your Company. He has been on the Board of your Company since January 31, 2006. He holds a bachelor's degree and master's degree in arts (mathematics) from St. Stephen's College, University of Delhi and Fellow in Oxford University. He served as Lieutenant Governor of Delhi for over 6 years and has experience in administration services.
Terms and Conditions for Re-appointment	As detailed in the Notice along with Explanatory Statement in item no. 10 of the Extra-Ordinary General Meeting (EGM) Notice dated December 18, 2021.	As detailed in the Notice along with Explanatory Statement in item no. 10 of the Extra-Ordinary General Meeting (EGM) Notice dated December 18, 2021.
Remuneration last drawn (including sitting fees, if any)	She was paid Remuneration of INR 6,00,000/- for the month of January, February and March 2022.	He was paid Remuneration of INR 6,00,000/- for the month of January, February and March 2022.
Remuneration sought to be paid	As detailed in the Notice along with Explanatory Statement in item no. 10 of the Extra-Ordinary General Meeting (EGM) Notice dated December 18, 2021.	As detailed in the Notice along with Explanatory Statement in item no. 10 of the Extra-Ordinary General Meeting (EGM) Notice dated December 18, 2021.
Shareholding in the Company (as on the date of AGM Notice)	1.85%	0.04%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Sister of Mr. William Nanda Bissell	Father-in-Law of Mr. William Nanda Bissell
Number of Board meetings attended during the year	2	2
List of Directorships held in other companies	Organic India Private Limited (OIPL)	NIL
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL	NIL

DETAILS OF DIRECTORS FOR VARIATION OF TERMS AND CONDITIONS OF THEIR REMUNERATION AT THE AGM
[PURSUANT TO SECRETARIAL STANDARD–2 ON GENERAL MEETINGS]

Name of Director	WILLIAM NANDA BISSELL	VINEY SINGH
Director Identification Number (DIN)	00012819	00932145
Age	56 years	62 years
Qualification, Brief resume/ Experience (including expertise in specific functional area)	William Nanda Bissell is the Executive Vice-Chairman and Director of your Company. He has been on the Board of your Company since August 23, 1994 and was the Managing Director of your Company from April 1, 2000 to February 22, 2018. He holds a bachelor's degree in arts from Wesleyan University, Middletown, Connecticut. He has over 27 years of experience in the retail and apparel industry. He has also received the 'Entrepreneur with Social Impact' award from Forbes India.	Viney Singh is the Managing Director of your Company. He has been on the Board of your Company since August 20, 2016. He joined our Company as Chief Executive Officer in August, 2016. After completing his schooling at Mayo College Ajmer, he did bachelor's degree in arts (economics) from Loyola College, University of Madras. He has also participated in extension programme in general management held at Indian Institute of Management, Calcutta. He was previously associated with Max Hypermarket India Private Limited (part of Dubai based Landmark Group) as a managing director and has also worked at Reliance Communications Limited as circle-CEO (Karnataka and Kerala) and Hindustan Unilever Limited in leadership roles. He has experience in the Hypermarket and Lifestyle Retail, Telecom and FMCG verticals.
Terms and Conditions for appointment	NA	NA
Remuneration last drawn (including sitting fees, if any)	He was paid Remuneration of INR 31,58,093/- for the month of May 2022.	He was paid Remuneration of INR 13,36,438/- for the month of May 2022. On March 30, 2022, 60, 000 equity shares have been released to him under FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021 upon fulfilling performance and lock-in conditions.
Remuneration sought to be paid	As detailed in the Notice along with Explanatory Statement in item no. 12 of the Extra-Ordinary General Meeting (EGM) Notice dated December 18, 2021 in partial modification of the terms and conditions specified in resolution no. 7 in the aforesaid notice.	As detailed in the Notice along with Explanatory Statement in item no. 11 of the Extra-Ordinary General Meeting (EGM) Notice dated December 18, 2021 in partial modification of the terms and conditions specified in resolution no. 6 in the aforesaid notice.
Shareholding in the Company (as on the date of AGM Notice)	15.53%	0.23%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Son-in-Law of Mr. Vijai Kumar Kapoor and Brother of Ms. Monsoon Latane Bissell	None
Number of Board meetings attended during the year	2	3
List of Directorships held in other companies	Organic India Private Limited	1. Biome Life Sciences India Private Limited 2. Fabcafe Foods Private Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	Committee of Directors – Member IPO Committee - Member	Risk Management Committee – Member Committee of Directors – Member IPO Committee - Member

DETAILS OF DIRECTORS FOR VARIATION OF TERMS AND CONDITIONS OF THEIR REMUNERATION AT THE AGM
[PURSUANT TO SECRETARIAL STANDARD–2 ON GENERAL MEETINGS]

Name	**MUKESH KUMAR CHAUHAN**
DIN	05108075
Age	54 years
Date of first appointment	August 20, 2021
Qualification, Brief resume/ Experience (including expertise in specific functional area)	Mukesh Kumar Chauhan is an Executive Director (Whole-time Director) of your Company. He has been on the Board of your Company since August 20, 2021. 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 17 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.
Terms and Conditions for Appointment	NA
Remuneration last drawn, including sitting fees, if any Remuneration sought to be paid	He was paid Remuneration of INR 7,44,469/- for the month of May 2022. On March 30, 2022, 15,750 equity shares have been released to him under FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021 upon fulfilling performance and lock-in conditions. As detailed in the Notice along with Explanatory Statement in item no. 13 of the Extra-Ordinary General Meeting (EGM) Notice dated December 18, 2021 in partial modification of the terms and conditions specified in resolution no. 8 in the aforesaid notice.
Shareholding in the Company (as on the date of AGM Notice)	0.12%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during the year	2
List of Directorships held in other companies	1. Biome Life Sciences India Private Limited 2. Fabcafe Foods Private Limited 3. Organic India Private Limited 4. Indigo Origins Pte. Ltd 5. Fabindia International Pte. Ltd.
Membership/ Chairmanship of Committees of Board of Directors of other companies	**Membership in Committees of Fabindia:** Audit Committee – Member Stakeholders' Relationship Committee- Member Corporate Social Responsibility Committee - Member IPO Committee- Member Committee of Directors- Member **Membership in Fabcafe Foods Private Limited:** Audit Committee – Chairman Nomination and Remuneration Committee-Chairman

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 Wednesday, 27th July, 2022 at 09.00 AM IST and ends on Friday, 29th July, 2022 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 July, 2022** may cast their vote by 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://eservice.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 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. **NSDL Mobile App is available on** App Store Google Play
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**. Click on **NSDL** to cast your vote.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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. 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 4430
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 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' / members 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 Forexample if your Beneficiary ID is your 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. 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) options 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 and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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 (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/Passward?" 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

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 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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at stakeholders@fabindia.net. The same will be replied by the company suitably.