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 Friday**,** the **23rd day of September, 2022 at 04:00 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 CREATE CHARGE/MORTGAGE/SALE/DISPOSAL/PLEDGE/HYPOTHECATION ON UNDERTAKINGS, BOTH PRESENT AND FUTURE OF THE COMPANY IN TERMS OF SECTION 180(1) (a) OF COMPANIES ACT, 2013**

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors **('Board')** for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, Company's investments (both present and future), as the case may be in favour of the lender(s) including banks, non-banking financial companies, financial institutions and other lender(s), agent(s) and trustee(s), for securing the borrowings of the Company availed / to be availed by way of loan(s) (in rupee currency) and securities in the nature of debt securities issued/ to be issued by the Company (comprising non - convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company (hereinafter termed 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed Rs. 1,200 Crore (Rupees twelve hundred Crore Only) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of the Company and the aforesaid lender(s), agent(s) and trustee(s).

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

Registered Office:
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: August 23, 2022

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

NOTES:

1. INSTRUCTIONS TO PARTICIPATE IN THE EGM THROUGH AUDIO VISUAL MEANS VIA ZOOM FACILITY

As per General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 02/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs (MCA circulars), Extra Ordinary General Meeting ("EGM") can be conducted through audio-visual means in view of pandemic caused by COVID-19 prevailing across the globe. 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/tZYocOisrj8sGdYFZaewc0qKG-zHG1nkAc2O

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 of the Company

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

3. The members shall be allowed to participate in the meeting on First Come first serve principle. However, Large members (members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, KMPs, the Chairperson of the Audit, Nomination and Remuneration and Stakeholder's Committee. Auditors can attend the 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 the 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 theirbehalf 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. PranavKumar Bharti at mobile no. 7042495201 or email id p.bharti@fabindia.net.

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

9. The attendance of Members attending the 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 are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary and Compliance Officer, Ms. Monika Uppal Arora at Corporate Office C-40, 2nd floor, Okhla Industrial Area, Phase-II, New Delhi-110020 or email at stakeholders@fabindia.net or monika.uppal@fabindia.net.

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

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

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

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

17. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the EGM. The process of e-voting is given in Annexure-I.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 1

As per provisions of Section 180(1)(a) of the Companies Act, 2013, the Members of the Company are requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the Audited Balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, Company's investments (both present and future), as the case may be in favour of the lender(s) including banks, non-banking financial companies, financial institutions and other lender(s), agent(s) and trustee(s), provided that the total amount shall not at any time exceed Rs. 1,200 Crore (Rupees twelve hundred Crore Only) in excess of the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of the Company and the aforesaid lender(s), agent(s) and trustee(s) and on such terms and conditions as the Board may deem fit in the best interest of the Company.

Hence, the approval of members is sought for creation of charge/mortgage/pledge/hypothecation of the Company's investments (both present and future), tangible/ intangible assets, immovable/movable property/ies/undertaking/s as the case may be, or any other immovable/movable property/ies/undertaking/s as may be determined by the Board, provided that the total amount shall not at any time exceed Rs. 1,200 Crore (Rupees twelve hundred Crore Only) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Hence, your Directors recommend passing of the said resolution as a special resolution.

None of the Directors or their relatives are concerned or interested in the proposed resolution as set out at Item No. 1 of the notice, except to the extent of their shareholding and in the ordinary course of business.

Annexure-I

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING 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 September 20, 2022 at 09:00 AM IST and ends on September 22, 2022 at 05.00 PM IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date **(cut-off date) i.e. 16th September, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **16th September, 2022**.

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:

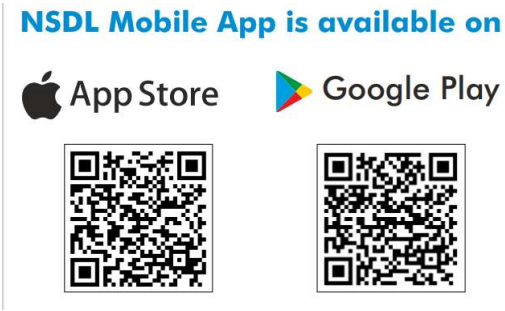
Step 1: Access to NSDL e-Voting system

1. 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 or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 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 e-Voting and joining virtual meeting 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   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) 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 etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/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 (Name of NSDL Official) at evoting@nsdl.co.in

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

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

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to stakeholders@fabindia.net. If you are an Individual shareholder 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 VC/OAVM 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.

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

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

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

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

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

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