CELEBRATE INDIA

FABINDIA OVERSEAS PRIVATE LIMITED

CIN: U74899DL1976PTC008436

C-40, 2nd Floor, Okhla Industrial Area Phase II,
New Delhi - 110020
Ph: 40692000, Fax: 26385053
E-mail: mailus@fabindia.net
Website: www.fabindia.com

DECLARATION OF RESULTS OF E-VOTING

DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND E-VOTING DURING THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF FABINDIA OVERSEAS PRIVATE LIMITED HELD ON TUESDAY, 08TH JUNE 2021 AT 03.00 P.M. IST THROUGH AUDIO VISUAL MEANS VIA ZOOM FACILITY

An Extra Ordinary General Meeting (EGM) of the shareholders of Fabindia Overseas Private Limited was held on Tuesday, 08th June 2021 at 03.00 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 13thApril, 2020 and General Circular No. 39/2020 dated 31st December, 2020 ('MCA circulars'), the Company has provided the facility of Remote E-voting and E-voting during the EGM to all its members, to enable them to cast their votes electronically on all resolutions set forth in Notice of EGM dated 11th May 2021. The remote e-voting period was opened for three days from Saturday, 05th June 2021 (09:00 AM IST) till Monday, 07th June 2021 (05:00 PM IST).

Further, in line with the provisions of the Companies Act, 2013 and the MCA circulars, the voting at the EGM 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 EGM in a fair and transparent manner. The Scrutinizer has submitted his consolidated report dated 10th June, 2021 on the voting (Remote E-voting and E-Voting during the EGM) on the resolutions as set out in the Notice of EGM. The voting rights were reckoned on 01st June, 2021 being the **"Cut-Off Date"** for the purpose of determining entitlements of the members to vote on the resolutions set forth in the EGM notice.

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

(i) Item No. 1

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

(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	41	11,266,206	0	11,266,206	88.96
	0	0	0	0	0
E-Voting at the EGM	12	1,397,859	0	1,397,859	11.04
	0	0	0	0	0
Total	**53**	12,664,065	**0**	12,664,065	**100**

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 EGM	2	42
Total	**2**	**42**

(b) Alteration of Capital Clause of Memorandum of Association of 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	41	11,266,206	0	11,266,206	88.96
	0	0	0	0	0
E-Voting at the EGM	12	1,397,859	0	1,397,859	11.04
	0	0	0	0	0
Total	**53**	12,664,065	**0**	12,664,065	**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 EGM	2	42
Total	**2**	**42**

Resolutions under Item No. 1 stand passed under remote e-voting and e-voting during the EGM with requisite majority.

(ii) Item No. 2

To approve Alteration in the AOA of the company consequent to sub-division of share capital.

(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	41	11,266,206	0	11,266,206	88.96
	0	0	0	0	0
E-Voting at the EGM	12	1,397,859	0	1,397,859	11.04
	0	0	0	0	0
Total	**53**	12,664,065	**0**	12,664,065	**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 EGM	2	42
Total	**2**	**42**

Resolution under Item No. 2 stands passed under remote e-voting and e-voting during the EGM unanimously.

For **FABINDIA OVERSEAS PVT. LTD.**

WILLIAM NANDA BISSELL

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Date: 2021.06.10 15:36:27 +05'30'

WILLIAM NANDA BISSELL
EXECUTIVE CHAIRMAN AND DIRECTOR
DIN: 00012819

Date: 10th June, 2021
Place: New Delhi

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 39/2020 dated 31st December, 2020]

To,

The Chairman,
Extra Ordinary 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 Extra Ordinary General Meeting ("EGM") of the Members of Fabindia Overseas Private Limited held through Audio-Visual means on Tuesday 08th Day of June, 2021 at 03:00 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 and General Circular No. 39/2020 dated 31st December, 2020 ('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 Extra Ordinary General Meeting ("EGM") of the members of **Fabindia Overseas Private Limited** ('the Company') conducted through Audio-Visual means via Zoom Platform on Tuesday 08th Day of June, 2021.

Further, the notice, as confirmed by the Company, was sent to those members whose email addresses were registered with the Company, in compliance with the MCA circulars and the EGM was convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the shareholders at common venue.

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 EGM.

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 EGM.

In this regard, I confirm that:

1. The Public Advertisement with respect to dispatch of Notice of AGM and conducting of remote e-voting and e-voting during the EGM was published in English Daily 'Financial Express' Delhi Edition and Hindi Daily 'Jansatta' Delhi Edition on 15.05.2021.
2. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 01st June, 2021.
3. The remote e-voting period remained open from Saturday, 05th June, 2021 (09:00 A.M.) to Monday, 07th June, 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

4. 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.
5. After the conclusion of e-voting cast during the EGM, we unblocked the result of votes cast through remote e-voting and e-voting by members during the EGM in the presence of two witnesses namely, (i) Mr. Aditya Garg, resident of Flat No. 6, KCG Complex, Mehrauli, New Delhi 110030 and (ii) Ms. Bharti Sharma, resident of 23-A, Radhey Shyam Park, Delhi-110051, who are not in the employment of the Company.
6. 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 EGM, the consolidated report on the result of voting on each resolution are given hereunder:

(i) Item No. 1

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

(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	41	11,266,206	0	11,266,206	88.96
	0	0	0	0	0
E-Voting at the EGM	12	1,397,859	0	1,397,859	11.04
	0	0	0	0	0
Total	**53**	12,664,065	**0**	12,664,065	**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 EGM	2	42
Total	**2**	**42**

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

(b) Alteration of Capital Clause of Memorandum of Association of 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	41	11,266,206	0	11,266,206	88.96
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	0	0	0	0	0
Total	**53**	12,664,065	**0**	12,664,065	**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 EGM	2	42
Total	**2**	**42**

(ii) Item No. 2

To approve Alteration in the AOA of the company consequent to sub-division of share capital.

(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	41	11,266,206	0	11,266,206	88.96
	0	0	0	0	0
E-Voting at the EGM	12	1,397,859	0	1,397,859	11.04
	0	0	0	0	0
Total	**53**	12,664,065	**0**	12,664,065	**100**

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

(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 EGM	2	42
Total	**2**	**42**

All the resolutions in Item No. 1 to 2 above stand passed under email voting unanimously.

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

Thanking You,

Yours faithfully

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

(ARUN KUMAR GUPTA)
FCS-5551, CP-5086
UDIN:- F005551C000441437

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

WILLIAM NANDA BISSELL
Digitally signed by WILLIAM NANDA BISSELL
Date: 2021.06.10 15:37:05 +05'30'

Date: 10/06/2021
Place: Delhi