CELEBRATE INDIA

FABINDIA OVERSEAS PRIVATE LIMITED

CIN: U74899DL1976PTC008436

C-40, 2nd Floor, Okhla Industrial Area Phase II,
New Delhi - 110020
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DECLARATION OF RESULTS OF E-VOTING

DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND E-VOTING DURING THE 44TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FABINDIA OVERSEAS PRIVATE LIMITED HELD ON THURSDAY, 30TH SEPTEMBER 2021 AT 03.30 P.M. IST THROUGH AUDIO VISUAL MEANS VIA ZOOM FACILITY

The 44th Annual General Meeting (AGM) of the shareholders of Fabindia Overseas Private Limited was held on Thursday, 30th September 2021 at 03.30 PM IST through audio visual means via zoom facility.

Section 108 of Companies Act, 2013 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021 ('MCA circulars'), the Company has provided the facility of Remote E-voting and E-voting during the 44th AGM to all its members, to enable them to cast their votes electronically on all resolutions set forth in Notice of 44th AGM dated 2nd September 2021. The remote e-voting period was opened for three days from Monday, 27th September 2021 (09:00 AM IST) till Wednesday, 29th September 2021 (05:00 PM IST).

Further, in line with the provisions of the Companies Act, 2013 and the MCA circulars, the voting at the 44th AGM was conducted through E-Voting.

The Board of Directors has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary (Membership No. 5551) for scrutinizing the voting process through remote E-voting as well as E-Voting during the 44th AGM in a fair and transparent manner. The Scrutinizer has submitted his consolidated report dated 1st October, 2021 on the voting (Remote E-voting and E-Voting during the 44th AGM) on the resolutions as set out in the Notice of AGM. The voting rights were reckoned on 23rd September, 2021 being the **"Cut-Off Date"** for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM notice.

The consolidated result of voting (Remote E-voting and E-Voting during the AGM) as per Scrutinizer's Report is as follows:

(i) Item No. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

(a) Votes **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
	39	121839670	0	121839670	95.99

FABINDIA OVERSEAS PVT. LTD. New Delhi

	0		0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(ii) Item No. 2

TO APPOINT JOINT STATUTORY AUDITORS OF THE COMPANY

(a) Votes '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(iii) Item No. 3

TO APPROVE THE RENEWAL OF THE CONSULTANCY AGREEMENT EXECUTED IN THE FORM OF ADDENDUM DATED 30TH JUNE 2021 BETWEEN THE COMPANY AND HOMAGE ADVISERS LLP

(a) Votes '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	14	5087780	0	5087780	4.01
	2	0	8370	8370	0
Total	**55**	**126927450**	**8370**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(IV) Item No. 4

To Appoint Mr. Aditya Ghosh (holding DIN: 01243445) as Director of the Company.

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	14	5087780	0	5087780	4.01
	2	0	8370	8370	0
Total	**55**	**126927450**	**8370**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(v) **Item No. 5**

TO REGULARIZE THE APPOINTMENT OF MR. RICHARD FRANK CELESTE AS DIRECTOR OF THE COMPANY.

(a) **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(vi) **Item No. 6**

TO REGULARIZE THE APPOINTMENT OF MR. NIKHIL KHERA AS DIRECTOR OF THE COMPANY

(a) **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(vii) Item No. 7

TO REGULARIZE THE APPOINTMENT OF MR. MUKESH KUMAR CHAUHAN AS DIRECTOR OF THE COMPANY

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(viii) Item No. 8

TO REGULARIZE THE APPOINTMENT OF MR. GYANENDRA NATH GUPTA AS DIRECTOR OF THE COMPANY

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
	15	5095850	0	5095850	4.01

E-Voting at the AGM	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(ix) Item No. 9

TO REGULARIZE THE APPOINTMENT OF MR. SAURABH NAVINCHANDRA MEHTA AS DIRECTOR OF THE COMPANY

(a) **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(x) Item No. 10

TO TERMINATE FABINDIA OVERSEAS PRIVATE LIMITED EMPLOYEE STOCK OPTION PLAN (FOPL ESOP) 2016

(a) **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xi) Item No. 11A

TO AMEND THE NAME CLAUSE IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

(a) **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xii) Item No. 11B

ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY WITH RESPECT TO CHANGE OF NAME OF THE COMPANY

(a) **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xiii) Item No. 12

CONVERSION OF COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED

(a) **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xiv) Item No. 13A

ALTERATION OF NAME CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xv) Item No. 13B

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION PURSUANT TO CONVERSION INTO A PUBLIC LTD COMPANY.

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
	15	5095850	0	5095850	4.01

E-Voting at the AGM	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xvi) Item No. 14

TO APPROVE BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

All the resolution under Item No. 1 to 14 stand passed under remote e-voting and e-voting with requisite majority.

For **FABINDIA OVERSEAS PVT. LTD.**

FABINDIA OVERSEAS PVT. LTD. New Delhi

WILLIAM NANDA BISSELL
EXECUTIVE CHAIRMAN AND DIRECTOR
DIN: 00012819

Date: 1st October, 2021
Place: New Delhi

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021]

To,
The Chairman,
44th Annual General Meeting of the Shareholders
Fabindia Overseas Private Limited
14-N Block Market, Greater Kailash, Part-1, New Delhi 110048

Re: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the 44th Annual General Meeting ('AGM') of the Members of Fabindia Overseas Private Limited held through Video Conferencing/Audio-Visual Means (VC/ OAVM) via zoom facility on September 30, 2021 from 03:30 PM IST to 04:35 PM IST.

Dear Sir,

Pursuant to the Provisions of Section 108 of Companies Act, 2013 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021 ('MCA circulars'), the Company has appointed Mr. Arun Kumar Gupta, proprietor of M/s Arun Kumar Gupta & Associates, Company Secretaries, as the Scrutinizer for the purpose of scrutinizing remote e-voting process and e-voting at the 44th Annual General Meeting ('Meeting') of the shareholders of **Fabindia Overseas Private Limited** ('the Company') conducted through Video Conferencing/Audio Visual Means (VC/ OAVM) via Zoom Platform on September 30, 2021.

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to voting through electronic means on the resolutions proposed in the said notice of AGM.

My responsibility as a scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast 'in favour' or 'against' if any, to the Chairman, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by National Security Depository Limited (NSDL), the authorized agency engaged by the Company to provide facility of remote e-voting and e-voting during the AGM.

We hereby submit our Report as under:

1. The Company has used Zoom meetings platform for conducting Meeting through video conferencing in accordance with the MCA Circulars;

2. The Public Advertisement with respect to dispatch of Notice of AGM and conducting of remote e-voting and e-voting during the AGM was published in English Daily 'Financial Express' Delhi Edition and Hindi Daily 'Jansatta' on September 8, 2021.

3. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 23rd September, 2021.

4. The remote e-voting period remained open from Monday, 27th September, 2021 (09:00 A.M.) to Wednesday, 29th September, 2021 (05:00 PM).

ARUN KUMAR GUPTA & ASSOCIATES CP No. 5086 New Delhi Company Secretaries

1005, Roots Tower, Plot No.-7, District Centre, Laxmi Nagar, Delhi-110092
Tel. : 011-45629812, Mobile : 9811835475, E-mail : csarungupta@gmail.com

5. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorized Agency for extending the secured system of remote electronic voting to the shareholders of the Company.

6. After the conclusion of e-voting cast during the AGM, we unblocked the result of votes cast through remote e-voting and e-voting by members during the AGM in the presence of two witnesses namely, (i) Mr. Aditya Garg, resident of K-24, Green Park Extension, New Delhi-110016 and (ii) Mr. Aman Goel, resident of Laxmi Nagar, Delhi-110092, who are not in the employment of the Company.

7. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of NSDL.

Based on the reports generated from the e-voting website of NSDL and voting through electronic means at the AGM, the consolidated report on the result of voting on each resolution are given hereunder:

(i) Item No. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

(a) Votes '**VALID**'FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

ARUN KUMAR GUPTA & ASSOCIATES * CP No. 5086 New Delhi * Company Secretaries *

(ii) Item No. 2

TO APPOINT JOINT STATUTORY AUDITORS OF THE COMPANY

(a) Votes '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(iii) Item No. 3

TO APPROVE THE RENEWAL OF THE CONSULTANCY AGREEMENT EXECUTED IN THE FORM OF ADDENDUM DATED 30TH JUNE 2021 BETWEEN THE COMPANY AND HOMAGE ADVISERS LLP

(a) Votes '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	14	5087780	0	5087780	4.01
	2	0	8370	8370	0
Total	**55**	**126927450**	**8370**	**126935820**	**100**

ARUN KUMAR GUPTA & ASSOCIATES
CP No. 5086
New Delhi
Company Secretaries

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(iv) Item No. 4

To Appoint Mr. Aditya Ghosh (holding DIN: 01243445) as Director of the Company.

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	14	5087780	0	5087780	4.01
	2	0	8370	8370	0
Total	**55**	**126927450**	**8370**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(v) Item No. 5

TO REGULARIZE THE APPOINTMENT OF MR. RICHARD FRANK CELESTE AS DIRECTOR OF THE COMPANY.

(a) '**VALID**' FOR the resolution:

ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * CP No. 5086 New Delhi

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(vi) Item No. 6

TO REGULARIZE THE APPOINTMENT OF MR. NIKHIL KHERA AS DIRECTOR OF THE COMPANY

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

ARUN KUMAR GUPTA & ASSOCIATES
CP No. 5086
New Delhi
Company Secretaries

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(vii) Item No. 7

TO REGULARIZE THE APPOINTMENT OF MR. MUKESH KUMAR CHAUHAN AS DIRECTOR OF THE COMPANY

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(viii) Item No. 8

TO REGULARIZE THE APPOINTMENT OF MR. GYANENDRA NATH GUPTA AS DIRECTOR OF THE COMPANY

(a) '**VALID**' FOR the resolution:

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Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(ix) Item No. 9

TO REGULARIZE THE APPOINTMENT OF MR. SAURABH NAVINCHANDRA MEHTA AS DIRECTOR OF THE COMPANY

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

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(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(x) Item No. 10

TO TERMINATE FABINDIA OVERSEAS PRIVATE LIMITED EMPLOYEE STOCK OPTION PLAN (FOPL ESOP) 2016

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xi) Item No. 11A

TO AMEND THE NAME CLAUSE IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0

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New Delhi
Company Secretaries

E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xii) Item No. 11B

ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY WITH RESPECT TO CHANGE OF NAME OF THE COMPANY

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xiii) Item No. 12

CONVERSION OF COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED

ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * CP No. 5086 New Delhi

(a) **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes **'INVALID'**

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xiv) Item No. 13A

ALTERATION OF NAME CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

(a) **'VALID'** FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

ARUN KUMAR GUPTA & ASSOCIATES * CP No. 5086 New Delhi * Company Secretaries *

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xv) Item No. 13B

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION PURSUANT TO CONVERSION INTO A PUBLIC LTD COMPANY.

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0
E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

(xvi) Item No. 14

TO APPROVE BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

(a) '**VALID**' FOR the resolution:

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
		Favor	Against	Total	
Remote E-Voting	39	121839670	0	121839670	95.99
	0	0	0	0	0

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E-Voting at the AGM	15	5095850	0	5095850	4.01
	1	0	300	300	0
Total	**55**	**126935520**	**300**	**126935820**	**100**

(b) Votes '**INVALID**'

Mode of Voting	Total No. of Members whose Votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	**0**	**0**

All resolutions stand passed under remote e-voting and e-voting with requisite majority.

The electronic records and relevant records relating to remote e-voting and e-voting at the AGM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairperson for safe keeping.

Thanking You,

Yours faithfully

For **ARUN KUMAR GUPTA & ASSOCIATES**
COMPANY SECRETARIES

(ARUN KUMAR GUPTA)
FCS-5551, CP-5086
UDIN:- F005551C001066787

Date: 01.10.2021
Place: Delhi