

NOTICE OF 6TH (SIXTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 06th (Sixth) Annual General Meeting of FABTECH TECHNOLOGIES LIMITED (Formerly known as Fabtech Technologies Private Limited) will be held on Monday, September 30, 2024 at 11:00 A.M. through Video Conference or Other Audio Video Means to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited financial statements, including the Balance Sheet as at 31st March 2024, the Profit and Loss account for the year ended on that date together with the schedules and notes attached thereto for the year ended 31st March 2024 along with the reports of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. To approve Investment Limits for Non-Resident Indians and Overseas Citizens Of India

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT**, subject to the approval of the shareholders of the Company and pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy Circular of 2020, as amended and the Companies Act, 2013, as amended, and the rules and regulations notified thereunder (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“**RBI**”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“**Board**”), the limit of investment by NRIs and OCIs in the equity shares bearing face value of ₹ 10/- each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended is increased from 10% to 24% of the paid-up equity share capital of the Company.”

“**RESOLVED FURTHER THAT**, to give effect to the above resolutions, Mr. Amjad Adam Arbani, Director and Mr. Hemant Mohan Anavkar, Director, or any other Directors of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”



“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

**By and on behalf of the Board of Directors of the Company
For Fabtech Technologies Limited**

NEETU
SUNIL
BUCHASIA

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by NEETU SUNIL
BUCHASIA
Date: 2024.09.06
16:29:31 +05'30'

**Place: Mumbai
Date: September 06, 2024**

**Neetu Buchasia
Company Secretary
M. No.: A61496**



Notes:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company.
2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at 715, Janki Centre, Off Veera Desai Road, Andheri West, Mumbai - 400053 which shall be the deemed Venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Any Body Corporate is entitled to appoint an authorized representative to attend the AGM through VC/OAVM, participate thereat.
4. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, Attendance Slip is not annexed to this Notice.
5. Corporate shareholders are requested to send to the Company, a duly certified copy of the board resolution authorizing their representative to attend and vote at the AGM. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to cs@fabtechnologies.com.
6. Shareholders seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company on or before September 27, 2024 through email on cs@fabtechnologies.com. The same will be replied by the Company suitably.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company.
8. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



9. Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of the Meeting.
10. The Designated Email Address for the Company is cs@fabtechnologies.com. Shareholders in case of any query may send an email to investors@fabtechnologies.com.
11. THE LINK TO ATTEND THE MEETING IS:

Join Zoom Meeting through computer or mobile app

<https://us06web.zoom.us/j/86731267663?pwd=vlJCirPGSVHQ72NajDfOtYZelBeCSV.1>

Meeting ID: 867 3126 7663

Passcode: 902748



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2: INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA:

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “**FEMA Regulations**”), and the Consolidated Policy Circular of 2020, as amended (together with the FEMA Regulations, the “**FEMA Laws**”), the Non Resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Considering the proposal of intending to get the shares of the Company listed, the Board has, at its meeting held on 06th September, 2024, proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs on repatriation basis to 24% of the paid up equity share capital of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The Board recommends the resolutions set out at Item No. 2 of this Notice for your approval as a special resolution.



ADDENDUM TO THE NOTICE OF 6TH (SIXTH) ANNUAL GENERAL MEETING

Addendum to the Notice of 06th (Sixth) Annual General Meeting of Members of FABTECH TECHNOLOGIES LIMITED (Formerly known as Fabtech Technologies Private Limited) scheduled to be held on Monday, September 30, 2024 at 11:00 A.M. through Video Conference or Other Audio Video Means:

Whereas the circumstances have arisen, on account of inadvertent omission in the Original Notice thereby requiring issuance of this Addendum to the Notice after publication of Original Notice, therefore, Members are notified as follows:

That the following additional Ordinary Business item is included in the aforesaid Notice as Item No. 1A. This addendum shall be deemed to be an integral part of the original notice dated 06th September, 2024 and the notes provided therein.

ORDINARY BUSINESS:

1A. To appoint Mr. Hemant Mohan Anavkar (DIN: 00150776), Director, who retires by rotation and being eligible, offers himself for re-appointment as a Director

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Hemant Mohan Anavkar (DIN: 00150776), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**By and on behalf of the Board of Directors of the Company
For Fabtech Technologies Limited**

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BUCHASIA

Digitally signed by
NEETU SUNIL
BUCHASIA
Date: 2024.09.06
16:29:58 +05'30'

Neetu Buchasia
Company Secretary
M. No.: A61496

Place: Mumbai
Date: September 06, 2024

Notes:

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Meeting ID: 867 3126 7663

Passcode: 902748