



(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 Tuesday, the 18th April, 2023 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

ITEM NO. 1

- A. TO APPROVE THE APPOINTMENT OF MR. WILLIAM NANDA BISSELL AS MANAGING DIRECTOR ("MD") OF THE COMPANY W.E.F. 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028 AND THEREBY CHANGE OF HIS DESIGNATION FROM EXECUTIVE VICE CHAIRMAN AND DIRECTOR TO MANAGING DIRECTOR WITH EFFECT FROM 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Sections 2(51), 2(54), 177, 178, 196 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and in supersession of the special resolution passed in the Extra ordinary general meeting held on 18th December, 2021, the consent and approval of the shareholders of the Company be and is hereby accorded for the appointment of Mr. William Nanda Bissell (DIN: 00012819) as Managing Director of the Company for the period commencing with effect from 22nd February, 2023 till 21st February, 2028 and thereby change his designation from Executive Vice Chairman and Director to Managing Director with effect from 22nd February, 2023 till 21st February, 2028 as per the details set out in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT pursuant to Section 203 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Mr. William Nanda Bissell will be the Key Managerial Personnel ("KMP") of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary and Compliance Officer or any other officer(s) of the Company, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

B. TO APPROVE REMUNERATION PAYABLE TO MR. WILLIAM NANDA BISSELL IN THE CAPACITY OF MANAGING DIRECTOR FOR THE PERIOD COMMENCING WITH EFFECT FROM 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028.

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 Sections 2(51), 2(54), 177, 178, 196, 197, 198, 203 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of Company and in supersession of the special resolution passed in the Extra ordinary general meeting held on 18th December, 2021 the consent and approval of the shareholders of the Company be and is hereby accorded to pay remuneration to Mr. William Nanda Bissell (DIN: 00012819) in the capacity of Managing Director of the Company for the period commencing with effect from 22nd February, 2023 till 21st February, 2028 as per the details specified below as well as in the Explanatory Statement attached to this Notice:

Particulars	Amount
Fixed Remuneration	<p>Rs. 7.25 Crore pa from 22nd February 2023 to 21st February 2028</p> <p>1. <i>Note: The incremental amount from Rs. 6.6 Crore to Rs. 7.25 Crore for the period 22nd February, 2023 to 31st March, 2024 shall be payable subject to achievement of Sales and EBITDA as per the board approved Annual Operating Plan (“AOP”) for the FY 2023-24.</i></p> <p>Effective FY 2024-25 there would be an increment of 10% each year over the relevant previous year</p>
Directors Commission in case of profits	<p>8% of increased PBT</p> <p>Effective from FY 2023-24 to 21st February 2028</p> <p><i>Note:</i></p> <p>1. <i>The Directors Commission for FY 2023-24 will be calculated based on increased Normalised Profit Before Tax(“PBT”) over FY 2018-19 (pre covid) which was the highest recorded PBT for the company. Effective FY 2024-25 till end of respective terms, the Directors Commission will be calculated based on increased PBT over previous FY.</i></p> <p>2. <i>Increased PBT shall be basis standalone financials of Fabindia Limited and for computing the incremental profit for FY 23-24, the base PBT shall be considered at Rs.175Cr. Thereafter the base PBT shall be 175 Crs or the previous year’s PBT whichever is higher</i></p>

Fixed Remuneration:

i. Basic salary;

ii. House Rent Allowance (“HRA”)- However, he is entitled to rent free accommodation and if he chooses so then in such case, no HRA will be paid and the valuation of rent-free accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of managerial remuneration;

iii. Special Allowance;

iv. Leave Travel Allowance/ Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.

v. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

Further, Mr. William Nanda Bissell, Managing Director shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

vi. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

vii. Gratuity payable should not exceed half month's salary for each completed year of service;

viii. Encashment of leave as per Company's rules, at the end of tenure;

ix. Provision of cars;

x. Provision of telephones (landline & mobiles); and

xi Provision of Global Medical Health Insurance facility – Global medical insurance cover for self and family as per the policies of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary and Compliance Officer or any other officer(s) of the Company, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time.”

ITEM NO. 2

A. TO APPROVE THE APPOINTMENT OF MR. VINEY SINGH AS NON – EXECUTIVE DIRECTOR (“NED”) OF THE COMPANY WITH EFFECT FROM 22ND FEBRUARY, 2023 AND THEREBY CHANGE HIS DESIGNATION FROM MANAGING DIRECTOR TO NON-EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Section 149, 152, 178 and all other applicable provisions, if any, Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company the consent and approval of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Viney Singh (DIN: 00932145) as Non – Executive Director of the Company with effect from 22nd February, 2023 and thereby his designation shall be changed from Managing Director to Non-Executive Director as per the details set out in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary and Compliance Officer or any other officer(s) of the Company, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions

and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time.”

B. TO APPROVE THE REMUNERATION PAYABLE TO MR. VINEY SINGH IN THE CAPACITY OF NON – EXECUTIVE DIRECTOR WITH EFFECT FROM 22ND FEBRUARY, 2023

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 Sections 177, 178, 197, 198 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company the consent and approval of the shareholders of the Company be and is hereby accorded to pay remuneration to Mr. Viney Singh (DIN: 00932145), Non-Executive Director of INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from February 22, 2023 for a period of 2 Financial years i.e. FY 2022-23 (.i.e. 22nd February, 2023 to 31st March, 2023), and FY 2023-24 and such remuneration be paid to him on monthly or quarterly or yearly basis as may be decided by the Board as per the further details specified in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT the amount of total compensation to be paid to Mr. Viney Singh in the capacity of Non – Executive Director as above shall be exclusive of the following:

- Sitting fee paid/ to be paid to non-executive director for every Board and/or committee meeting; and
- Reimbursement of expenses with respect to attending Board/ committee meetings - flight, transportation, hotel stays, etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary and Compliance Officer or any other officer(s) of the Company, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time.”

C. TO RATIFY AND APPROVE MANAGEMENT CONSULTANCY AGREEMENT WITH MR. VINEY SINGH

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Section 177, 178, 188, 196, 197 of the Companies Act 2013 (“the Act”) read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory

modification thereto or re-enactment thereof for the time being in force) and all other applicable provisions of the Companies Act, 2013 the consent and approval of the shareholders of the Company be and is hereby accorded to ratify and approve the executed management consultancy agreement with Mr. Viney Singh (DIN: 00932145) with effect from 22nd February, 2023 for a period of six months i.e. till 21st August, 2023 for upto 12 days a month (*excluding the day of Board or Committee meeting*) or any further term at the discretion of new Chief Executive Officer ("CEO") of the Company and approve the Consultancy fees at the rate of Rs. 1 lakh per day excluding the incidental and out of pocket expenses incurred by the Company including but not limited to flight, transportation, hotel stays, boarding and lodging expenses etc. as per the terms and conditions mentioned in the Management Consultancy Agreement and details specified in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act'), and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, including any statutory modification or re-enactment thereof (applicable laws) and the Company's Policy on dealing with Related Party Transactions', as recommended by Audit Committee and Board of Directors (hereinafter referred to as 'Board', which term shall be deemed to include any duly authorized Committee constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), consent of the members, be and is hereby accorded for ratification of executed agreements or transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Mr. Viney Singh, related party within the meaning of Section 2(76) of the Act for entering into management Consultancy Agreement on such terms and conditions as the Board may deem, fit upto a maximum aggregate value of Rs. 72 Lakh for Financial year 2023-24 amounting to more than the limit of payment of monthly remuneration for more than Rs. 2.5 Lakh per month as prescribed under applicable laws or any other materiality threshold, as may be applicable from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary and Compliance Officer or any other officer(s) of the Company, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

ITEM NO. 3

- A. TO APPROVE THE APPOINTMENT OF MR. MUKESH KUMAR CHAUHAN AS EXECUTIVE VICE CHAIRMAN AND DIRECTOR OF THE COMPANY WITH EFFECT FROM 1ST APRIL, 2023 TILL 31ST MARCH, 2028 AND THEREBY CHANGE HIS DESIGNATION FROM EXECUTIVE DIRECTOR (WHOLE TIME DIRECTOR) TO EXECUTIVE VICE CHAIRMAN AND DIRECTOR OF THE COMPANY WITH EFFECT FROM 01ST APRIL, 2023 TILL 31ST MARCH, 2028**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 2(51), 178, 196, 197 and the other relevant provisions of Companies Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or re-enactments, thereof for the time being in force, any other applicable laws and pursuant to the provisions of the Articles of Association and in supersession of the resolution passed in the Extraordinary general meeting held on 18th December, 2021 the consent and approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Mukesh Kumar Chauhan (DIN: 05108075) as Executive Vice Chairman and Director of Company and thereby change his designation from Executive Director (Whole Time

Director) to Executive Vice Chairman and Director of the Company for the period starting from 1st April, 2023 till 31st March 2028 as per the details specified in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT pursuant to Section 203 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Mukesh Kumar Chauhan will be the Key Managerial Personnel ("KMP") of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary and Compliance Officer or any other officer(s) of the Company, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time."

B. TO APPROVE REMUNERATION PAYABLE TO MR. MUKESH KUMAR CHAUHAN IN THE CAPACITY OF EXECUTIVE VICE CHAIRMAN AND DIRECTOR WITH EFFECT FROM 01ST APRIL, 2023 TILL 31ST MARCH, 2028.

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 applicable provisions including Sections 177, 178, 196, 197, 198 and Schedule V of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and in supersession of the special resolution passed in the EGM held on 18th December, 2021 the consent and approval of the shareholders of the Company be and is hereby accorded for remuneration payable to Mr. Mukesh Kumar Chauhan (DIN: 05108075), Executive Vice Chairman and Director with effect from 1st April, 2023 till 31st March, 2028 as per the details specified below as well as in the Explanatory Statement attached to this Notice

Particulars	Amount
Fixed Remuneration	Rs. 3.5 Crore pa from 1 st April 2023 to 31st March, 2028 <i>Note:</i> 1. <i>The incremental amount of Rs. 1.1 Crore from Rs. 2.4 Crore to Rs. 3.5 Crore for the period 1st April, 2023 to 31st March, 2024 shall be payable at the end of FY subject to achievement of Sales and EBITDA as per the board approved Annual Operating Plan ("AOP") for the FY 2023-24.</i> Effective FY 2024-25 there would be an increment of 10% each year over the relevant previous year.
	<ul style="list-style-type: none"> At the rate of 1% of standalone profit before tax for FY 2022-23 as per the existing approval of shareholders for FY 2022-23 granted in the Extraordinary general meeting held on 18th December, 2021
Directors Commission in case of profits	5% of increased PBT Effective from FY 2023-24 to 31 st March 2028

	<p>Note:</p> <ol style="list-style-type: none"> 1. <i>The Director's Commission for FY2023-24 will be calculated based on increased Normalised Profit Before Tax ("PBT") over FY 2018-19 (pre covid) which was the highest recorded PBT for the company. Effective FY 2024-25 till end of respective terms, the Directors Commission will be calculated based on increased PBT over previous FY.</i> 2. <i>Increased PBT shall be basis standalone financials of Fabindia Limited and for computing the incremental profit for FY 23-24, the base PBT shall be considered at Rs.175Cr. Thereafter the base PBT shall be 175Cr or the previous year's PBT whichever is higher</i>
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Fixed Remuneration:

i. Basic salary;

ii. House Rent Allowance ("HRA")- However, he is entitled to rent free accommodation and if he chooses so then in such case, no HRA will be paid and the valuation of rent-free accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of managerial remuneration;

iii. Special Allowance;

iv. Leave Travel Allowance/ Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.

v. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

Further, Mr. Mukesh Kumar Chauhan, Executive Vice Chairman and Director shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

vi. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

vii. Gratuity payable should not exceed half month's salary for each completed year of service;

viii. Encashment of leave as per Company's rules, at the end of tenure;

ix. Provision of cars;

x. Provision of telephones (landline & mobiles); and

xi Provision of Global Medical Health Insurance facility – Global medical insurance cover for self and family as per the policies of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary and Compliance Officer or any other officer(s) of the Company, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/ or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT the persons authorized in the foregoing resolution are hereby authorized to issue certified copies of the above resolutions that may be submitted to any government, statutory or regulatory authority as may be required from time to time.”

Registered Office:

Plot No.10, Local Shopping Complex,
Sector B Pocket-7, Vasant Kunj,
New Delhi 110070

Place: New Delhi

Date: March 21, 2023

By order of the Board of Directors

For **FABINDIA LIMITED**

(Formerly known as Fabindia Overseas Pvt. Ltd.)

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 08th April 2020, 17/2020 dated April 13, 2020, 11/2022 dated 28th December, 2022 issued by Ministry of Corporate Affairs (MCA circulars), 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:

- Click on <https://zoom.us/download>
- Download and install the Zoom software.

STEP 2:

Click on the meeting registration link below.

https://us02web.zoom.us/meeting/register/tZcvc-qvqjkqH9SnPIIcrFFCzp_2_pTrFX55

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 open for 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 their behalf 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. Vishwambhar Redkar at mobile no. +91-8450922029 or email id vishwambhar.redkar@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 also 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 in this 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-B.***

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

A. TO APPROVE THE APPOINTMENT OF MR. WILLIAM NANDA BISSELL AS MANAGING DIRECTOR (“MD”) OF THE COMPANY W.E.F. 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028 AND THEREBY CHANGE OF HIS DESIGNATION FROM EXECUTIVE VICE CHAIRMAN AND DIRECTOR TO MANAGING DIRECTOR WITH EFFECT FROM 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028

The Shareholders are informed that Mr. William Nanda Bissell had been appointed as the Executive Vice Chairman and Director for a term of five years with effect from November 24, 2021 to November 23, 2026 through special resolution passed in the Extra ordinary general meeting held on 18th December, 2021.

Based on the recommendation of Nomination and Remuneration Committee (“NRC”) and the Board at its meeting held on February 20, 2023, in supersession of all the earlier resolutions passed in this regard, appointed Mr. William Nanda Bissell as Managing Director of the Company and changed his designation from Executive Vice Chairman and Director to Managing Director of the Company for a term of five years commencing with effect from February 22, 2023 till February 21, 2028, based on the recommendation of the Nomination and Remuneration Committee and the Board.

Mr. William Nanda Bissell has been on the Board of the Company since August 8, 1994 and was the Managing Director from August 8, 2000 to February 22, 2018. He holds a bachelor’s degree in arts from Wesleyan University, Middletown, Connecticut. He has more than 31 years of experience in Business. Under his excellent management, the Company has received various awards and recognition. He has also featured cover story of one of the renowned business Magazine ‘Forbes’.

The Board recommends the resolution set out at Item No. 1(A) of the notice for your approval as special resolution.

Except Mr. William Nanda Bissell, Ms. Monsoon Latane Bissell and Mr. Vijai Kumar Kapoor and their respective relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested in the proposed resolution as set out at Item No. 1(A) of the notice, except to the extent of their shareholding and in the ordinary course of business.

B. TO APPROVE REMUNERATION PAYABLE TO MR. WILLIAM NANDA BISSELL IN THE CAPACITY OF MANAGING DIRECTOR FOR THE PERIOD WITH EFFECT FROM COMMENCING FROM 22ND FEBRUARY, 2023 TILL 21ST FEBRUARY, 2028.

The Shareholders are informed that as per the special resolution passed in the Extra Ordinary General meeting held on 18th December, 2021, the remuneration payable to Mr. William Nanda Bissell was fixed from October 22, 2021 till 31st March, 2023 and the remuneration for remaining period of his term i.e. Financial Years 2023-2024, 2024-2025 and 2025-2026 have to be decided by the NRC and approved by the Board and Shareholders as per the requirement.

As per the Nomination and Remuneration Committee (“NRC”) recommendations, the Board at its meeting held on February 20, 2023 approved that Mr. William Nanda Bissell shall be entitled to salary, allowances and perquisites, as determined under the provisions of the Companies Act 2013 read with reference to Income Tax Act, 1961.

Based on the recommendation of NRC and approval of Audit Committee for Related Party transaction, the Board at its meeting held on February 20, 2023, in supersession of all the earlier resolutions passed in this regard approved the remuneration payable to Mr. William Nanda Bissell in the capacity of Managing Director for the period **22nd February, 2023 till 21st February, 2028** as per the details mentioned below:

Particulars	Amount
Fixed Remuneration	<p>Rs. 7.25 Crore pa from 22nd February 2023 to 21st February 2028</p> <p><i>Note:</i></p> <ol style="list-style-type: none"> <i>The incremental amount from Rs. 6.6 Crore to Rs. 7.25 Crore for the period 22nd February, 2023 to 31st March, 2024 shall be payable subject to achievement of Sales and EBITDA as per the board approved Annual Operating Plan ("AOP") for the FY 2023-24.</i> <p>Effective FY 2024-25 there would be an increment of 10% each year over the relevant previous year.</p>
Directors Commission in case of profits	<p>8% of increased PBT</p> <p>Effective from FY 2023-24 to 21st February 2028</p> <p><i>Note:</i></p> <ol style="list-style-type: none"> <i>The Director's Commission for FY2023-24 will be calculated based on increased Normalised Profit Before Tax ("PBT") over FY 2018-19 (pre covid) which was the highest recorded PBT for the company. Effective FY 2024-25 till end of respective terms, the Directors Commission will be calculated based on increased PBT over previous FY.</i> <i>Increased PBT shall be basis standalone financials of Fabindia Limited and for computing the incremental profit for FY 23-24, the base PBT shall be considered at Rs.175Cr. Thereafter the base PBT shall be 175Cr or the previous year's PBT whichever is higher</i>

Fixed Remuneration:

i. Basic salary;

ii. House Rent Allowance ("HRA")- However, he is entitled to rent free accommodation and if he chooses so then in such case, no HRA will be paid and the valuation of rent-free accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of managerial remuneration;

iii. Special Allowance;

iv. Leave Travel Allowance/ Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.

v. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

Further, Mr. William Nanda Bissell, Managing Director shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

vi. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

vii. Gratuity payable should not exceed half month's salary for each completed year of service;

viii. Encashment of leave as per Company's rules, at the end of tenure;

ix. Provision of cars;

x. Provision of telephones (landline & mobiles); and

xi Provision of Global Medical Health Insurance facility – Global medical insurance cover for self and family as per the policies of the Company.”

The Shareholders are informed that *the incremental amount from Rs. 6.6 Crore to Rs. 7.25 Crore for the period 22nd February, 2023 to 31st March, 2024 for Mr. William Nanda Bissell, shall be payable subject to achievement of Sales and EBITDA as per the board approved Annual Operating Plan (“AOP”) for the FY 2023-24, and the same shall be payable towards the end of FY 2023-24. If the targets of Sales and EBITDA are not achieved as per the Board approved AOP, then the remuneration payable to Mr. William Nanda Bissell shall be the same as fixed for the FY 2022-23 i.e. Rs. 6.6 Crore.*

The Shareholders are informed that Board in its meeting decided that in an event where a new Chief Executive Officer (“CEO”) joins the company, then Cost to Company (“CTC”) of CEO will be partially covered through a reduction in Mr. William Nanda Bissell’s CTC to minimize the additional expense of the Company and in case CEO is also entitled to Directors’ commission/Bonus, then the same shall be reduced from the share of Mr. William Nanda Bissell’s commission.

Considering the rich experience and expertise brought into the Board by Mr. William Nanda Bissell as the Executive Vice Chairman and Director of the Company, the time commitment, guidance and oversight provided by him, the Board, has recommended and approved for payment of remuneration, which is subject to the approval of shareholders, notwithstanding the profits/ absence of profits/ inadequacy of profits in the Company.

Details required under Secretarial Standards-2 and Schedule V of the Companies Act in relation to the fixation of remuneration of Directors at Extraordinary General Meeting are enclosed in **Annexure A**.

The Board recommends the resolution set out at Item No. 1(B) of the notice for your approval as special resolution.

Except Mr. William Nanda Bissell, Ms. Monsoon Latane Bissell and Mr. Vijai Kumar Kapoor and their respective relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested in the proposed resolution as set out at Item No. 1(B) of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 2

A. TO APPROVE THE APPOINTMENT OF MR. VINEY SINGH AS NON – EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 22ND FEBRUARY, 2023 AND THEREBY CHANGE HIS DESIGNATION FROM MANAGING DIRECTOR TO NON-EXECUTIVE DIRECTOR

The Board appointed Mr. Viney Singh as the Managing Director of the Company on 22nd February, 2018 via Board resolution for a term of five years which is now being concluded on 21st February, 2023 and he has retired on account of completion of his term as Managing Director of the Company on 21st February, 2023.

As per the recommendations of Nomination and Remuneration Committee (“NRC”) and the Board at its meeting held on February 20, 2023 approved the appointment of Mr. Viney Singh as the **Non – Executive Director** of the Company with effect from **22nd February, 2023** and his designation shall thereby be changed from Managing Director to Non-Executive Director.

Based on the recommendations of NRC and the Board at its meeting held on February 20, 2023 approved that Mr. Viney Singh, upon his retirement on 21st February 2023, takes on a board role with all the group companies and help mentor the leadership teams and guide them.

The Board Members at their meeting held on 20th February, 2023 expressed their deep appreciation for Mr. Viney Singh’s contribution during his tenure as Managing Director. It was concurred that Mr. Viney Singh has managed the company at its most critical times i.e. before, during and post pandemic. Despite the situation prevalent in the market and his own health challenges, he always focused on the trajectory of company’s growth. During the time of COVID-19, Fabindia faced serious challenges like keeping adequate cash flows, supply lines intact and ensuring that artisans do not get negatively impacted. It was because of his impeccable efforts that kept all operations running for Fabindia amidst the pandemic. It was acknowledged by the Board members that Mr. Singh managed all the hardships

exceedingly well with his wisdom, guidance and the manner in which he dealt with various functionaries internal and external is commendable.

The Board members at their meeting also accorded their sincere appreciation and acknowledgement for Mr. Singh's immense contribution in the Company.

The Board recommends the resolution set out at Item No. 2(A) of the notice for your approval as an ordinary resolution.

Except Mr. Viney Singh, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested in the proposed resolution as set out at Item No. 2(A) of the notice, except to the extent of their shareholding and in the ordinary course of business.

B. TO APPROVE THE REMUNERATION PAYABLE TO MR. VINEY SINGH IN THE CAPACITY OF NON – EXECUTIVE DIRECTOR WITH EFFECT FROM 22ND FEBRUARY, 2023

As per the approval of Board, the Shareholders had approved the payment of remuneration to Mr. Viney Singh as the Managing Director of the Company in its Extraordinary General Meeting held on 18th December, 2021, in accordance with the provisions of Section 196, 197 and 203 and other applicable provisions for a period of two financial years (with effect from October 22, 2021 (FY 2021-22) and FY 2022-23 (April 1, 2022 till February 21, 2023) or such other time period as may be permitted under the Companies Act.

In accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, the Board based on the NRC's recommendations and approval of Audit Committee for related party transaction, in its meeting held on February 20, 2023 have approved and recommended to the shareholders, the payment of remuneration to Mr. Viney Singh in the capacity of Non – Executive Director of Company as per the details below:

Name	Amount
Mr. Viney Singh Non-Executive Director	INR 2,00,000/- [Rupees Two Lakh only] per month as Base Remuneration with effect from February 22, 2023 for a period of 2 Financial years i.e. Financial Year 2022-23 (i.e. 22nd February, 2023 to 31st March, 2023) and FY 2023-24 excluding sitting fees and reimbursement of expenses

The Board in its meeting also stated that the Director's commission for FY 2022-23 (April1, 2022 till February 21, 2023) will be paid to Mr. Viney Singh in the capacity of Managing Director as per the existing approval of shareholders granted in the Extraordinary general meeting held on 18th December, 2021 and remuneration of Mr. Viney Singh in the capacity of Non – Executive Director has been approved subject to the approval of members of the Company in the general meeting. He shall also be entitled to monthly compensation and sitting fees for attending committee meetings of Company.

The Shareholders are hereby informed that out of the total allocation of 1,20,000 equity shares of face value of INR 1/- each as per the FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021, the Company had already released 60,000 shares on 30th March, 2022.

Details required under Secretarial Standards-2 and Schedule V of the Companies Act in relation to the fixation of remuneration of directors at Extraordinary General Meeting are enclosed in **Annexure A**.

The Board recommends the resolution set out at Item No. 2(B) of the notice for your approval as special resolution.

Except Mr. Viney Singh, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested in the proposed resolution as set out at Item No. 2(B) of the notice, except to the extent of their shareholding and in the ordinary course of business.

C. TO RATIFY AND APPROVE MANAGEMENT CONSULTANCY AGREEMENT WITH MR. VINEY SINGH

Based on the NRC's recommendations and approval of Audit Committee for related party transaction, the Board in its meeting held on March 21, 2023 had approved to enter into a management consultancy agreement with Mr. Viney Singh, Non-Executive Director of the Company for availing consultancy on the specified services as per the details mentioned in the Management Consultancy Agreement.

The Shareholders are informed that as per the approval of Board, the commercial terms mentioned in the Consultancy Agreement with Mr. Viney Singh shall be over and above the fixed remuneration he is entitled to receive in the capacity of Non – Executive Director of the Company.

The Board in its meeting approved that the execution of Management Consultancy Agreement with Mr. Viney Singh, Non-Executive Director of the Company is with effect from 22nd February, 2023 for upto 12 days a month (*excluding the day of Board or Committee meeting*) for a period of six (6) months i.e. till 21st August, 2023 or any further term at the discretion of new Chief Executive Officer ("CEO") of the Company with consultancy fees at the rate of Rs. 1 lakh per day excluding the incidental and out of pocket expenses incurred by the Company including but not limited to flight, transportation, hotel stays, boarding and lodging expenses etc. as per the terms and conditions as specified in the Management Consultancy Agreement.

As per the applicable provisions of Section 188 (1) of the Act read with Rules framed thereunder, the appointment of any related party to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2.5 Lakhs requires prior shareholders' approval by way of passing a resolution at the general meeting of the Company and in case, any related party contract or arrangement is entered into by the Company without obtaining shareholders' approval, then such contract or arrangements needs to be ratified by the shareholders of the company within three (3) months from the date of such contract or arrangements. Accordingly, the Company seeks approval from the Shareholders for the ratification of executed Management Consultancy Agreement with Mr. Viney Singh effective from 22nd February, 2023.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with OIPL are as follows:

S.No.	Particulars	Remarks
1.	Name of the Related Party	Mr. Viney Singh
2.	Name of the Director or KMP who is related	None
3.	Nature of Relationship	Mr. Viney Singh is Non – Executive Director with Fabindia Limited and hence a related party as per Section 2(76) of Companies Act, 2013
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	The Company has executed a Management Consultancy Agreement with Mr. Viney Singh for an overall limit of Rs. 72 Lakh with effect from 22 nd February, 2023 for a period of six months i.e. till 21st August, 2023 for upto 12 days a month (<i>excluding the day of Board or Committee meeting</i>) or any further term at the discretion of new Chief Executive Officer ("CEO") of the Company with consultancy fees at the rate of Rs. 1 lakh per day excluding the incidental and out of pocket expenses incurred by the Company including but not limited to transportation, boarding and lodging expenses etc. as per the terms and conditions as specified in the Management Consultancy Agreement.

5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Further, the Management Consultancy Agreement is executed on an arm's length basis.
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The Management Consultancy Agreement with Mr. Viney Singh is available for inspection by the Shareholders, if required, by sending an advance notice of seven (7) days to the Company Secretary and Compliance Officer of the Company.

The Board recommends the resolution set out at Item No. 2(C) of the notice for your approval as an ordinary resolution.

Except Mr. Viney Singh, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested in the proposed resolution as set out at Item No. 2(C) of the notice, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO. 3

A. TO APPROVE THE APPOINTMENT OF MR. MUKESH KUMAR CHAUHAN AS EXECUTIVE VICE CHAIRMAN AND DIRECTOR OF THE COMPANY WITH EFFECT FROM 1ST APRIL, 2023 TILL 31ST MARCH, 2028 AND THEREBY CHANGE HIS DESIGNATION FROM EXECUTIVE DIRECTOR (WHOLE TIME DIRECTOR) TO EXECUTIVE VICE CHAIRMAN AND DIRECTOR OF THE COMPANY WITH EFFECT FROM 01ST APRIL, 2023 TILL 31ST MARCH, 2028

The Shareholders are informed that Mr. Mukesh Kumar Chauhan had been appointed as the Executive Director (Whole Time Director) of the Company through special resolution approved in the Extra ordinary General meeting of shareholders of the Company on 18th December, 2021 for a period of five years with effect from 24th November, 2021 till 23rd November, 2026.

Based on the recommendation of Nomination and Remuneration Committee ("NRC") and the Board at its meeting held on March 21, 2023, in supersession of all the earlier resolutions passed in this regard, approved the appointment of Mr. Mukesh Kumar Chauhan, Executive Director (Whole Time Director) as the Executive Vice Chairman and Director of the Company with effect from 1st April, 2023 till 31st March 2028 and thereby changed his designation from Executive Director (Whole Time Director) to Executive Vice Chairman and Director subject to the approval of shareholders in general meeting.

Mukesh Kumar Chauhan has been on the Board of your Company since August 20, 2021. He was Chief Operating Officer of the Company till March, 2021 and prior to this, he was the group Chief Financial Officer of the Company from April 2016 till March 2020. He is associated with the Company since 2004 and has been handling various roles over a period of more than 17 years. He holds a bachelor's degree in commerce (honours) from Shri Ram College of Commerce, University of Delhi. He is also a fellow member of 'The Institute of Chartered Accountants of India'. He has experience in accounting, finance, legal matters and corporate finance of over two decades. He was previously associated with Herberts Jenson & Nicholson Limited and Jenson & Nicholson (I) Limited.

The Shareholders are informed that based on the NRC's recommendations, the Board at its meeting noted that Mr. Mukesh Kumar Chauhan is currently managing the following:

- a. the full operations of Fabindia (in absence of a CEO)
- b. the role of CFO of Fabindia (in absence of a CFO)
- c. handling all investor relations
- d. handling all inter group coordination between companies
- e. handling all Group legal work and balance sheet consolidation
- f. oversight on operations of Organic India Private Limited, Organic India USA, Fabcafe & Biome

Point f mentioned above is itself a very detailed point and Mr. Mukesh Kumar Chauhan has been playing a significant role in the turnaround of each of these companies.

From October 2021 till the withdrawal of DRHP in January 2023, the bulk of his time was taken up by the IPO process.

The Board recommends the resolution set out at Item No. 3(A) of the notice for your approval as special resolution.

Except Mr. Mukesh Kumar Chauhan, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested in the proposed resolution as set out at Item No. 3(A) of the notice, except to the extent of their shareholding and in the ordinary course of business.

B. TO APPROVE REMUNERATION PAYABLE TO MR. MUKESH KUMAR CHAUHAN IN THE CAPACITY OF EXECUTIVE VICE CHAIRMAN AND DIRECTOR WITH EFFECT FROM 01ST APRIL, 2023 TILL 31ST MARCH, 2028.

The Shareholders are informed that as per the special resolution passed in the Extra ordinary General meeting held on 18th December, 2021, the remuneration payable to Mr. Mukesh Kumar Chauhan was fixed for a period of five years commencing with effect from October 22, 2021 and Director's Commission was fixed for the FY 2021-22 and 2022-23.

Based on the Nomination and Remuneration Committee's ("NRC") recommendations and approval of Audit Committee for related party transaction, the Board at its meeting held on 21st March, 2023 held that Mr. Mukesh Kumar Chauhan, Executive Vice Chairman and Director of the Company, shall be entitled to salary, allowances and perquisites, as determined under the provisions of the Companies Act read with reference to Income Tax Act, 1961.

The Shareholders are informed that the remuneration details of individuals in comparable role was presented before the NRC in its meeting held on 09th March, 2023 for its consideration in order to decide and fix the remuneration of Mr. Mukesh Kumar Chauhan as the Executive Vice Chairman and Director of the Company.

The present and proposed compensation of Mr. Mukesh Kumar Chauhan was also presented before the NRC in its meeting.

Based on the NRC's recommendations and approval of Audit Committee for related party transaction, the Board at its meeting held on 21st March, 2023, in supersession of the special resolution passed in the EGM held on 18th December, 2021, approved the remuneration payable to Mr. Mukesh Kumar Chauhan in the capacity of Executive Vice Chairman and Director with effect from 1st April, 2023 till 31st March, 2028 as per the details mentioned below:

Particulars	Amount
Fixed Remuneration	Rs. 3.5 Crore pa from 1 st April 2023 to 31st March, 2028 Note: 1. <i>The incremental amount of Rs. 1.1 Crore from Rs. 2.4 Crore to Rs. 3.5 Crore for the period 1st April, 2023 to 31st March, 2024 shall be payable at the end of FY subject to achievement of Sales and EBITDA as per the board approved Annual Operating Plan ("AOP") for the FY 2023-24.</i> Effective FY 2024-25 there would be an increment of 10% each year over the relevant previous year.
Directors Commission in case of profits	<ul style="list-style-type: none"> At the rate of 1% of standalone profit before tax for FY 2022-23 as per the existing approval of shareholders for FY 2022-23 granted in the Extraordinary general meeting held on 18th December, 2021 5% of increased PBT Effective from FY 2023-24 to 31 st March 2028 Note: 1. <i>The Director's Commission for FY2023-24 will be calculated based on increased Normalised Profit Before Tax ("PBT") over FY 2018-19 (pre covid) which was the highest recorded PBT for the company. Effective FY 2024-25 till end of respective terms, the Directors Commission will be calculated based on increased PBT over previous FY.</i>

	2. Increased PBT shall be basis standalone financials of Fabindia Limited and for computing the incremental profit for FY 23-24, the base PBT shall be considered at Rs.175Cr. Thereafter the base PBT shall be 175Cr or the previous year's PBT whichever is higher
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Fixed Remuneration:

i. Basic salary;

ii. House Rent Allowance ("HRA")- However, he is entitled to rent free accommodation and if he chooses so then in such case, no HRA will be paid and the valuation of rent-free accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of managerial remuneration;

iii. Special Allowance;

iv. Leave Travel Allowance/ Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.

v. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

Further, Mr. Mukesh Kumar Chauhan, Executive Vice Chairman and Director shall be eligible to following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

vi. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

vii. Gratuity payable should not exceed half month's salary for each completed year of service;

viii. Encashment of leave as per Company's rules, at the end of tenure;

ix. Provision of cars;

x. Provision of telephones (landline & mobiles); and

xi Provision of Global Medical Health Insurance facility – Global medical insurance cover for self and family as per the policies of the Company."

The Shareholders are also informed that the incremental amount of Rs. 1.1 Crore from Rs. 2.4 Crore to Rs. 3.5 Crore for the period 1st April, 2023 to 31st March, 2024 for Mr. Mukesh Kumar Chauhan, shall be payable subject to achievement of Sales and EBITDA as per the board approved Annual Operating Plan ("AOP") for the FY 2023-24, and the same shall be payable towards the end of FY 2023-24. If the targets of Sales and EBITDA are not achieved as per the Board approved AOP, then the remuneration payable to Mr. Mukesh Kumar Chauhan shall be the same as fixed for the FY 2022-23 i.e. Rs. 2.4 Crore.

The Fixed Compensation and Directors Commission for FY 2022-23 will be paid to Mr. Mukesh Kumar Chauhan in the capacity of Executive Director (Whole Time Director) as per the existing approval of shareholders granted in the Extraordinary General meeting held on 18th December, 2021 for the FY 2022-23.

The Shareholders are hereby informed that out of the total allocation of 2,25,000 equity shares of face value of INR 1/- each as per the FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021, the Company had already released 15,750 shares on 30th March, 2022.

Details required under Secretarial Standards-2 and Schedule V of the Companies Act in relation to the fixation of remuneration of directors at Extraordinary General Meeting are enclosed in **Annexure A**.

The Board recommends the resolution set out at Item No. 3(B) of the notice for your approval as special resolution.

Except Mr. Mukesh Kumar Chauhan, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested in the proposed resolution as set out at Item No. 3(B) of the notice, except to the extent of their shareholding and in the ordinary course of business.

Registered Office:

Plot No.10, Local Shopping Complex,
Sector B Pocket-7, Vasant Kunj,
New Delhi 110070

Place: New Delhi

Date: March 21, 2023

By order of the Board of Directors

For **FABINDIA LIMITED**

(Formerly known as Fabindia Overseas Pvt. Ltd.)

MONIKA UPPAL ARORA

Company Secretary and Compliance Officer

Membership No.: A17485

R/o. 11/141, Malviya Nagar, New Delhi-110017

ANNEXURE – A
DETAILS OF DIRECTORS FOR TERMS AND CONDITIONS OF THEIR REMUNERATION AT THE EGM
[PURSUANT TO SECRETARIAL STANDARD–2 ON GENERAL MEETINGS]

Name of Director	WILLIAM NANDA BISSELL	VINEY SINGH
Director Identification Number (DIN)	00012819	00932145
Age	56 years	63 years
Qualification, Brief resume/ Experience (including expertise in specific functional area)	William Nanda Bissell is the Managing Director of your Company. He has been on the Board of your Company since August 23, 1994 and was the Managing Director of your Company from April 1, 2000 to February 22, 2018. He holds a bachelor's degree in arts from Wesleyan University, Middletown, Connecticut. He has over 27 years of experience in the retail and apparel industry. He has also received the 'Entrepreneur with Social Impact' award from Forbes India	Viney Singh is the Non - Executive Director of your Company. He has been on the Board of your Company since August 20, 2016. He joined our Company as Chief Executive Officer in August, 2016. After completing his schooling at Mayo College Ajmer, he did bachelor's degree in arts (economics) from Loyola College, University of Madras. He has also participated in extension programme in general management held at Indian Institute of Management, Calcutta. He was previously associated with Max Hypermarket India Private Limited (part of Dubai based Landmark Group) as a managing director and has also worked at Reliance Communications Limited as circle-ceo (Karnataka and Kerala) and Hindustan Unilever Limited in leadership roles. He has experience in the Hypermarket and Lifestyle Retail, Telecom and FMCG verticals.
Terms and Conditions for appointment	NA	NA
Remuneration last drawn (including sitting fees, if any)	He was paid Remuneration of 55,00,000/- INR for the month of February 2023.	He was paid Remuneration of INR 19,36,748/- for the month of February 2023. On March 30, 2022, 60,000 equity shares have been released to him under FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021 upon fulfilling performance and lock-in conditions.
Remuneration sought to be paid	As detailed in the Notice along with Explanatory Statement in item no. 1(B) of the Extra-Ordinary General Meeting (EGM) Notice dated March 21, 2023	As detailed in the Notice along with Explanatory Statement in item no. 2(B) of the Extra-Ordinary General Meeting (EGM) Notice dated March 21, 2023
Shareholding in the Company (as on the date of AGM Notice)	15.53%	0.23%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Son-in-Law of Mr. Vijai Kumar Kapoor and Brother of Ms. Monsoon Latane Bissell	None
Number of Board meetings attended during the year	8	9

List of Directorships held in other companies	Organic India Private Limited	1. Biome Life Sciences India Private Limited 2. Fabcafe Foods Private Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies	Committee of Directors – Member	Risk Management Committee – Member Committee of Directors – Member

**DETAILS OF DIRECTOR FOR TERMS AND CONDITIONS OF THEIR REMUNERATION AT THE EGM
[PURSUANT TO SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]**

Name	MUKESH KUMAR CHAUHAN
DIN	05108075
Age	54 years
Date of first appointment	August 20, 2021
Qualification, Brief resume/ Experience (including expertise in specific functional area)	Mukesh Kumar Chauhan has been on the Board of your Company since August 20, 2021. He was Chief Operating Officer of the Company till March, 2021 and prior to this, he was the group chief financial officer of the Company from April 2016 till March 2020. He is associated with the Company since 2004 and has been handling various roles over a period of more than 17 years. He holds a bachelor's degree in commerce (honours) from Shri Ram College of Commerce, University of Delhi. He is also a fellow member of 'The Institute of Chartered Accountants of India'. He has experience in accounting, finance, legal matters and corporate finance of over two decades. He was previously associated with Herberts Jenson & Nicholson Limited and Jenson & Nicholson (I) Limited.
Terms and Conditions for Appointment	NA
Remuneration last drawn, including sitting fees, if any	He was paid Remuneration of INR 17,93,750/- for the month of February 2023. On March 30, 2022, 15,750 equity shares have been released to him under FABINDIA LIMITED Employees Share Purchase Scheme (ESPS) 2021 upon fulfilling performance and lock-in conditions.
Remuneration sought to be paid	As detailed in the Notice along with Explanatory Statement in item no. 3(B) of the Extra-Ordinary General Meeting (EGM) Notice dated March 21, 2023
Shareholding in the Company (as on the date of AGM Notice)	0.16%
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during the year	7
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. Biome Life Sciences India Private Limited 2. Fabcafe Foods Private Limited 3. Organic India Private Limited 4. Indigo Origins Pte. Ltd 5. Fabindia International Pte. Ltd.
Membership/ Chairmanship of Committees of Board of Directors of other companies	<p>Membership in Committees of Fabindia: Audit Committee – Member Stakeholders' Relationship Committee- Member Corporate Social Responsibility Committee - Member Committee of Directors- Member</p> <p>Membership in Fabcafe Foods Private Limited: Audit Committee – Chairman Nomination and Remuneration Committee-Chairman</p>

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, 15th April, 2023 at 09:00 A.M. and ends on Monday, 17th April, 2023, at 05:00 P.M. 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. Tuesday, 11th April, 2023 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 Tuesday, 11th April, 2023.

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**A) 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.	<ol style="list-style-type: none"> 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. 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 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

	<p>period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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 use 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.: 022 - 4886 7000 and 022 - 2499 7000 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 shareholders 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/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
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/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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.