CELEBRATE INDIA

FABINDIA OVERSEAS PRIVATE LIMITED

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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, 09TH MARCH 2021 AT 03.00 P.M. 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, 09th March 2021 at 03.00 p.m. 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 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 12th February 2021. The remote e-voting period was opened for three days from Saturday, 06th March 2021 (09:00 AM IST) till Monday, 08th March 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 09th March 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 02nd March 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) Approval of the Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 (FOPL ESPS) and its implementation through a Trust.

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
Total	**2**	**116**

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

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
Total	**2**	**116**

(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).

(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	62	12,325,170	0	12,325,170	97.68
	1	0	589	589	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,617,562**	**589**	**12,618,151**	**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	116
Total	**2**	**116**

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

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
Total	**2**	**116**

(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).

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
Total	**2**	**116**

(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).

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
Total	**2**	**116**

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 appoint M/s MSKA & Associates, Chartered Accountants (Firm Registration Number 105047W), as the Joint Statutory Auditors of the Company to conduct statutory audit for Financial year 2020-21.

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
Total	**2**	**116**

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

Digitally signed by WILLIAM NANDA BISSELL
Date: 2021.03.10 16:42:56 +05'30'

WILLIAM NANDA BISSELL
EXECUTIVE CHAIRMAN AND DIRECTOR
DIN: 00012819

Date: 10th March 2021
Place: New Delhi

Arun Kumar Gupta & Associates
COMPANY SECRETARIES

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, 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 video conferencing on Tuesday 09th Day of March, 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 video conferencing via Zoom Platform on Tuesday 09th Day of March, 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 16.02.2021.
2. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 02nd March, 2021.
3. The remote e-voting period remained open from Saturday, 06th March, 2021 (09:00 A.M.) to Monday, 08th March, 2021 (05:00 PM).

ARUN KUMAR GUPTA & ASSOCIATES C.P. No. : 5086 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. Divya Aggarwal, 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) Approval of the Fabindia Overseas Private Limited Employee Share Purchase Scheme 2021 (FOPL ESPS) and its implementation through a Trust.

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
Total	**2**	**116**

ARUN KUMAR GUPTA & ASSOCIATES * C.P. No.: 5086 * Company Secretaries

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

(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	63	12,325,759	0	12,325,759	97.68
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Total	**74**	**12,618,151**	**0**	**12,618,151**	**100**

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E-Voting at the EGM	2	116
Total	**2**	**116**

(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).

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

Mode of Voting	No. of Members Voted	No of Votes cast			% of total number of valid votes cast
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Remote E-Voting	62	12,325,170	0	12,325,170	97.68
	1	0	589	589	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,617,562**	**589**	**12,618,151**	**100**

ARUN KUMAR GUPTA & ASSOCIATES C.P. No.: 5086 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 EGM	2	116
Total	**2**	**116**

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

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
Total	**2**	**116**

ARUN KUMAR GUPTA & ASSOCIATES * Company Secretaries * C.P. No.: 5086

(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).

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
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(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).

(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	
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	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**100**

ARUN KUMAR GUPTA & ASSOCIATES
C.P. No. : 5086
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 EGM	2	116
Total	**2**	**116**

Resolutions under Item no. 1 stand passed under remote e-voting and e-voting with requisite majority.

(ii) Item No. 2

To appoint M/s MSKA & Associates, Chartered Accountants (Firm Registration Number 105047W), as the Joint Statutory Auditors of the Company to conduct statutory audit for Financial year 2020-21.

(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	63	12,325,759	0	12,325,759	97.68
	0	0	0	0	0
E-Voting at the EGM	11	292,392	0	292,392	02.32
	0	0	0	0	0
Total	**74**	**12,618,151**	**0**	**12,618,151**	**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	116
Total	**2**	**116**

Resolutions under Item no. 2 stand passed under remote e-voting and e-voting unanimously.

ARUN KUMAR GUPTA & ASSOCIATES ★ C.P. No. : 5086 ★ Company Secretaries ★

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:- F005551B004043277

Date: 09/03/2021
Place: Delhi

WILLIAM NANDA BISSELL

Digitally signed by WILLIAM NANDA BISSELL
Date: 2021.03.10 16:44:16 +05'30'