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 09TH DAY OF MARCH, 2021 AT 03.00 P.M. 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 **SPECIAL RESOLUTIONS**:

(a) Approval of the Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 (FOPL ESPS) and its implementation through a Trust

"RESOLVED THAT pursuant to the provisions of Section 62 read with section 67 of the Companies Act, 2013 ("Act"), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time, the provisions of the Articles of Association of the Company and any other applicable laws (collectively "Applicable Laws"), approval of shareholders be and is hereby granted to adopt or implement the **Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 (FOPL ESPS)** of the Company to be implemented through a trust that may be set up by the Company ("Trust"), for the benefit of the eligible employees and directors (except independent directors) of the Company and its subsidiary companies, as defined in the FOPL ESPS, for the implementation of which scheme, shares shall be issued by the Company from time to time, at such price or prices, in one or more tranches and on such terms and conditions as may be determined by the Nomination and Remuneration Committee of the Board, in accordance with the Applicable Laws, provided that the shares to be allotted/ transferred to the eligible employees, present and future, under FOPL ESPS, shall not exceed an overall limit of 3% of the issued share capital of the Company, on a fully diluted basis, immediately preceding the approval of the FOPL ESPS by the Shareholders.

RESOLVED FURTHER THAT any director or a person who may be authorized by the Board [hereinafter referred to as "**the Board**" which term shall include the Nomination and Remuneration Committee, constituted by the Board to exercise its powers, including the powers conferred by the resolution] in this regard be and are hereby authorized to formulate the FOPL ESPS as it may deem fit, from time to time and/ or amend, modify, alter, vary, suspend, withdraw or revise the FOPL ESPS from time to time in conformity with the provisions of the Act and other Applicable Laws, circulars and guidelines and/or decide on the shares that would be issued and allotted , provided that such variation, amendment, modification or alteration is not detrimental to the material interest of the eligible employees under the FOPL ESPS, with regard to the shares that may have already been granted.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to its shareholders ("Additional Shares"), the ceiling as mentioned above of the FOPL ESPS and equity shares to be issued and allotted shall be deemed to increase in proportion of such Additional Shares.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and locked in under the FOPL ESPS shall automatically stand adjusted, without affecting any other rights or obligations of the grantees.

RESOLVED FURTHER THAT all the new equity shares to be issued and allotted under FOPL ESPS 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 or a person who may be authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem to be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard including appointment of consultants, registered valuer and other advisors."

(b) Grant of Equity shares of the Company under the Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 (FOPL ESPS)

"RESOLVED THAT pursuant to the provisions of Section 62 read with section 67 of the Companies Act, 2013 ("Act"), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time, the provisions of the Articles of Association of the Company and any other applicable laws (collectively "Applicable Laws"), approval of shareholders be and is hereby granted to issue shares of the Company to the eligible employees and directors (except independent directors) of the Company and its subsidiaries, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Nomination and Remuneration Committee of the Board, in accordance with Applicable Laws, provided that such shares to be allotted to the eligible employees and directors (except independent directors), present and future, under FOPL ESPS shall not exceed an overall limit of 3% of the issued share capital of the Company on a fully diluted basis, immediately preceding the approval of the FOPL ESPS by the Shareholders

RESOLVED FURTHER THAT the members of the Nomination and Remuneration Committee be and are hereby authorized to do all acts, deeds and things necessary, expedient or as deemed fit to implement the said FOPL ESPS and determine eligible employee, the number of shares to be allotted, terms & conditions and other criteria for allotment / transfer shares to eligible employees.

RESOLVED FURTHER THAT any member of the Nomination and Remuneration Committee or any person authorized by them is authorized to sign all documents and papers as required from time to time to carry off the above resolution."

(c) Grant of Equity shares of the Company to the Employees and Directors of the Subsidiary Company (ies) under the Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 (FOPL ESPS)

"RESOLVED THAT pursuant to the provisions of Section 62 read with section 67 of the Companies Act, 2013 ("Act"), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time, the provisions of the Articles of Association of the Company and any other applicable laws (collectively "Applicable Laws"), approval of shareholders be and is hereby granted to adopt or implement the FOPL ESPS for the benefit of the eligible employees and directors (except independent directors) of the present and future subsidiary company (ies) of the Company and accordingly, all other approvals and authorization being provided by the shareholders with respect the FOPL ESPS shall be deemed to equally apply with respect to the eligible employees and directors (except independent directors) of the present and future subsidiary company(ies) of the Company as well.

RESOLVED FURTHER THAT the members of the Nomination and Remuneration Committee be and are hereby authorized to do all acts, deeds and things necessary, expedient or as deemed fit to implement the said FOPL ESPS and determine eligible employee, the number of shares to be allotted, terms & conditions and other criteria for allotment / transfer shares to eligible employees.

RESOLVED FURTHER THAT any member of the Nomination and Remuneration Committee or any person authorized by them is authorized to sign all documents and papers as required from time to time to carry off the above resolution."

(d) Authorization for Trust to subscribe shares for and under the Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 (FOPL ESPS)

"RESOLVED THAT pursuant to the provisions of Section 62 and section 67 of the Companies Act, 2013 ("Act") and all other applicable provisions of the Act read with rules framed thereunder, as amended/ re-enacted from time to time, the provisions of the Articles of Association of the Company and any other applicable laws (collectively "Applicable Laws"), approval of the shareholders is hereby given to set up a Trust by the Company to acquire by way of subscription or purchase shares of the Company, towards implementation of the FOPL ESPS and to subscribe, acquire, hold, transfer, grant, allot and deal in the shares of the Company, in a single tranche or in multiple tranches, at such price(s) as may be decided from time to time, for purposes of implementing the FOPL ESPS and for the said purpose to do all such acts, deeds and things as may be incidental or ancillary or required in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board or the officers authorized by the Board in this regard which shall include the Nomination and Remuneration Committee, constituted by the Board to exercise its powers, including the powers conferred by the resolution be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard."

(e) Provisioning of money by the Company to the Trust/ Trustees for subscription of shares under the Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 (FOPL ESPS)

"RESOLVED THAT pursuant to the provisions of Section 67 of the Companies Act, 2013 ("Act") and all other applicable provisions, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time, the provisions of the Articles of Association of the Company and any other applicable laws (collectively "Applicable Laws") consent of the shareholder is hereby accorded for the provision of money by the Company to the Trust that may be set up by the Company for the purposes of subscribing to and/ or acquiring the shares of the Company, in one or more tranches, under the FOPL ESPS of the Company.

RESOLVED FURTHER THAT in the Board [which shall include the Nomination and Remuneration Committee, constituted by the Board to exercise its powers, including the powers conferred by the resolution] shall from time to time determine the amount of the loan to be given to the Trust in order to enable the Trust to acquire the Equity Shares of the Company, in terms of the FOPL ESPS.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board or the persons who may be authorized by the Board in this regard, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard.

RESOLVED FURTHER THAT any one of the Directors or Mr. Mukesh Kumar Chauhan, Chief Operating Officer, be and are hereby severally authorized to execute any document(s) as may be required for the purpose of giving effect to the aforesaid resolutions."

(f) Provisioning of money by the Company to the eligible employees and directors for acquisition of shares under the Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 (FOPL ESPS)

"RESOLVED THAT pursuant to the provisions of Section 67 of the Companies Act, 2013 ("Act") and all other applicable provisions, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time, the provisions of the Articles of Association of the Company and any other applicable laws (collectively "Applicable Laws") consent of the shareholder is hereby accorded for the provision of money by the Company to the eligible employees and directors (excluding independent directors) of the Company and its subsidiary companies for the purposes of acquiring the shares of the Company, in one or more tranches, under the FOPL ESPS of the Company.

RESOLVED FURTHER THAT in the Board [which shall include the Nomination and Remuneration Committee, constituted by the Board to exercise its powers, including the powers conferred by the resolution] shall from time to time determine the amount of the loan to be given to the eligible employee and directors (excluding independent directors) in order to enable them to acquire the Equity Shares of the Company, in terms of the FOPL ESPS.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board or the persons who may be authorized by the Board in this regard, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard.

RESOLVED FURTHER THAT any one of the Directors or Mr. Mukesh Kumar Chauhan, Chief Operating Officer, be and are hereby severally authorized to execute any document(s) as may be required for the purpose of giving effect to the aforesaid resolutions."

ITEM NO. 2

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **M/s MSKA & Associates, Chartered Accountants** (**Firm Registration Number 105047W**), be and are hereby appointed as the Joint Statutory Auditors of the Company to conduct statutory audit for Financial year 2020-21, to hold office from the conclusion of this Extra-ordinary General Meeting until the conclusion of the 44th Annual General Meeting, on such remuneration, as may be mutually agreed between the Board of Directors or any Committee thereof and the Joint Statutory Auditors.

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

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: 12th February 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/tZEvcO2qrzwjGN3647WsnvQptFJI81JZxF8H

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 of proxies 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 their behalf 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

The Board of Directors of your Company ("**Company**") have approved in principle, the Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 ("**FOPL ESPS"/ "Plan")** at its meeting held on 28th January 2021 in order to attract and retain talent in the Company. The FOPL ESPS provides for issue of shares of the Company to the Eligible Employees as identified and selected by the Nomination and Remuneration Committee of the Company, through a Trust settled by the Company.

The resolution set out is being proposed for the consideration of the members for the approval of the FOPL ESPS by way of Special Resolution.

As per the said Rule 12 of Companies (Share Capital and Debenture) Rules, 2014, the Promoters and a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company are not eligible for this Plan.

In the present day competitive environment where human resources are one of the deciding factors for the growth of a company, it is common for the growing companies to attract and retain talent through various incentives and share based employee benefits are one of such measures to ensure that the employees have a stake in the long term growth of the company. Keeping this in mind, it is proposed to bring out an FOPL ESPS for the eligible employees/Directors of the Company and its subsidiary company (ies). The Company intends to implement FOPL ESPS with a view to attract and retain key talents working with the Company and its Subsidiary company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the Shareholders by way of a special resolution in respect of FOPL ESPS and for issue of share to the eligible employees as may be decided by NRC from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder) and other applicable laws and regulations.

Your Directors recommend the Special Resolution for your approval.

The details of FOPL ESPS are as follows:

A. TOTAL QUANTUM OF SHARES UNDER FOPL ESPS

a) The maximum number of Shares that may be issued under this FOPL ESPS shall not exceed 3% (3 per cent) (i.e. not more than 4,36,342 equity shares) of the issued share capital of the Company, on a fully diluted basis, immediately preceding the approval of the FOPL ESPS by the Shareholders. The Board reserves the right to increase or reduce such number of Shares as it deems fit, subject to Applicable Laws.

b) The Nomination and Remuneration Committee shall normally determine the number of Grants for an Eligible Employee, within the maximum limits applicable. However, the number of Grants for an individual Eligible Employee, during any year, shall be less than 1% of the paid up equity share capital of the Company, unless approved by way of a separate resolution in the general meeting of the Company.

FABINDIA OVERSEAS PRIVATE LIMITED EMPLOYEE SHARE PURCHASE SCHEME 2021 (FOPL ESPS)

S. No.	Particulars	Information
(a)	Brief description of the FOPL ESPS	The Company has instituted FOPL ESPS to attract and retain talented employees and create wealth in the hands of employees. Such exercise will also create sense of ownership and participation amongst the employees and will ensure achievement of organizational performance goals along with creation of value for the shareholders
(b)	The total number of Shares to be granted	4,36,342
(c)	Identification of classes of employees entitled to participate and be beneficiaries in FOPL ESPS	Following class / classes of employees are entitled to participate in ESPS (herein referred to as 'Eligible Employees': : a) Permanent employees of the Company who have been working in India or outside India; b) Directors of the Company whether Whole-Time Director or not but excluding Independent Directors; and c) Permanent employees and Directors, as defined in clauses (a) and (b) above, of the Subsidiary Company(ies) in India or outside India, or of a holding company of the Company. Following class / classes of employees are not eligible: a) an employee who is a Promoter or belongs to the Promoter Group; and b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.
(d)	Requirements of Vesting and Vesting Period	The Vesting conditions in respect of the shares shall be as determined by the Nomination and Remuneration Committee from time to time.
(e)	Maximum period within which the shares shall be vested	Shares granted under the ESPS would vest as decided by the Nomination and Remuneration Committee subject to maximum period of 3/5 years from the date of grant of such shares.
(f)	Requirements of Lock-in Period	The Lock-in period in respect of the shares shall be as determined by the Nomination and Remuneration Committee from time to time subject to a minimum lock-in period of 1 year from the date of transfer of shares from Trust to the eligible employee
(g)	Exercise/ Purchase Price or pricing formula	The Nomination and Remuneration Committee shall decide the Exercise/ Purchase Price from time to time
(h)	Exercise Period and process of exercise	The Shares granted can be exercised within the period specified in the ESPS (or as fixed by the Nomination and Remuneration Committee) by the concerned employee by executing a Share Grant Acceptance letter and/ or such other documents and paying the exercise price, if any, as prescribed by the Nomination and Remuneration Committee at the time of grant
(i)	The appraisal process for determining the eligibility of employees for the ESPS	The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee from time to time. The employees would be granted shares under the FOPL ESPS based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Nomination and Remuneration Committee from time to time.
(j)	Maximum number of Shares to be issued per employee and in aggregate	The maximum number of Shares that may be issued under this FOPL ESPS shall not exceed 3% (3 per cent) (i.e. not more than 4, 36,342 equity shares) of the issued share capital of the Company, on a fully diluted basis, immediately preceding the approval of the FOPL ESPS by the Shareholders. The Board reserves the right to increase or reduce such number of Shares as it deems fit, subject to Applicable Laws.

		However, the number of Grants for an individual Eligible Employee, during any year, shall be less than 1% of the paid up equity share capital of the Company, unless approved by way of a separate resolution in the general meeting of the Company.
(k)	Whether ESPS is to be implemented and administered directly by the Company or through a trust	ESPS will be implemented by the Company through a Trust to be settled by the Company and subject to applicable compliances, as may be decided by the Nomination and Remuneration Committee.
(l)	Whether ESPS involves new issue of shares by the Company or allocation of existing shares of the Company by the Trust or both	FOPL ESPS envisages issue of 4,36,342 shares of the company to the trust as may be decided by the Nomination and Remuneration Committee in accordance with the Companies Act, 2013 and other applicable rules and regulations.
(m)	The amount of loan to be provided for implementation of ESPS by the Company to the trust, its tenure, utilization, repayment terms, etc.	The detailed terms and conditions of FOPL ESPS in relation to the loan shall be provided to the Trust for implementation of ESPS and would be decided upon consideration of various factors like number of eligible employees to whom shares would be offered, price of the shares, vesting period, other terms of grant etc.
(n)	The method which the Company shall use to value its shares	The Company shall use any acceptable International standards for valuation of its Shares, as per a report to be obtained from a registered valuer or a Merchant Banker.

Particulars in respect of the Trust:

a) The class/classes of employees for whose benefit the Plan is being implemented and money is being provided for purchase and subscription of the shares:

The Plan will be implemented and money will be provided for purchase and subscription of shares for the benefit of employees within the meaning of the Plan. The class/ classes of employees who are eligible subject to selection by the Board are as under:
i. Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
ii. Directors of the Company but excluding Independent Directors; and
iii. Permanent employees and Directors of the Subsidiary company(ies) / working with respective subsidiary company or on deputation with any other company.

Following class/classes of employees are not eligible:
i. an employee who is a Promoter or belongs to the Promoter Group; and
ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.

b) The particulars of the Trustee or employees in whose favour such shares are to be registered:

It is contemplated that one or more of the designated Trustees shall acquire and hold the Shares in due compliance of the applicable provisions. The Trustees shall transfer the Shares in favour of the employees on exercise of the ESPS after realization of exercise price. Such names to be finalized by the Nomination and Remuneration Committee of the Company.

c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

An Irrevocable Trust in the nature of an Employee Welfare Trust is proposed to be set-up with the name FOPL Employees Benefit Trust having its registered office at 1A-D, Vandhna 11, Tolstoy Marg New Delhi - 110001.

Particulars of the Trustees being appointed:

The Trustee(s) would be appointed by the Board and in compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws.
A person will not be appointed as a trustee if he/she:

(a) is a director, key managerial personnel or promoter of the company or its subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or
(b) Beneficially holds 10% (Ten percent) or more of the paid-up share capital of the Company.

d) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Plan. However, key managerial personnel, directors may be covered or interested under the Plan but only to the extent of shares as may granted to them, if any, under the FOPL ESPS / Trust and in due compliance with the applicable provisions.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:

The eligible employees shall be granted the right to acquire shares under the FOPL ESPS which would be issued subject to lock in conditions prescribed by the Nomination and Remuneration Committee.

The employees shall be entitled to accept the Shares, which will be subject to lock in period. Post the lock in period, the employees may hold / sell the shares at their discretion subject to the ESPS Scheme, terms of any agreement executed by the employees with the Company in relation to such shares and applicable laws and regulations.

f) The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:

Till FOPL is listed, voting rights to be exercised by the Employee in whose favour beneficial ownership of the shares lies during the lock-in period. Post listing, the Trustees shall not vote in respect of equity shares held in the Trust. Post listing, the voting rights can be exercised by an employee only when the equity shares are transferred to them after due process of exercise of shares.

The Company and the Trust shall comply with the applicable accounting standards with respect to the FOPL ESPS and the implementation thereof.

In term of the provisions of Rule 16 of the Companies Rules, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 1 of this Notice.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted shares under ESPS may be deemed to be concerned or interested in the Special Resolutions at Item No.1 of the Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

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

Your Directors recommend the Special Resolution proposed at Item No. 1 of this Notice for your approval.

ITEM NO. 2

In addition to A Puri & Associates, Chartered Accountants, the existing Statutory Auditors of the Company, the Board of Directors in its meeting held on 28th January 2021 has proposed to appoint MSKA & Associates, Chartered Accountants (Firm Registration Number 105047W) as Joint Statutory Auditors to conduct audit of the Company for Financial year 2020-21 and hold office till the conclusion of 44th Annual General Meeting, at such remuneration, as may be mutually agreed between the Board of Directors of the Company or Committee thereof and the Auditors.

MSKA & Associates, Chartered Accountants (Firm Registration Number 105047W) have conveyed their consent to be appointed as the Joint Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

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

Your Directors recommend the Ordinary Resolution proposed at Item No. 2 of this Notice for your approval.

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

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: 12th February 2021

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, 06th March, 2021 at 09.00 A.M. and ends on Monday, 08th March 2021 at 05.00 P.M. 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 **02nd March, 2021** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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. Your password details 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'.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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

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.