

NOTICE IS HEREBY GIVEN FOR (5/24-25) FIFTH EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF FABTECH TECHNOLOGIES LIMITED (FORMERLY KNOWN AS FABTECH TECHNOLOGIES PRIVATE LIMITED) WILL BE HELD ON WEDNESDAY, 19TH MARCH, 2025 AT 12:00 P.M. (NOON) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

1. APPROVAL AND INCREASE OF POWERS OF THE BOARD UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, the consent of the members of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons to create mortgage (s) and/or charge (s) and/or hypothecation (s), in such form and manner and with such ranking and at such time and terms as the Board may determine, on its movable and / or immovable properties and assets of the Company wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the such movable and/or immovable properties and / or undertaking of the Company in favour of Financial Institution (s)/ Bank(s)/ Lender (s)/ Agent (s)/ Trust (s) for securing the borrowings availed/ to be availed by the Company, by way of loan (s) and/or securities issued/ to be issued by the Company time to time upto Rs.1,20,00,00,000/- (Rupees One Hundred and Twenty Crores only), subject to the limits specified under section 180(1)(c) of the Companies Act, 2013, together with interest, cost, charges and expenses thereon.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.

RESOLVED FURTHER THAT Mr. Hemant Anavkar, Director and Mr. Amjad Arbani, Director be and are hereby authorised to take such actions and steps to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

2. APPROVAL FOR TRANSFER (SALE) OF 51% OF THE HOLDING IN FABL INTERNATIONAL TECHNOLOGIES LLP TO FABTECH TECHNOLOGIES INTERNATIONAL PRIVATE LIMITED:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions and as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company and subject to such other approvals, sanctions, consents and permissions as may be necessary to be obtained, the consent of the members of the Company be and is hereby provided to sell or transfer or otherwise dispose of as a going concern 51% (Fifty-One percent) of the undertaking, namely, 'FABL International Technologies LLP' ("Business Undertaking"), to Fabtech Technologies International Private Limited (CIN: U24230MH1995PTC094603) ("the buyer"), at a consideration of Rs.7.50 crore (Rupees Seven Crore and Fifty Lakhs Only) as per the valuation report received from the Registered Valuer, Mr. Manish Kumar Bhagat (Reg No – IBBI/RV/06/2020/13484), with effect from such date, in such manner and on such terms and conditions as may be deemed appropriate and decided by the Board, with the power to the Board to finalize and execute all the required documents, memoranda, deeds of assignment/conveyance and any other incidental documents with such modifications as may be required from time to time.

FURTHER RESOLVED THAT Mr. Hemant Anavkar, Director and Mr. Amjad Arbani, Director be and is hereby authorized to execute any documents, deeds or writings as may be necessary to be executed in relation to the transfer and vesting of the Business Undertaking and to make applications to the regulatory and governmental authorities for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard.

FURTHER RESOLVED THAT Mr. Hemant Anavkar, Director and Mr. Amjad Arbani, Director be and is hereby authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal and transfer of the Business Undertaking as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the company.”

**By Order of the Board of Directors of
For Fabtech Technologies Limited
(Formerly known as Fabtech Technologies Private Limited)**

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Date: 2025.02.25
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**Neetu Sunil Buchasia
Company Secretary & Compliance Officer
ACS No. 61496**

Date: 25/02/2025

Place: Mumbai

Registered Office:

715, Janki Centre, Off Veera Desai Road,
Andheri West, Mumbai - 400053

Notes:

1. In view of the MCA Circular General circular No. 20/ 2020 dated 05th May, 2020, General Circular No. 02/ 2022 dated 05th March, 2022, General Circular No. 10/ 2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and in compliance with the provision of the Companies Act, 2013, the Company has decided to hold its Extra-Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue. The Registered Office of the Company shall deem to be the venue of the EGM.
2. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company.
3. Since this EGM will be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular, the facility for appointment of Proxies by the Members will not be available for this EGM; and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice.
4. Members can attend and participate in the ensuing EGM through VC.
5. The link for the meeting is being shared along with the Notice on the Registered Email IDs of the members/ authorized representatives/invitees. The members/ authorized representatives/invitees attending the meeting shall be required to install the concerned app on either the mobile phone or laptop or desktop. Further, the shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. 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 previously mentioned glitches.
6. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The facility of joining the meeting shall be open 15 minutes before the time scheduled to start the meeting and shall be closed 15 minutes after such scheduled time of the EGM.
8. Corporate members are required to send a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the EGM through VC. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to cs@fabtechnologies.com

9. 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 March 16, 2025 through email on cs@fabtechnologies.com. The same will be replied by the Company suitably.
10. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
11. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed herewith.
12. 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
13. The Link to attend the meeting is:

Join Zoom Meeting

<https://us06web.zoom.us/j/86004005394?pwd=9FODMIS4Z8qCOSuPaaZVBBXAyV13b2.1>

Meeting ID: 860 0400 5394

Passcode: 573384

**By Order of the Board of Directors of
For Fabtech Technologies Limited
(Formerly known as Fabtech Technologies Private Limited)**

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Date: 2025.02.25
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**Neetu Sunil Buchasia
Company Secretary & Compliance Officer
ACS No. 61496**

Date: 25/02/2025

Place: Mumbai

Registered Office:

715, Janki Centre, Off Veera Desai Road,
Andheri West, Mumbai - 400053



+91 2261592900



fabtechnologies.com



cs@fabtechnologies.com



715, Janki Centre, Off Veera
Desai Road, Andheri (W),
Mumbai 400053, India

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF FABTECH TECHNOLOGIES PRIVATE LIMITED ('THE COMPANY')

The following Explanatory Statement relating to the accompanying Notice sets out the material facts:

ITEM NO. 1:

On the recommendation of the Audit Committee and Board of Directors of the Company in their meeting dated 17th February, 2025, the approval of the shareholders is sought to mortgage, hypothecate, pledge and/or charge by the Company on such terms and conditions as the Board may deem fit, on all or any part of movable and/or immovable properties of the Company, wherever situated, both present and future, and/or the whole or substantially the whole of the undertaking of the Company for an amount not exceeding Rs.120,00,00,000/- (Rupees One Hundred and Twenty Crores only) permissible under section 180(1) (a) of the Companies Act, 2013, subject to the approval of the shareholders.

To mortgage/hypothecate/pledge and/or charge company's assets, your Board thinks it necessary to create a charge on all or any part of the movable and/or immovable properties, assets, or undertakings of the Company, present and future, in such manner and on such terms as may be deemed necessary in the interest of the Company, for securing any loan, credit facilities, or other financial assistance availed or proposed to be availed by the Company from time to time.

Accordingly, the Directors recommends the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

None of the Directors or Key Managerial personnel of the Company are concerned or interested in the proposed resolution except to the extent of the shares held by them.



ITEM NO. 2:

On the recommendation of the Audit Committee and Board of Directors of the Company in their meeting dated 17th February, 2025, the approval of the shareholders is sought to transfer 51% of holding in FABL International Technologies LLP to Fabtech Technologies International Private Limited.

As per Section 180(1)(a)(ii) of the Companies Act, a company must pass a Special Resolution to sell, lease, or otherwise dispose of the whole, or substantially the whole, of its undertaking.

For the purpose of this section, "substantially the whole of the undertaking" is defined as twenty percent or more of the value of the undertaking, as per the audited balance sheet of the preceding financial year.

The brief details of the proposed transaction are as follows:

Sr. No.	Particulars	Details
1.	the name of the related party and nature of relationship	Name: Fabtech Technologies International Private Limited Nature: Sale of 51% holding in FABL International Technologies LLP
2.	the nature, duration of the contract and particulars of the contract or arrangement	Nature: Slump Sale Approval of shareholders is sought to enter into LLP agreement with Fabtech Technologies International Private Limited for Sale of 51% holding in FABL International Technologies LLP
3.	the material terms of the contract or arrangement including the value, if any	Rs.7.50 crore (Rupees Seven Crore and Fifty Lakhs Only) as per the valuation report received from the Registered Valuer, Mr. Manish Kumar Bhagat (Reg No – IBBI/RV/06/2020/13484)
4.	any advance paid or received for the contract or arrangement, if any	Not Applicable
5.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Pricing is decided as per the valuation report received from the Registered Valuer, Mr. Manish Kumar Bhagat (Reg No – IBBI/RV/06/2020/13484)
6.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	No factor has been overlooked
7.	any other information relevant or important for the Board to take a decision on the proposed transaction.	-

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members by way of passing a Special Resolution.

None of the Directors or Key Managerial personnel of the Company are concerned or interested in the proposed resolution except to the extent of the shares held by them.

**By Order of the Board of Directors of
For Fabtech Technologies Limited
(Formerly known as Fabtech Technologies Private Limited)**

NEETU Digitally signed
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Date: 2025.02.25
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Neetu Sunil Buchasia
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