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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting **("EGM")** of the members of **FABINDIA OVERSEAS PRIVATE LIMITED ("COMPANY")** will be held on **TUESDAY, THE 8th DAY of JUNE 2021 AT 03.00 PM IST THROUGH AUDIO-VISUAL MEANS VIA ZOOM FACILITY** as per the details provided in notes to transact the following business**:**

SPECIAL BUSINESS:

ITEM NO. 1

To consider, if thought fit, to pass with or without modification, the following resolutions as **ORDINARY RESOLUTIONS**:

(a) Sub-Division of equity shares from Face Value of Rs. 10/- per share to Face Value of Rs. 1/- per share

"RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions of the Companies Act, 2013 ("Act"), if any and Rules framed thereunder, as amended/ re-enacted from time to time and in accordance with the provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanctions as may be necessary from the statutory and regulatory authorities or bodies, consent of the members of the company be and is hereby accorded for the Sub-Division of 1 (One) fully paid-up Equity Share of the Company having Face Value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) fully paid-up Equity Shares having a face value of Rs. 1/- (Rupee One only) each on such date as may be fixed by the Board of Directors (hereinafter referred to as the 'Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) for this purpose ('Record date').

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the Authorised Share Capital consisting of 1,50,00,000 equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company shall stand sub-divided into 15,00,00,000 equity shares of face value of Rs. 1/- (Rupee One only) each from the record date without altering the aggregate amount of such capital.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the issued, subscribed and paid up 1,47,36,378 equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each shall stand sub-divided into 14,73,63,780 equity shares having face value of Rs. 1/- (Rupee One only) each from the record date without altering the aggregate amount of such capital and shall rank pari passu in all respects with and carry the same rights as to the existing fully paid-up Equity share of Rs. 10/- (Rupees Ten only) each of the Company and shall be entitled to participate in full in any dividend to be declared after subdivision of equity shares.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the company, in lieu thereof, within the prescribed time period and subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialised form, the appropriate number of sub-divided Equity Shares of Rs. 1/- (Rupee one only) each shall be credited to the respective beneficiary accounts of the members with their respective depository participants, in lieu of the existing credits representing the Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company before sub-division.

"RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the Board of Directors of the Company (which expression shall include the Nomination and Remuneration Committee, constituted by the Board to exercise its powers) be and is hereby authorized to make appropriate adjustments in terms of Fabindia Overseas Private Limited Employees Share Purchase Scheme 2021 ("FOPL ESPS") to the number of shares issued under the Scheme and Exercise Price of such shares, in a manner such that the total value of the shares issued and transferred to the Eligible Employee remains the same after the sub-division and there is no effect on any other rights or obligations of the Eligible Employee.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the number of shares issued under the FOPL ESPS shall stand amended from 1,91,634 equity shares of face value of Rs. 10/- (Rupees Ten only) each to 19,16,340 equity shares of face value of Rs. 1/- (Rupee One only) each and the total quantum of shares to be issued under the FOPL ESPS shall stand amended from 4,36,342 equity share of face value of Rs. 10/- (Rupees Ten only) each to 43,63,420 equity shares of face value of Rs. 1/- (Rupee One only) each without altering the overall limit of 3% as duly approved by the shareholders in the extraordinary general meeting held on 9th March 2021.

RESOLVED FURTHER THAT all the new equity shares to be issued and allotted under FOPL ESPS upon sub-division of equity shares as aforesaid, shall rank pari-passu including dividend inter-se with the then existing equity shares of the Company in all respects.

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

(b) Alteration of Capital Clause of Memorandum of Association of Company

"RESOLVED THAT pursuant to provisions of Section 13, 61 and 64 of the Companies Act, 2013 ("Act"), and Rules framed thereunder and all other applicable provisions, if any, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time and any other applicable laws (collectively "Applicable Laws") the consent of the members of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of by sub-dividing 1 (0ne) equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid-up into 10 (Ten) equity shares of the Company having the face value of Rs. 1/- (Rupee One only) each fully paid-up ranking parri passu in all respect with the existing equity shares of the Company.

The existing Clause V of the Memorandum of Association of the Company be and are hereby substituted as follows:

V. "The Authorised Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 15,00,00,000 (Fifteen Crore only) Equity Shares of Rs. 1/- (Rupee One only) 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 authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company and to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the Sub-division of shares including execution and filing of all the relevant documents with the other appropriate regulatory and statutory authorities and to settle any questions, difficulty or doubts that may arise in this regard."

ITEM NO. 2

To consider, if thought fit, to pass with or without modification, the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and subject to such other approvals or consents as may be required under applicable law or from concerned Statutory authority (ies), the existing Articles of Association of the Company be altered in the following manner:

(i) Article 4.1, be replaced with the following:

4.1 The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 15,00,00,000/- (One Fifteen Crore Only) Equity Shares of Rs.1/- (Rupee One Only) each.

(ii) Article 26.1 be replaced with the following:

"Shares" shall mean equity shares of face value Rs. 1 (Rupee One only) each of the Company;

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

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

By order of the Board of Directors
For **FABINDIA OVERSEAS PRIVATE LIMITED**

CS MONIKA UPPAL ARORA
Company Secretary
Membership No.: A-17485

Place: New Delhi
Date: 11th May 2021

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 31ST DECEMBER 2020 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/tZIqcemspjwrE9b2CBZJsNtMvtYz09A-QMon

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 audio-visual means, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment ofproxies by members shall not be available for the EGM. 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 theirbehalf at the EGM.

6. In view of present situation 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. Pranav Kumar Bharti at mobile no. 7042495201 or email id p.bharti@fabindia.net.

8. Those Shareholders whose email IDs are not registered or want to update their email IDs, are requested to register their email ID with Company at 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 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:

Presently, the Authorised Share Capital of your Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares Rs. 10/- each and the Paid-up Share Capital of the Company is Rs. 14,73,63,780/- (Rupees Fourteen Crore Seventy Three Lakhs Sixty Three Thousand Seven Hundred Eighty only) divided into 1,47,36,378 (One Crore Forty Seven Lakhs Thirty Six Thousand Three Hundred and Seventy Eight) Equity Shares of Rs. 10/- each fully paid-up.

The Board of Directors in their meeting held on 11th May 2021 considered and approved the proposal of restructuring the Share Capital of the Company by sub-dividing Equity Shares into face value of Rs.1/- per share in place of Rs. 10/- per share.

The sub-division of Equity shares would, inter alia, require appropriate adjustments with respect to shares which have been issued under Fabindia Overseas Private Limited Employees Share Purchase Scheme 2021 (FOPL ESPS) which would include proportionate adjustments to the number of shares issued and Exercise Price of such shares, without affecting any other rights or obligations of the Eligible Employees.

The new equity shares to be issued and allotted under FOPL ESPS upon sub-division of equity shares shall rank pari-passu including dividend inter-se with the then existing equity shares of the Company in all respects.

Pursuant to the provisions of Section 13 Section 14 and Section 61 of the Companies Act, 2013 approval of the members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association and for altering the relevant clauses in the Articles of Association of the Company. The Record date for the aforesaid sub-division will be fixed after the member's approval is obtained.

Accordingly, the resolutions set out at Item No. 1 seek approval of the members for the proposed sub-division of face value of the Equity Shares and the consequent amendments to the existing Clause V of the Memorandum of Association and resolutions set out at Item No. 2 seek approval of the members for proposed alteration in Article 4.1 and Article 26.1 of the Articles of Association of the Company.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of Equity Shares, is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No. 1 as Ordinary Resolutions and at Item No.2 as Special Resolution.

Members may inspect relevant documents related to Item no. 1 and 2 by sending a request by their registered email id to Ms. Monika Uppal Arora, Company Secretary at monika.uppal@fabindia.net

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

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

By order of the Board of Directors
For **FABINDIA OVERSEAS PRIVATE LIMITED**

Place: New Delhi
Date: 11th May 2021

CS MONIKA UPPAL ARORA
Company Secretary
Membership No.: A-17485

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 Saturday, 05th June, 2021 at 09:00 AM IST and ends on Monday, 07th June, 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 **01st June, 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. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 held 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 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.
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. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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

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

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step: 2 Cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csarungupta@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

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

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to monika.uppal@fabindia.net.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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.