CELEBRATE INDIA

FABINDIA LIMITED
(Formerly known as Fabindia Overseas Pvt. Ltd.)

CIN: U74899DL1976PLC008436

C-40, 2nd Floor, Okhla Industrial Area Phase II,
New Delhi - 110020
Phone: 40692000; Fax: 26385053
E-mail: mailus@fabindia.net
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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 LIMITED *(FORMERLY KNOWN AS FABINDIA OVERSEAS PRIVATE LIMITED)* HELD ON SATURDAY, 15TH JANUARY 2022 AT 02.00 P.M. IST THROUGH VIDEO CONFERENCING/AUDIO-VISUAL MEANS (VC/ OAVM) VIA ZOOM FACILITY

The Extra-Ordinary General Meeting (EGM) of the shareholders of FABINDIA LIMITED *(Formerly Known as Fabindia Overseas Private Limited)* was held on Saturday, 15th January 2022 at 02.00 PM IST through Video Conferencing/Audio-Visual Means (VC/ OAVM) 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. 20/2021 dated 8th December, 2021 ('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 22nd December, 2021. The remote e-voting period was opened for three days from Wednesday, 12th January 2022 (09:00 AM IST) till Friday, 14th January 2022 (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 15th January, 2022 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 08th January, 2022 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

TO AMEND THE TERMS OF APPROVAL OF INITIAL PUBLIC OFFER OF EQUITY SHARES THROUGH A FRESH ISSUE AND OFFER FOR SALE OF EQUITY SHARES.

(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	
	36	121,694,785	0	121,694,785	94.52

Remote E-Voting					
	0	0	0	0	0
E-Voting at the EGM	4	7,051,620	0	7, 051,620	5.48
	0	0	0	0	0
Total	**40**	128,746,405	**0**	128,746,405	**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	0	0
Total	**0**	**0**

(ii) Item No. 2

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	35	119,442,505	0	119,442,505	94.43
	0	0	0	0	0
E-Voting at the EGM	4	7,051,620	0	7,051,620	5.57
	0	0	0	0	0
Total	**39**	126,494,125	**0**	126,494,125	**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	0	0
Total	**0**	**0**

(iii) Item No. 3

TO INCREASE THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE.

(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	35	119,442,505	0	119,442,505	94.43
	0	0	0	0	0
E-Voting at the EGM	4	7,051,620	0	7,051,620	5.57
	0	0	0	0	0
Total	**39**	126,494,125	**0**	126,494,125	**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	0	0
Total	**0**	**0**

All the resolution under Item No. 1 to 3 stand passed under remote e-voting and e-voting with requisite majority.

For **FABINDIA LIMITED**
(Formerly known as Fabindia Overseas Private Limited)

GYANENDRA NATH GUPTA
CHAIRMAN AND INDEPENDENT DIRECTOR
DIN: 00027502

Date: 15th January, 2022
Place: Gurgaon

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, General Circular No. 39/2020 dated 31st December, 2020 General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021]

To,
The Chairman,
Extra-Ordinary General Meeting of the Shareholders
FABINDIA LIMITED
(Formerly known as Fabindia Overseas Private Limited)
Plot No.10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi 110070

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 Limited *(Formerly known as Fabindia Overseas Private Limited)* held through Video Conferencing/Audio-Visual Means (VC/ OAVM) via zoom facility on Saturday, 15th Day of January, 2022 at 02:00 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, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 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 Extra Ordinary General Meeting ("EGM") of the members of **Fabindia Limited** *(Formerly known as Fabindia Overseas Private Limited)* ('the Company') conducted through Video Conferencing/Audio-Visual Means (VC/ OAVM) via Zoom Platform on Saturday 15th Day of January, 2022.

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.

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

In this regard, I confirm that:

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 EGM 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 24.12.2021.
3. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 08th January, 2022.
4. The remote e-voting period remained open from Wednesday, 12th January, 2022 (09:00 A.M.) to Friday, 14th January, 2022 (05:00 PM).
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 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. Rashi Nagar, resident of Sector-10B, 85, Vasundra, Ghaziabad, Uttar Pradesh 201012, 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 EGM, the consolidated report on the result of voting on each resolution are given hereunder:

(i) Item No. 1

TO AMEND THE TERMS OF APPROVAL OF INITIAL PUBLIC OFFER OF EQUITY SHARES THROUGH A FRESH ISSUE AND OFFER FOR SALE OF EQUITY SHARES.

(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	
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	0	0	0	0	0
E-Voting at the EGM	4	7,051,620	0	7, 051,620	5.48
	0	0	0	0	0
Total	**40**	128,746,405	**0**	128,746,405	**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	0	0
Total	**0**	**0**

(ii) Item No. 2

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

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

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	0	0	0	0	0
Total	**39**	126,494,125	**0**	126,494,125	**100**

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E-Voting at the EGM	0	0
Total	**0**	**0**

(iii) Item No. 3

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	0	0	0	0	0

E-Voting at the EGM	4	7,051,620	0	7,051,620	5.57
	0	0	0	0	0
Total	**39**	126,494,125	**0**	126,494,125	**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	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 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
Digitally signed by ARUN KUMAR GUPTA
Date: 2022.01.15 19:47:20 +05'30'

(ARUN KUMAR GUPTA)
FCS-5551, CP-5086
UDIN:- F005551C002181857

Date: 15/01/2022
Place: Delhi