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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the members of **FABINDIA LIMITED** *(Formerly known as Fabindia Overseas Private Limited)* ("Company") will be held on Saturday**, the 18th day of December 2021 at 02:00 PM (IST)** through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) via zoom facility as per the details provided in notes to transact the following business:

SPECIAL BUSINESS

1. **TO INCREASE IN AUTHORIZED SHARE CAPITAL 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 the provisions of Sections 13, 61 and any other applicable provisions of the Companies Act, 2013 ("the Companies Act") and the applicable rules thereto, including the Companies (Incorporation) Rules, 2014 ("Company Incorporation Rules"), each as amended and in accordance with any other applicable law or regulation, the consent and approval of the shareholders of the FABINDIA LIMITED ("Company") be and is hereby accorded for the Authorized Share Capital of the Company be increased from the INR 15,00,00,000/- (Rupees Fifteen Crores only) comprising of 15,00,00,000 (Fifteen Crore) Equity Shares of INR 1/- (Rupees One) each to INR 16,00,00,000/- (Rupees Sixteen Crores) divided into 16,00,00,000 (Sixteen Crore) Equity Shares of INR 1/- (Rupee one) each.

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 authorized 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 severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

2. **TO AMEND THE MEMORANDUM OF ASSOCIATION 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 provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act as amended, and the rules made thereunder including the Company Incorporation Rules, as

amended and other applicable laws, if any and subject to other statutory approvals, if any, the consent and approval of the shareholders of the Company be and is hereby accorded for substituting the existing Clause (i) and Clause V of the memorandum of association of the Company with the following Clauses as under:

"*V. The Authorized Share Capital of the Company is INR 16,00,00,000/- (Rupees Sixteen Crores) divided into 16,00,00,000 (Sixteen Crore) Equity Shares of INR 1/- (Rupee one) each*."

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 authorized 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 severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time.**"**

3. **TO AMEND THE ARTICLES OF ASSOCIATION 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, and rules made thereunder, including the Company Incorporation Rules, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and *inter alia* in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), as amended, the Securities Contracts (Regulation) Act, 1956, as amended and the Securities Contracts (Regulation) Rules, 1957, as amended, subject to the necessary approvals required, and that of Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**"), and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the ROC, and the Securities and Exchange Board of India and stock exchanges in connection with listing of equity shares, the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of existing set of existing the articles of association of the Company ("**Articles of Association**") with a new set of Articles of Association in total exclusion and substitution of the existing Articles of Association.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time.**"**

4. **APPOINTMENT OF MR. GYANENDRA NATH GUPTA AS AN INDEPENDENT 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 provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, and the rules made thereunder, as amended from time to time and the SEBI (LODR) Regulations, and other applicable law and pursuant to the provisions of the Articles of Association, Mr. Gyanendra Nath Gupta (DIN:00027502), a Non-Executive Director on the Board of Directors of the Company ("**Board**") who was appointed as an additional director by the Board with effect from September 02, 2021 and whose appointment was regularised by the shareholders of the Company at their meeting held on September 30, 2021, and aged 90 years, who possesses relevant expertise and experience and has signified his consent to act as an independent director of the Company, and submitted a declaration that he meets the criteria for appointment of an independent director under the Companies Act and the SEBI (LODR) Regulations and is otherwise eligible for appointment, and who was designated as an Independent Director by the Board on November 24 2021, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from November 24, 2021, if approved by the shareholders, with such remuneration and sitting fees for attending meetings of the Board and/or any committees thereof as may be determined by the Board from time to time and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (LODR) Regulations, approval be and is hereby granted for appointing Mr. Gyanendra Nath Gupta, who has exceeded the age of 75 years, as an Independent Director.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to execute an appointment letter with Mr. Gyanendra Nath Gupta in relation to his appointment as an Independent Director, to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

5. **APPOINTMENT OF MR. RICHARD FRANK CELESTE AS AN INDEPENDENT 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 provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, and the rules made thereunder, as amended from time to time and the SEBI (LODR) Regulations, and other applicable law and pursuant to the provisions of the Articles of Association, Mr. Richard Frank Celeste (DIN: 09296533), a Non-Executive Director on the Board of Directors of the Company ("**Board**") who was appointed as an additional director by the Board with effect from September 01, 2021 and whose appointment was regularised by the shareholders of the Company at their meeting held on

September 30, 2021, and aged 84 years, who possesses relevant expertise and experience and has signified his consent to act as an independent director of the Company, and submitted a declaration that he meets the criteria for appointment of an independent director under the Companies Act and the SEBI (LODR) Regulations and is otherwise eligible for appointment, and who was designated as an Independent Director by the Board with effect from November 24, 2021, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from November 24, 2021, if approved by the shareholders, with such remuneration and sitting fees for attending meetings of the Board and/or any committees thereof as may be determined by the Board from time to time and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (LODR) Regulations, approval be and is hereby granted for appointing Mr. Richard Frank Celeste, who has exceeded the age of 75 years, as an Independent Director.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to execute an appointment letter with Mr. Richard Frank Celeste in relation to his appointment as an Independent Director, to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

6. **APPOINTMENT OF MR. PRAKASH PARTHASARATHY AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, and the rules made thereunder, as amended from time to time and the SEBI (LODR) Regulations, and other applicable law and pursuant to the provisions of the Articles of Association, Mr. Prakash Parthasarathy (DIN: 02011709), a Non-Executive Director on the Board of Directors of the Company ("**Board**") who was appointed as an additional director by the Board with effect from February 22, 2012 and whose appointment was regularised by the shareholders of the Company at their meeting held on July 31, 2012 and aged 50 years, who possesses relevant expertise and experience and has signified his consent to act as an independent director of the Company, and submitted a declaration that he meets the criteria for appointment of an independent director under the Companies Act and the SEBI (LODR) Regulations and is otherwise eligible for appointment, and who was designated as an Independent Director by the Board with effect from November 24, 2021, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from November 24, 2021, if approved by the shareholders, with such remuneration and sitting fees for attending meetings of the Board and/or any committees thereof, as may be determined by the Board from time to time and who shall not be liable to retire by rotation.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to execute an appointment letter with Mr. Prakash Parthasarathy in relation to his appointment as an Independent

Director, to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

7. **APPOINTMENT OF MR. SAURABH NAVINCHANDRA MEHTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, and the rules made thereunder, as amended from time to time and the SEBI (LODR) Regulations, and other applicable law and pursuant to the provisions of the Articles of Association, Mr. Saurabh Navinchandra Mehta (DIN: 01115594), a Non-Executive Director on the Board of Directors of the Company ("**Board**") who was appointed as an additional director by the Board with effect from September 02, 2021 and whose appointment was regularised by the shareholders of the Company at their meeting held on September 30, 2021, and aged 69 years, who possesses relevant expertise and experience and has signified his consent to act as an independent director of the Company, and submitted a declaration that he meets the criteria for appointment of an independent director under the Companies Act and the SEBI (LODR) Regulations and is otherwise eligible for appointment, and who was designated as an Independent Director by the Board with effect from November 24, 2021, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from November 24, 2021, if approved by the shareholders, with such remuneration and sitting fees for attending meetings of the Board and/or any committees thereof as may be determined by the Board from time to time and who shall not be liable to retire by rotation.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to execute an appointment letter with Mr. Saurabh Navinchandra Mehta in relation to his appointment as an Independent Director, to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

8. **APPOINTMENT OF MS. SMITA PIYUSH MANKAD AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, and the rules made thereunder, as amended from time to time and the SEBI (LODR) Regulations, and other applicable law and pursuant to the provisions of the Articles of Association, Ms. Smita Piyush Mankad (DIN: 02009838), an Additional Director (Non-Executive) on the Board of Directors of the Company ("**Board**") with effect from October 20, 2021 and aged 50 years, who possesses relevant expertise and experience and has signified her consent to act as an Independent Director of the Company, and submitted a declaration that she meets the criteria for appointment of an Independent Director under the Companies Act and the SEBI (LODR) Regulations and is otherwise eligible for appointment, and who was designated as an Independent Director by the Board with effect from November 24, 2021, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from November 24, 2021 if approved by the shareholders, with such remuneration and sitting fees for attending meetings of the Board and/or any committees thereof, as may be determined by the Board from time to time and who shall not be liable to retire by rotation.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to execute an appointment letter with Ms. Smita Piyush Mankad in relation to her appointment as an Independent Director, to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

9. **TO APPROVE THE AMENDED EMPLOYEES SHARE PURCHASE SCHEME 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 provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act read with rules framed there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEBSE Regulations**"), as may be modified from time to time, provisions contained the Articles of Association, the applicable provisions of the SEBI (LODR) Regulations and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the shareholders of the Company be and is hereby accorded to the amended **"FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021"** for aligning the scheme with the provisions of the SEBI SBEBSE Regulations and for undertaking the amendment(s) as specified in the Explanatory Statement annexed to this notice, a draft copy of which is placed before this meeting.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend the **"FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021"** subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders and

further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the "**FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021"** and do all other things incidental and ancillary thereof.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

10. **TO APPROVE THE PAYMENT OF REMUNERATION TO NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS**

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 Sections 149, 197 & 198 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, read with the Articles of Association and pursuant to the recommendation of the Board, the consent of the shareholders of the Company be and is hereby accorded for payment of remuneration to Independent Directors and Non-Executive Directors as per the details mentioned in the below table:

S. No.	Name of Directors/ Independent Directors	Remuneration
1.	Mr. Gyanendra Nath Gupta Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
2.	Mr. Saurabh Navinchandra Mehta Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
3.	Mr. Prakash Parthasarathy Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
4.	Mr. Richard Frank Celeste Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.

S. No.	Name of Directors/ Independent Directors	Remuneration
5.	Ms. Smita Piyush Mankad Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
6.	Mr. Yoav Lev Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
7.	Mr. Vijai Kumar Kapoor Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
8.	Mr. Nikhil Khera Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
9.	Mr. Aditya Ghosh Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses **OR** Director's Commission at the rate of 0.5% of standalone Profits Before Tax from FY 2021-22 onwards, whichever is higher.
10.	Ms. Monsoon Latane Bissell Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses **OR** Director's Commission at the rate of 0.5% of standalone Profit Before Tax from FY 2021-22 onwards, whichever is higher.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 & 198 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, read with the Articles of Association and pursuant to recommendation of Board, the consent of the shareholders of the Company be and is hereby accorded to pay remuneration to Non-Executive Directors and independent directors notwithstanding the profits/ absence of profits/ inadequacy of profits in the Company up to INR 20 Crore (Rupees Twenty Crore only) (Overall Limit) in any financial year and such remuneration be paid to the Non-Executive Directors and Independent Directors of the Company on monthly or quarterly or yearly basis in such amounts or proportions and in such manner as may be determined by the Board on the recommendation of nomination and remuneration committee of the Company ("**Nomination and Remuneration Committee**") from time to time for a period of three financial years i.e. FY 2021-22, 2022-23 and 2023-24 or such other time period as may be permitted under the Companies Act.

RESOLVED FURTHER THAT the amount of total compensation to be paid to Non-Executive Directors and Independent Directors as above shall be exclusive of the following:

- Sitting fee paid/ to be paid to each non-executive director and independent director for every Board and/or committee meetings; and

- Reimbursement of expenses with respect to attending Board/ committee meetings - flight, transportation, hotel stays, etc.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time.**"**

11. **APPROVAL 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 Sections 196, 197, 203 and the other relevant provisions of Companies Act read with Schedule V to the Companies Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other rules and regulations made under the Companies Act, that may be relevant, including any statutory modifications or re-enactments, thereof for the time being in force, any other applicable laws and pursuant to the provisions of the Articles of Association, the consent and approval of the shareholders of the Company be and is hereby accorded for the payment of remuneration to Mr. Viney Singh (who has been appointed as the Managing Director by the Board with effect from February 22, 2018 and who holds office till February 21, 2023), as Managing Director of the Company, as per the details set out below as well as in the Explanatory Statement attached to this Notice, with effect from October 22, 2021, i.e. the date on which the Company became a public limited company.

Particulars	**Amount**
Fixed Remuneration	INR 3.025 Crore per annum for FY 2021-22 **AND** INR 3.3275 Crore per annum for FY 2022-23 (April 1, 2022 to February 21, 2023)
Directors Commission in case of profits	At the rate of 1.5% of standalone profit before tax for FY 2021-22 and FY 2022-23 (April 1, 2022 to February 21, 2023)

RESOLVED FURTHER THAT pursuant to Section 203 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Mr. Viney Singh will be the Key Managerial Personnel 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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be

conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

12. **AMENDMENT OF TERMS & CONDITIONS OF APPOINTMENT OF MR. WILLIAM NANDA BISSELL AS THE 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 provisions of Sections 149, 197 & 198 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, read with the Articles of Association and pursuant to the recommendation and approval of the Board at its meeting dated November 24, 2021, in supersession of all the previous board resolutions passed in this regard, the consent of the shareholders of the Company be and is hereby accorded to change the designation held by Mr. William Nanda Bissell from Executive Chairman and Director to Executive Vice- Chairman and Director of the Company for a term of 5 years commencing with effect from November 24, 2021 to November 23, 2026 and for the payment of the remuneration payable to Mr. William Nanda Bissell as per the details contained below as well as in the Explanatory Statement attached to this Notice, with effect from October 22, 2021 i.e. the date on which the Company became a public limited company:

Particulars	Amount
Fixed Remuneration	INR 6.1 Crore per annum for FY 2021-22 **AND** INR 6.6 Crore per annum for FY 2022-23 Remuneration for remaining period i.e. Financial Years 2023-24, 2024-25 and 2025-26 will be decided by the Board based on recommendations of Nomination and Remuneration Committee later on.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 & 198 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, read with the Articles of Association and pursuant to the recommendation of Board, the consent of the shareholders of the Company be and are hereby accorded to pay remuneration to Mr. William Nanda Bissell notwithstanding the profits/ absence of profits/ inadequacy of profits.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

13. **AMENDMENT OF TERMS & CONDITIONS OF APPOINTMENT OF MR. MUKESH KUMAR CHAUHAN AS THE EXECUTIVE 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 provisions of Sections 149, 197 & 198 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, read with the Articles of Association and pursuant to the recommendation and approval of the Board at its meeting dated November 24, 2021 in supersession of all the previous board resolutions passed in this regard, the consent of the shareholders of the Company be and is hereby accorded for the amendment of the terms and conditions of the appointment of Mr. Mukesh Kumar Chauhan, Executive Director (Whole-time Director) of the Company by fixing his term of office for a period of 5 years commencing with effect from November 24, 2021 upto November 23, 2026 and payment of remuneration to Mr. Mukesh Kumar Chauhan as per the details contained below as well as in the Explanatory Statement attached to this Notice which shall be subject to annual increments as per Company policy, with effect from October 22, 2021 i.e. the date on which the Company became a public limited company:

Particulars	Amount
Fixed Remuneration	INR 2.40 Crore per annum
Directors Commission in case of profits	At the rate of 1% of standalone profit before tax for FY 2021-22 and FY 2022-23.

RESOLVED FURTHER THAT pursuant to Section 203 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Mr. Mukesh Kumar Chauhan will be the Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 & 198 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, read with the Articles of Association and pursuant to the recommendation of Board, the consent of the shareholders of the Company be and are hereby accorded to pay remuneration to Mr. Mukesh Kumar Chauhan notwithstanding the profits/ absence of profits/ inadequacy of profits.

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 authorized 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, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

14. **APPROVAL FOR HOLDING OFFICE BY MR. VIJAI KUMAR KAPOOR AS NON-EXECUTIVE 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 Regulation 17(1A) of the SEBI (LODR) Regulations and other applicable provisions, if any, of the Companies Act, and the rules made thereunder, as amended from time to time, consent of the members is hereby accorded to Mr. Vijai Kumar Kapoor (DIN: 01084371), Non-Executive Director of the Company, aged 83 years, whose continuation in office requires approval of shareholders by way of Special Resolution being more than 75 years of age, with such remuneration and sitting fees for attending meetings of the Board and/or any committees thereof, in terms of the appointment letter issued to him or as may be determined by the Board from time to time and who shall be liable to retire by rotation."

15. **APPROVAL OF INITIAL PUBLIC OFFER OF EQUITY SHARES THROUGH A FRESH ISSUE AND OFFER FOR SALE OF EQUITY SHARES**

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 Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations framed thereunder, as amended, (including any statutory modifications or re-enactment thereof, for the time being in force) (the "**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended ("**SCRA**") and the Securities Contract (Regulation) Rules, 1957, as amended ("**SCRR**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended 66("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended (the "**FEMA**"), including the Foreign Exchange Management (Non debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (the "**SEBI**"), the Reserve Bank of India (the "**RBI**"), Government of India ("**GOI**") and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement(s) to be entered into between the Company and the respective recognised stock exchanges in India where the equity shares of the Company ("**Equity Shares**") are proposed to be listed (the "**Stock Exchanges**"), and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**"), SEBI, RBI, the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry, GOI, the Stock Exchanges and all other appropriate statutory authorities and departments (collectively the "**Regulatory Authorities**"), and any third parties and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include the IPO committee ("**IPO Committee**") or any other duly constituted committee of the Board, consent of the members of the Company be and is hereby accorded for an initial public offering of Equity Shares and the Board be and is hereby authorized to create, offer, issue, allot and/or transfer such number of Equity Shares for an amount aggregating up to Rs. 250 Crore (including share premium), comprising of a fresh issuance of Equity Shares, out of the authorized share capital of the Company ("**Fresh Issue**") and/or an offer of sale of such number of Equity Shares by certain of the existing and eligible shareholders of the Company, as may be determined at the Board's discretion after considering the prevailing market conditions and other relevant factors ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**") which shall be subject to the prevailing market conditions and other relevant factors including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any other person pursuant to any pre-IPO Placement in terms of the SEBI ICDR Regulations at a price to be determined, by the Company, in consultation with the global co-ordinators and book running lead managers ("**GCBRLMs**") and book running lead managers appointed for the Offer ("**BRLMs**") by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount or at par per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company, in consultation with the GCBRLMs, the BRLMs [and selling shareholders] in accordance with the SEBI ICDR Regulations and on such terms and conditions as may be finalised by the Board in consultation with the GCBRLMs and the BRLMs, and that the Board, in consultation with the GCBRLMs and the BRLMs, may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT subject to, and in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person

or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the GCBRLMs and the BRLMs and as may be permissible under Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at par or at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the GCBRLMs, the BRLMs and [the selling shareholders in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the GCBRLMs, the BRLMs [and the selling shareholders] decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, trusts / societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are eligible and permitted to invest in the Equity Shares as per Applicable Law (collectively referred to as the "**Investors**"), through an offer document, prospectus and / or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment / transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in their discretion, deem fit, including in consultation with the GCBRLMs, the BRLMs, selling shareholders, underwriters, placement agents and / or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, the number of securities to be allotted or transferred in each tranche, issue price, listing on one or more stock exchanges in India as the Board [and the selling shareholders] in their absolute discretion deems fit in relation to the Offer, in consultation with the GCBRLMs, the BRLMs, and approve and appoint intermediaries in relation to the Offer, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Offer, including in relation to utilization of the proceeds of the Fresh Issue, if applicable, and such other activities as may be necessary in relation to the Offer, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and in consultation with the GCBRLMs and the BRLMs, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.

RESOLVED FURTHER THAT in accordance with the provisions of Section 23, Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board, either by itself or the IPO Committee thereof, be and is hereby authorized, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a pre-IPO placement of Equity Shares ("**Pre-IPO Placement**") to certain investors up to such number of Equity Shares/ up to such amount and at such price as the Board may determine, in consultation with the GCBRLMs, the BRLMs [and the selling shareholders], in light of the then prevailing market conditions and in accordance with the Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of a Pre-IPO Placement, the size of the Offer would be

reduced, only from the Fresh Issue portion of the Offer, to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR.

RESOLVED FURTHER THAT the Board either by itself or through the IPO Committee thereof, be and is hereby authorized, on behalf of the Company at its sole discretion and in consultation with the GCBRLMs and the BRLMs, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the "**Reservation**") or to provide a discount to the Offer price to retail individual bidders, eligible employees or such other eligible categories of investors (the "**Discount**"), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

RESOLVED FURTHER THAT, subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, and other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, as amended, the SCRA, SCRR and FEMA and in consultation with the GCBRLMs and the BRLMs.

RESOLVED FURTHER THAT the Equity Shares so allotted or transferred pursuant to the Offer, shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT such of these Equity Shares to be issued under the Offer as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the Company, including offering or placing them with banks/financial institutions/investment institutions/mutual funds/bodies corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to compliance with all Applicable Law.

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid (including pursuant to any reservation or green shoe option) shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the GCBRLMs and the BRLMs.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed off by the Board, in consultation with the GCBRLMs and the BRLMs, to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with applicable law.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT Ms. Monika Uppal Arora, the Company Secretary and Compliance Officer or Mr. Gopal Mishra, Chief Financial Officer and Chief Operating Officer be and are hereby severally authorized to issue certified true copies of these resolutions to various authorities and to file necessary forms with the RoC and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required."

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

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

Place: New Delhi
Date: November 24, 2021

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

NOTES:

1. **EXTRA ORDINARY GENERAL MEETING ('EGM') OF THE MEMBERS OF THE COMPANY IS TO BE CONDUCTED THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS IN COMPLIANCE WITH CIRCULARS OF MINISTRY OF CORPORATE AFFAIRS ("MCA") DATED 08TH APRIL, 2020, 13TH APRIL, 2020 AND 23RD JUNE 2021 PERTAINING TO CLARIFICATION ON PASSING ORDINARY AND SPECIAL RESOLUTIONS BY COMPANIES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER ON ACCOUNT OF THE THREAT POSTED BY COVID-19. ACCORDINGLY, THE COMPANY IS CONDUCTING EGM VIA ZOOM AND STEPS TO BE FOLLOWED TO JOIN IN EGM 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/tZwrcO-vpjspGNOn80JoPw6cMvY2Kh7z3lEu

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 EGM 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 EGM.
- 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 EGM 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 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 EGM at email id monika.uppal@fabindia.net.

5. Since this EGM 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 EGM 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 EGM 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. Sandeep Yadav at mobile no. +91-9560788115 or email id sandeep.yadav@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 EGM 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 may also note that the Notice of the EGM will be available on the Company's website, www.fabindia.com.

12. 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 upto the date of the EGM.

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

14. ***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 EGM. The process of e-voting is given in Annexure-A.***

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. 1 and 2

FABINDIA LIMITED ("**Company**") is proposing to undertake an initial public offer of its equity shares of face value of INR 1/- each (the "**Equity Shares**") by way of fresh issuance of Equity Shares, out of the authorized share capital of the Company (**"Fresh Issue"**) and/ or an offer of sale of such number of Equity Shares by certain of the existing and eligible shareholders (**"Selling Shareholders"**) of the Company who have indicated their intent to participate in the offer for sale ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**") and intended to list the Equity Shares on one or more of the recognised stock exchanges in India.

In view of the above, the existing authorized share capital of the Company i.e., existing INR 15,00,00,000/- (Rupees Fifteen Crores only) comprising of 15,00,00,000 (Fifteen Crore) Equity Shares of INR 1/- (Rupees One) each to INR 16,00,00,000/- (Rupees Sixteen Crores) divided into 16,00,00,000 (Sixteen Crore) Equity Shares of INR 1 (Rupee one) each. Further, the proposed increase in authorized share capital will consequently require alteration in Clause V of the memorandum of association of the Company ("**Memorandum of Association**").

The Board recommends the resolutions set out at Item No. 1 and 2 of the notice for your approval as ordinary resolution and special resolution respectively.

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. 1 and 2 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 2 and 3

As mentioned in Paragraph A above, the Company is proposing to undertake an initial public offer of its Equity Shares by way of Fresh Issuance of Equity Shares, out of the authorized share capital of the Company and/or an offer of sale of such number of Equity Shares by Selling Shareholders of the Company who have indicated their intent to participate in the Offer and intended to list the Equity Shares on one or more of the recognised stock exchanges in India.

Pursuant to the provisions of Section 18 read with Sections 4, 5, 13 and 14 of the Companies Act, 2013 ("**Companies Act**") and the rules made thereunder, each as amended, the Company, therefore, proposes to alter the Memorandum of Association and adopt the new set of Articles of Association, *inter alia* to align it with the Companies Act, as amended, and the rules and regulations made thereunder. Further, pursuant to the provisions of Sections 13 and 14 of the Companies Act, any amendment in the Memorandum of Association and Articles of Association requires the approval of the members of the Company.

The copies of the altered Memorandum of Association and Articles of Association and other related documents are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

The Board of Directors of the Company ("**Board**") recommends the resolutions set out at Item No. 2 and 3 of the notice for your approval as special resolution.

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. 2 and 3 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 4

As mentioned in Paragraph A above, the Company is proposing to undertake an initial public offer of its Equity Shares by way of Fresh Issuance of Equity Shares, out of the authorized share capital of the Company and/or an offer of sale of such number of Equity Shares by Selling Shareholders of the Company who have indicated their intent to participate in the Offer and intended to list the Equity Shares on one or more of the recognised stock exchanges in India.

In view of the above, the Board had appointed Mr. Gyanendra Nath Gupta (DIN: 00027502), aged 90 years as an Additional Director on the Board of the Company with effect from September 02, 2021 and whose appointment was regularised by the shareholders of the Company at their meeting held on September 30, 2021 and the Board has designated him as an Independent Director of the Company at the Board meeting held on November 24, 2021 to hold office for a period of three consecutive years with effect from November 24, 2021. In this connection, the Board is of the opinion that Mr. Gyanendra Nath Gupta fulfills the criteria for independent directors, as set out in the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["**SEBI (LODR) Regulations**"] and that he is independent of the management of the Company.

Further, the Company has received the candidature under Section 160 of the Companies Act for appointment Mr. Gyanendra Nath Gupta as an independent director of the Company. The brief profile of Mr. Gyanendra Nath Gupta is provided below for the consideration of shareholders of the Company.

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 Board of Directors, upon recommendation of the nomination and remuneration committee of the Company ("**Nomination and Remuneration Committee**"), considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is also required by way of special resolution for appointing any Non-Executive Director who has attained the age of 75 years. Looking to his experience and expertise, the Board recommends the passing of the proposed special resolution.

The Company has received the consent letter in the Form DIR-2 furnished by Mr. Gyanendra Nath Gupta providing his consent to act as an independent director of the Company including a declaration of independence and the declaration in the Form DIR-8 furnished by Mr. Gyanendra Nath Gupta confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the resolution set out at Item No. 4 of the notice for your approval as a Special Resolution.

Except Mr. Gyanendra Nath Gupta, 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. 4 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 5

As mentioned in Paragraph A above, the Company is proposing to undertake an initial public offer of its Equity Shares by way of Fresh Issuance of Equity Shares, out of the authorized share capital of the Company and/or an offer of sale of such number of Equity Shares by Selling Shareholders of the Company who have indicated their intent to participate in the Offer and intended to list the Equity Shares on one or more of the recognised stock exchanges in India.

In view of the above, the Board had appointed Mr. Richard Frank Celeste (DIN: 09296533), aged 90 years as an Additional Director on the Board of the Company with effect from September 01, 2021 and whose appointment was

regularised by the shareholders of the Company at their meeting held on September 30, 2021 and the Board has designated him as an Independent Director of the Company at the Board meeting held on November 24, 2021, to hold office for a period of three consecutive years with effect from November 24, 2021. In this connection, the Board is of the opinion that Mr. Richard Frank Celeste fulfills the criteria for independent directors, as set out in the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**") and that he is independent of the management of the Company.

Further, the Company has received the candidature under Section 160 of the Companies Act for appointment Mr. Richard Frank Celeste as an independent director of the Company. The brief profile of Mr. Richard Frank Celeste is provided below for the consideration of shareholders of the Company.

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 Board of several Corporations and is also the Chairman of the US Olympic and Paralympic museum.

The Board of Directors, upon recommendation of the nomination and remuneration committee of the Company ("**Nomination and Remuneration Committee**"), considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is also required by way of special resolution for appointing any Non-Executive Director who has attained the age of 75 years. Looking to his experience and expertise, the Board recommends the passing of the proposed special resolution.

The Company has received the consent letter in the Form DIR-2 furnished by Mr. Richard Frank Celeste providing his/ her consent to act as an independent director of the Company including a declaration of independence and the declaration in the Form DIR-8 furnished by Mr. Richard Frank Celeste confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the resolution set out at Item No. 5 of the notice for your approval as a Special Resolution.

Except Mr. Richard Frank Celeste, 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. 5 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 6

As mentioned in Paragraph A above, the Company is proposing to undertake an initial public offer of its Equity Shares by way of Fresh Issuance of Equity Shares, out of the authorized share capital of the Company and/or an offer of sale of such number of Equity Shares by Selling Shareholders of the Company who have indicated their intent to participate in the Offer and intended to list the Equity Shares on one or more of the recognised stock exchanges in India.

In view of the above, the Board has designated Mr. Prakash Parthasarathy (DIN: 02011709) aged 50 years, an existing non-executive director on the Board of the Company since February 22, 2012 and whose appointment was regularised by the shareholders of the Company at their meeting held on July 31, 2012 and the Board, as an Independent Director of the Company at the Board meeting held on November 24, 2021, to hold office for a period of three consecutive years with effect from November 24, 2021. In this connection, the Board is of the opinion that Mr. Prakash Parthasarathy fulfills the criteria for independent directors, as set out in the Companies Act and the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**") and that he is independent of the management of the Company.

Further, the Company has received the candidature under Section 160 of the Companies Act for appointment Mr. Prakash Parthasarathy as an Independent Director of the Company. The brief profile of Mr. Prakash Parthasarathy is provided below for the consideration of shareholders of the Company.

Mr. Prakash Parthasarathy holds a B. Tech Degree in Computer Science from Birla Institute of Technology & Sciences, Pilani and Postgraduate Diploma in Business Administration from Indian Institute of Management, Bangalore. He is currently the Chief Investment Officer and Managing Partner at Creaegis. Creaegis manages and advises families, their philanthropic institutions and global endowments and fiduciary institutions on long term initiatives. Prior to Creaegis, he was the founding Managing Partner & Chief Investment Officer of PremjiInvest, an investment office serving Azim Premji (Chairman, Wipro) and his foundations. He joined PremjiInvest in 2006 and was responsible for the operations across all asset classes in India, China and the US and led the Investment Committee of the firm. He serves on the Board of National Stock Exchange Limited and JM Financial Services Limited.

The Board of Directors, upon recommendation of the nomination and remuneration committee of the Company ("**Nomination and Remuneration Committee**"), considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The Company has received the consent letter in the Form DIR-2 furnished by Mr. Prakash Parthasarathy providing his/ her consent to act as an independent director of the Company including a declaration of independence and the declaration in the Form DIR-8 furnished by Mr. Prakash Parthasarathy confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the resolution set out at Item No. 6 of the notice for your approval as an Ordinary Resolution.

Except Mr. Prakash Parthasarathy, 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. 6 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 7

As mentioned in Paragraph A above, the Company is proposing to undertake an initial public offer of its Equity Shares by way of Fresh Issuance of Equity Shares, out of the authorized share capital of the Company and/or an offer of sale of such number of Equity Shares by Selling Shareholders of the Company who have indicated their intent to participate in the Offer and intended to list the Equity Shares on one or more of the recognised stock exchanges in India.

In view of the above, the Board had appointed Mr. Saurabh Navinchandra Mehta (DIN: 01115594), aged 69 years as an additional director on the Board of the Company with effect from September 02, 2021 and whose appointment was regularised by the shareholders of the Company at their meeting held on September 30, 2021 and the Board has and designated him as an Independent Director of the Company at the Board meeting held on November 24, 2021, to hold office for a period of three consecutive years with effect from November 24, 2021. In this connection, the Board is of the opinion that Mr. Saurabh Navinchandra Mehta fulfills the criteria for Independent Directors, as set out in the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [("**SEBI (LODR) Regulations**")] and that he is independent of the management of the Company.

Further, the Company has received the candidature under Section 160 of the Companies Act for appointment Mr. Saurabh Navinchandra Mehta as an Independent Director of the Company. The brief profile of Mr. Saurabh Navinchandra Mehta is provided below for the consideration of shareholders of the Company.

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 Board of Directors, upon recommendation of the nomination and remuneration committee of the Company ("**Nomination and Remuneration Committee**"), considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The Company has received the consent letter in the Form DIR-2 furnished by Mr. Saurabh Navinchandra Mehta providing his consent to act as an independent director of the Company including a declaration of independence and the declaration in the Form DIR-8 furnished by Mr. Saurabh Navinchandra Mehta confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the resolution set out at Item No. 7 of the notice for your approval as an Ordinary Resolution.

Except Mr. Saurabh Navinchandra Mehta, 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. 7 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 8

As mentioned in Paragraph A above, the Company is proposing to undertake an initial public offer of its Equity Shares by way of Fresh Issuance of Equity Shares, out of the authorized share capital of the Company and/or an offer of sale of such number of Equity Shares by Selling Shareholders of the Company who have indicated their intent to participate in the Offer and intended to list the Equity Shares on one or more of the recognised stock exchanges in India.

In view of the above, the Board had appointed Ms. Smita Piyush Mankad (DIN: 02009838), aged 50 years as an additional non-executive director of the Company with effect from October 20, 2021 and has designated her as an Independent Director of the Company at the Board meeting held on November 24, 2021, to hold office for a period of three consecutive years with effect from November 24, 2021. In this connection, the Board is of the opinion that Ms. Smita Piyush Mankad fulfills the criteria for independent director, as set out in the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**") and that he is independent of the management of the Company.

Further, the Company has received the candidature under Section 160 of the Companies Act for appointment Ms. Smita Piyush Mankad as an independent director of the Company. The brief profile of Ms. Smita Piyush Mankad is provided below for the consideration of shareholders of the Company.

Ms. Smita Piyush Mankad has over 25 years of experience spanning the corporate, social and government sectors, and further, a combination of both grassroots level work and board level governance – unique combinations that give her an unparalleled perspective on both policy and implementation. An Independent Woman Director on top level corporate boards, and an independent consultant to retail, social and craft enterprises offering business planning support to ensure sustainability, where she aims to combine commercial impact with social impact – her area of interest, passion and experience. An Economics (Hons) graduate from Lady Shriram College for Women (1989-92) Delhi University, and an MBA from Narsee Monjee Institute of Management Studies (1992-94) Mumbai University, India. She started her career with TATA Motors in export finance, and after 6 years with ABN AMRO Bank in corporate banking product management, moved to Fabindia where she has spent 12 years across various divisions including international business, retail operations and setting up new stores, launching the personal care range, creating systems processes and internal audits, and thereafter managing the Fabindia's entire sourcing and supply chain its wholly owned subsidiary Artisans Micro Finance Pvt. Ltd. (AMFPL), of which she was Managing Director from 2008 to 2013.

The Board of Directors, upon recommendation of the nomination and remuneration committee of the Company ("**Nomination and Remuneration Committee**"), considers that his association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

The Company has received the consent letter in the Form DIR-2 furnished by Ms. Smita Piyush Mankad providing her consent to act as an independent director of the Company including a declaration of independence and the declaration in the Form DIR-8 furnished by Ms. Smita Piyush Mankad confirming that she is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the resolution set out at Item No. 8 of the notice for your approval as an Ordinary Resolution.

Except Ms. Smita Piyush Mankad, 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.

ITEM NO. 9

The Company has set up "FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021" with the objective to retain talent and align the interest of the employees with the Company as well as to motivate them to contribute to its growth and profitability. The Company views the scheme as an instrument that would enable the employees to share the value they create for the Company in the years to come.

In terms of the provisions of Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, the Company may, by special resolution, vary the terms of Employees Share Purchase Scheme not yet exercised by the employees provided such variation is not prejudicial to the interests of the option holders.

In this regard, the Company has proposed to align the "FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021" with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEMSE Regulations**"), SEBI (LODR) Regulations and other rules, regulations and guidelines of any/ various statutory/ regulatory authorities) that are or may become applicable.

In addition, the SEBI SBEMSE Regulations now permit employees of group companies, including associate companies, to be considered as 'Employees' under an employee stock purchase scheme of a listed company. Accordingly, the Company has decided to amend the definition of 'Employees', under the Employee Stock Purchase Scheme 2021, as follows:

"Employees" shall mean:

i. *An employee as designated by the Company, who is exclusively working in India or outside India;*
ii. *A director of the Company whether whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding Independent Director; and*
iii. *an employee as defined in clauses (i) or (ii) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company*

The Board recommends the resolution set out at Item No.9 of the notice for your approval as special resolution.

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. 9 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 10

In accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, the Board in its meeting dated November 24, 2021 have approved and recommended to the shareholders the payment of remuneration to Independent Director and Non-Executive Director, as mentioned herein below:

S. No.	Name of Directors/ Independent Directors	Remuneration
1.	Mr. Gyanendra Nath Gupta Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
2.	Mr. Saurabh Navinchandra Mehta Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
3.	Mr. Prakash Parthasarathy Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
4.	Mr. Richard Frank Celeste Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
5.	Ms. Smita Piyush Mankad Independent Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
6.	Mr. Yoav Lev Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
7.	Mr. Vijai Kumar Kapoor Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
8.	Mr. Nikhil Khera Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses.
9.	Mr. Aditya Ghosh Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. FY 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses **OR** Director's Commission at the rate of 0.5% of standalone Profits Before Tax from FY 2021-22 onwards, whichever is higher.
10.	Ms. Monsoon Latane Bissell Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses **OR** Director's Commission at the rate of 0.5% of standalone Profit Before Tax from FY 2021-22 onwards, whichever is higher.

Further, the Board has also approved the payment of remuneration to Non-Executive Director and Independent Directors of the Company, which is subject to approval of the shareholders of the Company in accordance with the provisions of Section 149, 197, 198 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, for a period of three financial years i.e. FY 2021-22, 2022-23 and 2023-24 or such other time period as may be permitted under the Companies Act.

The Ministry of Corporate Affairs has notified the amendments to Sections 149(9) and 197(3) of the Companies Act by the Companies (Amendment) Act, 2020 on March 18, 2021 to enable Companies faced with no profits or inadequate profits to pay certain fixed remuneration to their non-executive directors, in accordance with the provisions of Schedule V to the Companies Act.

Under Section II of Part II of Schedule V of the Companies Act, in the event of absence of profits and/ or inadequacy of profits, Non-Executive Directors and Independent Directors can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

It is pertinent to note here that the Non-Executive Directors and Independent Directors of the Company bring with them significant professional expertise and rich experience in the functional areas such as strategic and management experience, technology and digital expertise, industry and sector experience/ knowledge, financial, global expertise etc. which helps the Company to run the business smoothly.

Considering the rich experience and expertise brought into the Board by the Non-Executive and Independent Directors, the time commitment, guidance and oversight provided by them, the Board, has recommended and approved for payment of remuneration to the Non-Executive Directors and Independent Directors, which is subject to the approval of shareholders, notwithstanding the profits/ absence of profits/ inadequacy of profits in the Company up to INR 20 Crore (Rupees Twenty Crore only) (Overall Limit) in any financial year in such manner as may be determined by the Board on the recommendation of Nomination and Remuneration Committee from time to time for a period of three financial years i.e. FY 2021-22, 2022-23 and 2023-2024 or such other time period as may be permitted under the Companies Act. Details required under Secretarial Standards-2 and Schedule V of the Companies Act in relation to the fixation of remuneration of directors at Extra-Ordinary General Meeting are enclosed in **Annexure B**.

The Board recommends the resolution set out at Item No. 10 of the notice for your approval as special resolution.

The Independent Directors and Non-Executive Directors, and their relatives, are interested in this Resolution in so far as the same relates to their respective remuneration. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in the proposed resolution as set out at Item No. 10 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 11

The Board at its meeting held on February 22, 2018 appointed Mr. Viney Singh, Managing Director of the Company under the Companies Act for a period of five consecutive years with effect from February 22, 2018 to February 21, 2023.

Further, the Board has also approved the payment of remuneration to Mr. Viney Singh as 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 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, for a period of two financial years (with effect from October 22, 2021 (FY 2021-22) i.e. the date on which the Company became a public limited company and FY 2022-23 or such other time period as may be permitted under the Companies Act. The remuneration payable to Mr. Viney Singh shall be as follows:

Particulars	**Amount**
Fixed Remuneration	INR 3.025 Crore per annum for FY 2021-22 **AND** INR 3.3275 Crore per annum for FY 2022-23 (April 1, 2022 to February 21, 2023)
Directors Commission in case of profits	At the rate of 1.5% of standalone profit before tax for his remaining term.

It shall be noted that Mr. Viney Singh, Managing Director of the Company has also been allocated 1,20,000 equity shares of face value of INR 1/- each as per the FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021.

Mr. Viney Singh, Managing Director of the Company, shall be entitled to salary, allowances and perquisites, as determined under the provisions of the Companies Act read with reference to Income Tax Act, 1961, listed herein below in reference to perquisites. The broad break up of components of fixed remuneration is as follows:

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. Mediclaim Insurance: Mediclaim insurance cover for self and family as per the policies of the Company; and

vi. 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):

vii. 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;

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

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

Mr. Viney Singh, Managing Director shall also be entitled to other official facilities as listed herein below, but not limited to the same for the purpose of business of the Company, in addition to the remuneration as mentioned above, which shall not form part of the remuneration:

x. Provision of cars; and

xi. Provision of telephones (landline & mobiles).

The other terms and conditions set out for appointment and payment of remuneration, may be altered and varied from time to time by the Board on the recommendation of Nomination and Remuneration Committee as it may, at its discretion deems appropriate.

The Ministry of Corporate Affairs has notified the amendment to Section 197(3) of the Companies Act by the Companies (Amendment) Act, 2020 on March 18, 2021 to enable Companies faced with no profits or inadequate profits to pay certain fixed remuneration to their managerial personnel and other directors, in accordance with the provisions of Schedule V to the Companies Act. Under Section II of Part II of Schedule V of the Companies Act, in the event of absence of profits and/ or inadequacy of profits, managerial personnel can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

With four decades of experience in industry, Viney has been Managing Director of Max Hypermarkets India Pvt Ltd - a Landmark Group company – from 2006 to 2016, and played a pivotal role in building the SPAR brand in India. Prior to this he had a four year stint as CEO of Reliance Communications for their Karnataka and Kerala circles, where he was part of the start-up and leadership team. His extensive experience (1983-2002) with Hindustan Lever/Unilever/ Lipton covers all their food verticals, as well as personal care and home care businesses. He has also served as Director, Customer Management, Unilever Mashreq (Egypt, Lebanon, Syria, Jordan and Sudan) and Head, Business Development, Food Business for the group. After his schooling at Mayo College Ajmer, he studied Economics at Loyola College Chennai. He opted out of a Post Graduate Management program specializing in IR and PM at XLRI Jamshedpur after a year and went on to do a certificate program in general management at IIM Calcutta.

Considering the rich experience and expertise brought into the Company by Mr. Viney Singh, the time commitment, guidance and oversight provided by him. The Board has recommended and approved for payment of remuneration to Mr. Viney Singh as Managing Director of the Company, which is subject to the approval of shareholders, notwithstanding the profits/ absence of profits/ inadequacy of profits in the Company. Details required under Secretarial Standards-2 and Schedule V of the Companies Act in relation to the fixation of remuneration of managerial personnel at Extra-Ordinary General Meeting are enclosed in **Annexure B**.

The Board recommends the resolution set out at Item No. 11 of the notice for your approval as special resolution.

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. 11 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 12

Based on the recommendation of Nomination and Remuneration Committee and in supersession of all the earlier resolutions passed in this regard, the Board at its meeting held on November 24, 2021, in supersession of all the previous board resolutions in this regard, amended the terms and conditions of the appointment of Mr. William Nanda Bissell and changed his designation from Executive Chairman and Director to Executive Vice-Chairman and Director of the Company for a term of five years commencing with effect from November 24, 2021 upto November 23, 2026, based on the recommendation of the Nomination and Remuneration Committee and the Board. The remuneration payable to Mr. William Nanda Bissell with effect from October 22, 2021 i.e., the date on which the Company became a public limited company shall be as follows:

Mr. William Nanda Bissell, Executive Vice-Chairman and Director will be paid fixed remuneration of INR 6.1 Crore for Financial Year 2021-22 and INR 6.6 Crore for Financial Year 2022-23 and his remuneration for remaining period of his term i.e. Financial Years 2023-2024, 2024-2025 and 2025-2026 shall be decided by the Board upon the recommendation of the Nomination and Remuneration Committee later on depending upon the profitability of the company. He shall be entitled to salary, allowances and perquisites, as determined under the provisions of the Companies Act read with reference to Income Tax Act, 1961, listed herein below in reference to perquisites. The broad break up of components of fixed remuneration is as follows:

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. Mediclaim Insurance: Mediclaim insurance cover for self and family as per the policies of the Company; and

vi. 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):

vii. 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;

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

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

Mr. William Nanda Bissell, Executive Vice-Chairman and Director shall also be entitled to other official facilities as listed herein below, but not limited to the same for the purpose of business of the Company, in addition to the remuneration as mentioned above, which shall not form part of the remuneration:

x. Provision of cars; and

xi. Provision of telephones (landline & mobiles).

Further, the Board has also approved the payment of remuneration to Mr. William Nanda Bissell as 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 149, 197, 198 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, for a period of five financial years i.e. from financial year 2021-22 to financial year 2025-26 or such other time period as may be permitted under the Companies Act.

The Ministry of Corporate Affairs has notified the amendments to Sections 149(9) and 197(3) of the Companies Act by the Companies (Amendment) Act, 2020 on March 18, 2021 to enable Companies faced with no profits or inadequate profits to pay certain fixed remuneration to their executive directors, in accordance with the provisions of Schedule V to the Companies Act. Under Section II of Part II of Schedule V of the Companies Act, in the event of absence of profits and/ or inadequacy of profits, executive directors can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

Mr. William Nanda Bissell is the Executive Vice-Chairman and Director of the Company. He has been on the Board of the Company since August 8, 1994 and was the Managing Director from August 8, 2000 to February 22, 2018. He holds a bachelor's degree in arts from Wesleyan University, Middletown, Connecticut. He has more than 30 years of experience in Business. Under his excellent management, the Company has received various awards and recognition. He has also featured in cover story of one of the renowned business Magazine 'Forbes'.

Considering the rich experience and expertise brought into the Board by Mr. William Nanda Bissell as the Executive Vice-Chairman and Director of the Company, the time commitment, guidance and oversight provided by them, the Board, has recommended and approved for payment of remuneration, which is subject to the approval of shareholders, notwithstanding the profits/ absence of profits/ inadequacy of profits in the Company. Details required under Secretarial Standards-2 and Schedule V of the Companies Act in relation to the fixation of remuneration of directors at extraordinary general meeting are enclosed in **Annexure B**.

The Board recommends the resolution set out at Item No. 12 of the notice for your approval as special resolution.

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. 12 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 13

Based on the recommendation of Nomination and Remuneration Committee and in supersession of all the earlier resolutions passed in this regard, the Board at its meeting held on November 24, 2021 amended the terms and conditions of the appointment of Mr. Mukesh Kumar Chauhan as the Executive Director (Whole-Time Director) of the Company, by fixing his term of office as for a period of 5 years commencing with effect from November 24, 2021 upto November 23, 2026 and also approving the payment of remuneration to him as per the details given below for a period of five years commencing with effect from October 22, 2021 i.e. the date on which the Company became a public limited company:

Particulars	Amount
Fixed Remuneration	INR 2.40 Crore per annum
Directors Commission in case of profits	At the rate of 1% of standalone profit before tax for FY 2021-22 and FY 2022-23.

It shall be noted that Mr. Mukesh Kumar Chauhan, Executive Director of the Company has also been granted 2,25,000 equity shares of face value of INR 1/- each of the Company as per the FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021.

Mr. Mukesh Kumar Chauhan, Executive Director of the Company, shall be entitled to salary, allowances and perquisites, as determined under the provisions of the Companies Act read with reference to Income Tax Act, 1961, listed herein below in reference to perquisites. The broad break up of components of fixed remuneration is as follows:

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. Mediclaim Insurance: Mediclaim insurance cover for self and family as per the policies of the Company; and

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

Further, Mr. Mukesh Kumar Chauhan, Executive 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):

vii. 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;

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

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

Mr. Mukesh Kumar Chauhan, Executive Director shall also be entitled to other official facilities as listed herein below, but not limited to the same for the purpose of business of the Company, in addition to the remuneration as mentioned above, which shall not form part of the remuneration:

x. Provision of cars; and

xi. Provision of telephones (landline & mobiles)

Further, the Board has also approved the payment of remuneration to Mr. Mukesh Kumar Chauhan as the Executive Director of the Company, which is subject to approval of the shareholders of the Company in accordance with the provisions of Section 149, 197, 198 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, for a period of five financial years i.e. financial years 2021-22, 2022-23, 2023-24, 2024-25 and 2025-26 or such other time period as may be permitted under the Companies Act.

The Ministry of Corporate Affairs has notified the amendments to Sections 149(9) and 197(3) of the Companies Act by the Companies (Amendment) Act, 2020 on March 18, 2021 to enable Companies faced with no profits or inadequate profits to pay certain fixed remuneration to their executive directors, in accordance with the provisions of Schedule V to the Companies Act. Under Section II of Part II of Schedule V of the Companies Act, in the event of absence of profits and/ or inadequacy of profits, executive directors can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

Mr. Mukesh Kumar Chauhan is the Executive Director of the Company. He has been on the Board of the 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 till March 2020. He holds a bachelor's degree in commerce (honours) from the 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.

Considering the rich experience and expertise brought into the Board by Mr. Mukesh Kumar Chauhan as the Executive Director of the Company, the time commitment, guidance and oversight provided by them, the Board, has recommended and approved for payment of remuneration, which is subject to the approval of shareholders, notwithstanding the profits/ absence of profits/ inadequacy of profits in the Company. Details required under Secretarial Standards-2 and Schedule V of the Companies Act in relation to the fixation of remuneration of directors at extraordinary general meeting are enclosed in **Annexure B**.

The Board recommends the resolution set out at Item No. 13 of the notice for your approval as special resolution.

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. 13 of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 14

As mentioned in Paragraph A above, the Company is proposing to undertake an initial public offer of its Equity Shares by way of Fresh Issuance of Equity Shares, out of the authorized share capital of the Company and/or an offer of sale of such number of Equity Shares by Selling Shareholders of the Company who have indicated their intent to participate in the Offer and intended to list the Equity Shares on one or more of the recognised stock exchanges in India.

As per Regulation 17(1A) of the SEBI (LODR) Regulations, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that Mr. Vijai Kumar Kapoor, Non-Executive Director is aged above 75 years and it is necessary to approve continuation of his directorship on the Board of the Company by way of a special resolution.

The Board had appointed Mr. Vijai Kumar Kapoor (DIN: 01084371), aged 83 years as a director of the Company with effect from January 31, 2006. In this connection, the Board is of the opinion that Mr. Vijai Kumar Kapoor fulfills the criteria for Non-Executive Director, as set out in the Companies Act and SEBI (LODR) Regulations and his future association will be beneficial to the Company.

Mr. Vijai Kumar Kapoor has been associated with Fabindia for more than 15 years and has played a pivotal role in the road map of various teams of the Company. He has worked in diverse teams and successfully handled different roles. He has been instrumental in setting up processes, strengthening internal workflows and has been a mentor to many new team members. In this respect, the Board of Directors are of the opinion that his continuation as a Non-Executive Director should be considered by the shareholders of the Company. The brief profile of Mr. Vijai Kumar Kapoor is provided below for the consideration of shareholders of the Company.

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

Mr. Vijai Kumar Kapoor, Non-Executive Director of the Company, aged 83 years, whose continuation in office requires approval of shareholders by way of special resolution, being more than seventy-five years of age.

The Board recommends the resolution set out at Item No. 14 of the notice for your approval as a Special Resolution.

Except Mr. Vijai Kumar Kapoor, Mr. William Nanda Bissell 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. 14 of the

notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 15

The Company intends to list its equity shares ("**Equity Shares**") on one or more recognised stock exchanges in India, to enable the shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company ("**Offer**"). The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the with the global co-ordinators and book running lead managers ("**GCBRLMs**") and book running lead managers appointed for the Offer ("**BRLMs**") and other advisors in relation to the Offer and subject to Applicable Laws and regulatory approvals, to the extent necessary.

In view of the above and in terms of Sections 23, 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (the "**Companies Act**"), the approval of the members of the Company is required through a special resolution.

The Company proposes to create, offer, issue, allot and/or transfer such number of Equity Shares for an amount aggregating up to Rs. 250 Crore (including share premium), including by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company ("**Fresh Issue**") and/or an offer of sale of such number of Equity Shares by certain of the existing and eligible shareholders of the Company, as may be determined at the Board's discretion after considering the prevailing market conditions and other relevant factors ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"), on such terms and at such price or prices and at such time as may be considered appropriate by the Board of Directors of the Company ("**Board**") or a duly authorized committee thereof, in consultation with the GCBRLMs and the BRLMs appointed for the Offer, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public issue by way of book building method under the SEBI ICDR Regulations. The Equity Shares, if any, allotted *vide* the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.

The proceeds from the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the Securities and Exchange Board of India in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable laws. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalised by the Company in consultation with the GCBRLMs and the BRLMs to the Offer, in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company will not make an issue of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Offer. However, except for the directors (who are promoters or part of the promoter group), directors or key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act, and any other applicable laws.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "**DRHP**") with the Securities and Exchange Board of India ("**SEBI**") and the Stock Exchanges, and subsequently file a red herring prospectus (the "**RHP**") with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the "**Prospectus**", and together with the DRHP and the RHP, the "**Offer Documents**"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "**Companies Act**") and other applicable laws.

In terms of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company (other than the Equity Shares offered under the Offer), shall be locked-in for a period of six months from the date of allotment pursuant to the Offer, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the

transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such shareholder(s) in the Offer for Sale, including where any relevant approvals are not obtained in a timely manner or at all.

Other than through their participation in the Offer as mentioned above, none of the directors and key managerial personnel of the Company and their relatives of (as defined in the Companies Act) are concerned or interested in the proposed resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Equity Shares are proposed to be listed on BSE Limited, National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Board recommends the resolutions set out at Item No.15 of the Notice for your approval as a Special Resolution.

Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, 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,

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

Place: New Delhi
Date: November 24, 2021

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

Annexure-A

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 EGM 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 15th December, 2021 at 09.00 AM IST and ends on 17th December, 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 **11th December, 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". Now you are ready for e-Voting as the Voting page opens.

3. 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.

4. Upon confirmation, the message "Vote cast successfully" will be displayed.

5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. 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 EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

ANNEXURE B

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**GYANENDRA NATH GUPTA**
DIN	00027502
Date of Birth	July 23, 1931
Qualification	Bachelor of Science, Bachelor and Masters in Laws from Agra University
Remuneration sought to be paid	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	Possess relevant expertise and skill
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	September 02, 2021
Shareholding in the Company (as on the date of EGM Notice)	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during financial year 2021-22	3
List of Directorships held in other companies	1. Asian Fertilizers Limited 2. SMCC Construction India Limited 3. Rivi Fire Fighting Private Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	1. Chairman of Audit Committee - Asian Fertilizers Limited 2. Chairman of Nomination and Remuneration Committee- Asian Fertilizers Limited 3. Chairman of Asian Fertilizers Limited 4. Chairman of Audit Committee- SMCC Construction India Limited

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the Financial Year 2020-21:

Name of the Entity	**Status**	**Country**
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

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

(b) Past remuneration: NIL

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for corporate governance and compliance, finance and risk management of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR 2,00,000/- [*Rupees Two Lakh only*] per month

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**RICHARD FRANK CELESTE**
DIN	09296533
Date of Birth	November 11, 1937
Qualification	Graduate from Yale University and Rhodes Scholar at Oxford
Remuneration sought to be paid	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	Possess relevant expertise and skill
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	September 01, 2021
Shareholding in the Company (as on the date of EGM Notice)	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during financial year 2021-22	4
List of Directorships held in other companies	NIL
Membership/ Chairmanship of Committees of Board of Directors of other companies	NA

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	Status	Country
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

(a) Background details: 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.

(b) Past remuneration: NIL

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for corporate governance and compliance, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR 2,00,000/- [*Rupees Two Lakh only*] per month

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**SAURABH NAVINCHANDRA MEHTA**
DIN	01115594
Date of Birth	January 11, 1952
Qualification	Commerce Graduate and a Post-graduate in Law
Remuneration sought to be paid	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	Possess relevant expertise and skill
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	September 02, 2021
Shareholding in the Company (as on the date of EGM Notice)	0.07%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during financial year 2021-22	2
List of Directorships held in other companies	1. Central Camera Company Private Limited 2. Indifoss Analytical Private Limited 3. Gem Photographic India Private Limited 4. Prompt Equipments Private Limited 5. Jens Travels Private Limited 6. Pardi Investments Private Limited 7. Varsha Investments and Estates Private Limited 8. Bharti Investments and Estate Private Limited 9. Nina investments and estate Private limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	NA

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	**Status**	**Country**
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

(a) Background details: 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.

(b) Past remuneration: NIL

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for corporate governance and compliance, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR 2,00,000/- [*Rupees Two Lakh only*] per month

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**PRAKASH PARTHASARATHY**
DIN	02011709
Date of Birth	March 04, 1971
Qualification	Bachelor of Engineering (Honours) form Birla Institute of Technology and Science (BITS) Pilani, India and Post Graduate Diploma in Management from Indian Institute of Management – Bangalore
Remuneration sought to be paid	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	Possess relevant expertise and skill
Remuneration last drawn from the Company	Nil
Date of first appointment on the Board of Directors of the Company	February 22, 2012
Shareholding in the Company (as on the date of EGM Notice)	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during financial year 2021-22	6
List of Directorships held in other companies	1. Creaegis Investment Advisers Private Limited 2. Manipal Global Education Services Private Limited 3. JM Financial Services Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	**Status**	**Country**
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

(a) Background details: He holds a B. Tech Degree in Computer Science from Birla Institute of Technology & Sciences, Pilani and Postgraduate Diploma in Business Administration from Indian Institute of Management, Bangalore. He is currently the Chief Investment Officer and Managing Partner at Creaegis. Creaegis manages and advises families, their philanthropic institutions and global endowments and fiduciary institutions on long term initiatives. Prior to Creaegis, he was the founding Managing Partner & Chief Investment Officer of PremjiInvest, an investment office serving Azim Premji (Chairman, Wipro) and his foundations. He joined PremjiInvest in 2006 and was responsible for the operations across all asset classes in India, China and the US and led the Investment Committee of the firm. He serves on the Board of National Stock Exchange Limited and JM Financial Services Limited.

(b) Past remuneration: NIL

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for corporate governance and compliance, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR 2,00,000/- [*Rupees Two Lakh only*] per month

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**SMITA PIYUSH MANKAD**
DIN	02009838
Date of Birth	March 20, 1971
Qualification	Economics (Hons) graduate from University of Delhi, Masters of Management Studies (MMS) from Narsee Monjee Institute of Management Studies, University of Bombay
Remuneration sought to be paid	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	Possess relevant expertise and skill
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	October 20, 2021
Shareholding in the Company (as on the date of EGM Notice)	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during financial year 2021-22	1
List of Directorships held in other companies	1. Mahindra Auto Steel Private Limited 2. Mahindra Heavy Engines Limited 3. Mahindra Waste To Energy Solutions Limited 4. Compact India Private Limited 5. Women On Wings Foundation 6. Tarshi Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	1. Mahindra Waste to Energy Solutions Limited: Chairperson of the Nomination & Remuneration Committee 2. Mahindra Heavy Engines Ltd: Chairperson of the Audit Committee

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	**Status**	**Country**
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

(a) Background details: She has over 25 years of experience spanning the corporate, social and government sectors, and further, a combination of both grassroots level work and board level governance – unique combinations that give her an unparalleled perspective on both policy and implementation. An Independent Woman Director on top level corporate boards, and an independent consultant to retail, social and craft enterprises offering business planning support to ensure sustainability, where she aims to combine commercial impact with social impact – her area of interest, passion and experience. An Economics (Hons) graduate from Lady Shriram College for Women (1989-92) Delhi University, and an MBA from Narsee Monjee Institute of Management Studies (1992-94) Mumbai University, India. She started her career with TATA Motors in export finance, and after 6 years with ABN AMRO Bank in corporate banking product management, moved to Fabindia where she has spent 12 years across various divisions including international business, retail operations and setting up new stores, launching the personal care range, creating systems processes and internal audits, and thereafter managing the Fabindia's entire sourcing and supply chain its wholly owned subsidiary Artisans Micro Finance Pvt. Ltd. (AMFPL), of which she was Managing Director from 2008 to 2013.

(b) Past remuneration: NIL

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and her suitability: She is responsible for corporate governance and compliance, finance and risk management of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration her qualification, she is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR 2,00,000/- [*Rupees Two Lakh only*] per month

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, she does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**YOAV LEV**
DIN	00183462
Date of Birth	December 12, 1964
Qualification	Visionary entrepreneur and Co-founder of Organic India
Remuneration sought to be paid	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	Not Applicable
Remuneration last drawn from the Company	Directors Commission of Rs. 14,90,989/- for FY 2019-20.
Date of first appointment on the Board of Directors of the Company	August 10, 2018
Shareholding in the Company (as on the date of EGM Notice)	0.31%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during financial year 2021-22	8
List of Directorships held in other companies	1. Organic India Private Limited 2. Lev True Wellness Private Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	Member of CSR Committee- Organic India Private Limited

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has

further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	Status	Country
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

(a) Background details: Yoav Lev is the Non-Executive Director of our Company. He has been on the Board of our Company since August 10, 2018.

(b) Past remuneration: Directors Commission of Rs. 14,90,989/- for FY 2019-20.

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for corporate governance and compliance of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR 2,00,000/- [*Rupees Two Lakh only*] per month

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**:** Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**NIKHIL KHERA**
DIN	09298685
Date of Birth	March 05, 1978
Qualification	BSC textile management and marketing from Philadelphia university
Remuneration sought to be paid	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	NA
Remuneration last drawn from the Company	Nil
Date of first appointment on the Board of Directors of the Company	September 01, 2021
Shareholding in the Company (as on the date of EGM Notice)	0.23%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during financial year 2021-22	4
List of Directorships held in other companies	NIL
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has

further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	Status	Country
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

(a) Background details: He 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.

(b) Past remuneration: NIL

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for corporate governance and compliance of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR 2,00,000/- [*Rupees Two Lakh only*] per month

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**VIJAI KUMAR KAPOOR**
DIN	01084371
Date of Birth	September 13, 1938
Qualification	Master's degree in Mathematics, Fellow from Oxford University and IAS (Retired)
Remuneration sought to be paid	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from November 24, 2021 for a period of 3 Financial years i.e. Financial Year 2021-22, 2022-23 and 2023-24 excluding sitting fees and reimbursement of expenses
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	NA
Remuneration last drawn from the Company	Directors Commission of Rs. 14,90,989/- for FY 2019-20.
Date of first appointment on the Board of Directors of the Company	January 31, 2006
Shareholding in the Company (as on the date of EGM Notice)	0.04%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Father-in-Law of Mr. William Nanda Bissell
Number of Board meetings attended during financial year 2021-22	7
List of Directorships held in other companies	NIL
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign

Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	Status	Country
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee:

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

(b) Past remuneration: Directors Commission of Rs. 14,90,989/- for FY 2019-20.

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for corporate governance and compliance of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR [2,00,000/-] [*Rupees Two Lakh only*] per month

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**ADITYA GHOSH**
DIN	01243445
Date of Birth	July 27, 1975
Qualification	Bachelor of Art (BA) and Law (LLB) from University of Delhi.
Remuneration sought to be paid	INR [2,00,000/-] [*Rupees Two Lakh only*] per month OR 0.5% of Standalone Profit before Tax (PBT) from FY 2021-22 to FY 2023-24, whichever is higher.
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	NA
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	June 30, 2020
Shareholding in the Company (as on the date of EGM Notice)	None
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	NIL
Number of Board meetings attended during financial year 2021-22	7
List of Directorships held in other companies	1. Magnum Fitness Private Limited 2. Oravel Stays Limited 3. Homage Aviation Private Limited 4. Nani Palkhivala Arbitration Centre
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL

1. Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting**.**

(f) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	Status	Country
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

(a) Background details: He has been on the Board of our Company since June 30, 2020. He has completed an advanced management program from Harvard Business School, USA. He has 22 years of experience in the airline industry. He was previously associated as a Chief Executive Officer with OYO Hotels and Homes (India & South Asia). He also served as president and whole-time director of Interglobe Aviation Limited. He has also practised law at J. Sagar Associates and as the General Counsel at InterGlobe Enterprises.

(b) Past remuneration: NIL

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for corporate governance and compliance of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR [2,00,000/-] [*Rupees Two Lakh only*] per month OR 0.5% of Standalone Profit before Tax (PBT) from FY 2021-22 to FY 2023-24, whichever is higher.

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**MONSOON LATANE BISSELL**
DIN	02705935
Date of Birth	December 17, 1969
Qualification	Bachelor's degree in Psychology from Bryn College, Masters of Arts in psychological counseling and Masters of Education both from Columbia University.
Remuneration	INR [2,00,000/-] [Rupees Two Lakh only] per month OR 0.5% of Standalone Profit before Tax (PBT) from FY 2021-22 to FY 2023-24, whichever is higher.
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	NA
Remuneration last drawn from the Company	Directors Commission of Rs. 14,90,989/- for FY 2019-20.
Date of first appointment on the Board of Directors of the Company	June 27, 2000
Shareholding in the Company (as on the date of EGM Notice)	1.85%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Sister of Mr. William Nanda Bissell
Number of Board meetings attended during financial year 2021-22	8
List of Directorships held in other companies	NIL
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	Status	Country
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

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

(b) Past remuneration: Directors Commission of Rs. 14,90,989/- for FY 2019-20.

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and her suitability: She is responsible for corporate governance and compliance of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration her qualification, she is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR [2,00,000/-] [*Rupees Two Lakh only*] per month OR 0.5% of Standalone Profit before Tax (PBT) from FY 2021-22 to FY 2023-24, whichever is higher.

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, she does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**WILLIAM NANDA BISSELL**
DIN	00012819
Date of Birth	June 10, 1966
Qualification	Bachelor's degree in arts from Wesleyan University, Middletown, Connecticut
Remuneration sought to be paid	INR 6.1 Crore for Financial Year 2021-22 and INR 6.6 Crore for Financial Year 2022-23 and for the remaining term, the Board will decide later on the recommendations of Nomination and Remuneration Committee.
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	NA
Remuneration last drawn from the Company	He was paid Remuneration of INR 40,00,000/- for the month of October 2021. Directors Commission of Rs. 72,035/- for FY 2019-20.
Date of first appointment on the Board of Directors of the Company	August 08, 2000
Shareholding in the Company (as on the date of EGM Notice)	15.56%
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
Number of Board meetings attended during financial year 2021-22	8
List of Directorships held in other companies	Organic India Private Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange

Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	Status	Country
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

(a) Background details: Mr. William Nanda Bissell is the Executive Vice-Chairman and Director of the Company. He has been on the Board of the Company since August 8, 1994 and was the Managing Director from August 8, 2000 to February 22, 2018. He holds a bachelor's degree in arts from Wesleyan University, Middletown, Connecticut. He has more than 30 years of experience in Business. Under his excellent management, the Company has received various awards and recognition. He has also featured in cover story of one of the renowned business Magazine 'Forbes'.

(b) Past remuneration: He was paid Remuneration of INR 40,00,000/- for the month of October 2021 and Directors Commission of Rs. 72,035/- for FY 2019-20.

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for strategic decisions of the Company and Corporate Governance compliance, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed: INR 6.1 Crore for Financial Year 2021-22 and INR 6.6 Crore for Financial Year 2022-23 and his remuneration for remaining period of his term i.e. Financial Years 2023-2024, 2024-2025 and 2025-2026 shall be decided by the Board upon the recommendation of the Nomination and Remuneration Committee later on depending upon the profitability of the company.

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**:** Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**VINEY SINGH**
DIN	00932145
Date of Birth	November 28, 1959
Qualification	Economics at Loyola College Chennai, Post Graduate Management program specializing in IR and PM at XLRI Jamshedpur and general management at IIM Calcutta
Remuneration sought to be paid	INR 3.025 Crore per annum for FY 2021-22 AND INR 3.3275 Crore per annum for FY 2022-23 (April 1, 2022 to February 21, 2023) AND Directors' Commission @ 1.5% of standalone profit before tax for his remaining term.
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	NA
Remuneration last drawn from the Company	He was paid monthly Remuneration of Rs. 22,91,667/- for the month of October 2021. He has also been allocated 1,20,000 equity shares of face value of INR 1/- each as per the FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021. Directors Commission of Rs. 34,10,573/- for FY 2019-20.
Date of first appointment on the Board of Directors of the Company	August 20, 2016
Shareholding in the Company (as on the date of EGM Notice)	0.19%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during financial year 2021-22	9
List of Directorships held in other companies	1. Biome Life Sciences India Private Limited 2. Fabcafe Foods Private Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the FY 2020-21:

Name of the Entity	**Status**	**Country**
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

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

(b) Past remuneration: He was paid Remuneration of Rs. 22,91,667 /- for the month of October 2021 and Directors Commission of Rs. 34,10,573/- for FY 2019-20. In addition to this, has also been allocated 1,20,000 equity shares of face value of INR 1/- each as per the FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021.

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for strategic decisions and corporate governance compliance, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed:

Particulars	**Amount**
Fixed Remuneration	INR 3.025 Crore per annum for FY 2021-22 **AND** INR 3.3275 Crore per annum for FY 2022-23 (April 1, 2022 to February 21, 2023)
Directors Commission in case of profits	At the rate of 1.5% of standalone profit before tax for remaining term.

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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

Details required under Secretarial Standards- 2 and Schedule V of the Companies Act are as follow:

Name	**MUKESH KUMAR CHAUHAN**
DIN	05108075
Date of Birth	June 22, 1968
Qualification	Chartered Accountant
Remuneration sought to be paid	INR 2.40 Crore per annum AND Directors Commission @ 1% of standalone profit before tax for FY 2021-22 and FY 2022-23.
Terms and Conditions for Appointment	As per the appointment letter to be executed by the Company
Justification for choosing the appointees as Independent Director	NA
Remuneration last drawn from the Company	He was paid Remuneration of Rs. 10,00,000/- for the month of October 2021 and he has also been granted 2,25,000 equity shares of face value of INR 1/- each of the Company as per the FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021.
Date of first appointment on the Board of Directors of the Company	August 20, 2021
Shareholding in the Company (as on the date of EGM Notice)	0.15%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during financial year 2021-22	5
List of Directorships held in other companies	1. Biome Life Sciences India Private Limited 2. Fabcafe Foods Private Limited 3. Organic India Private Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	NIL

(1) Disclosure as required under Section II of Part II of Schedule V to the Companies Act are as follows:

I. General Information

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

(b) Date or expected date of commencement of commercial production: Not Applicable as the Company has already commenced the business activity. The Company was incorporated on 14th December 1976.

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

(d) Financial performance based on given indicators: As per the Financial Statements of the Company for the Financial Year 2020-21 duly approved by the Board and adopted by the Shareholders of the Company in their 44th Annual General meeting.

(e) Foreign investment or collaboration, if any: The Company has received Foreign Direct Investment (FDI) under FDI policy and the FDI is totally under Automatic Route for Contract Manufacturing vide Foreign Exchange Management (Non debt Instruments) Rules, 2019. As on the date of the Notice, 26.15% is held under Foreign Investor under FDI. Further the Company has following wholly owned subsidiary in Singapore and this entity has further investments as per details disclosed in Financial Statements of the Company for the Financial Year 2020-21:

Name of the Entity	**Status**	**Country**
Fabindia International Pte. Ltd.	Wholly owned subsidiary	Singapore

II. Information about the appointee

(a) Background details: Mr. Mukesh Kumar Chauhan is a qualified Chartered Accountant by profession and has been associated with Fabindia group of companies and has played a pivotal role in the road map of various teams of the Group Companies across the years. 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.

(b) Past remuneration: He was paid Remuneration of Rs. 10,00,000/- for the month of October 2021 and he has also been granted 2,25,000 equity shares of face value of INR 1/- each of the Company as per the FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021.

(c) Recognition or awards: As per details mentioned in the brief profile

(d) Job Profile and his suitability: He is responsible for strategic decisions, corporate governance, compliance, finance and risk management of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualification, he is suited for the responsibilities of current assigned role.

(e) Remuneration Proposed:

Particulars	**Amount**
Fixed Remuneration	INR 2.40 Crore per annum
Directors Commission in case of profits	At the rate of 1% of standalone profit before tax for FY 2021-22 and FY 2022-23.

(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Keeping in view the profile and the position of director and rich knowledge and experience of the appointee, the remuneration is justifiable and comparable to that prevailing in the industry.

(g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Besides the remuneration, he does not have any pecuniary relationship with the Company.

III. Other Information

(a) Reason of loss or inadequate profits: On account of the Covid-19 pandemic period, the Company had suffered sharp drop in revenues and during this period the Company has been strengthening the process and operations, consolidating the supply chain and focusing on building technology based platform suite for maximizing profits. The Company is focusing on doing business with an objective to be profitable in near future.

(b) Steps taken or proposed to be taken for improvement: The Company is taking various steps on a regular basis to strengthen its Ideation to Delivery capability, take cost control measures and various other initiatives to ensure quick business revival and make up for lost time on account of Covid-19.

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