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fabindia

CELEBRATE INDIA

FABINDIA LIMITED

FABINDIA LIMITED (the "Company") was originally incorporated as 'Fabindia Overseas Private Limited', a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated December 14, 1976 issued by the Registrar of Companies, Delhi and Haryana. On July 1, 1994, our Company's name was changed to 'Fabindia Overseas Limited' by the Registrar of Companies, Delhi and Haryana, as it became a deemed public company under Section 43A of the Companies Act, 1956. Pursuant to the amendment in Section 43A of the Companies Act, 1956 by Companies Amendment Act, 2000, the Company's status was converted from a deemed public company to a private limited company and consequently the name was changed to 'Fabindia Overseas Private Limited' on May 8, 2001. Subsequently, the name of our Company was changed to 'Fabindia Private Limited' and a fresh certificate of incorporation dated October 13, 2021 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana (the "RoC"). Thereafter, our Company was converted into a public limited company, consequent to which its name was changed to 'FABINDIA LIMITED', pursuant to the resolution passed by our Board of Directors on September 2, 2021 and by our Shareholders on September 30, 2021. Fresh certificate of incorporation consequent to the conversion of our Company into a public limited company was issued by the RoC on October 22, 2021. For further details, including in relation to changes in name and registered office of our Company, see "History and Certain Corporate Matters" beginning on page 212 of the Draft Red Herring Prospectus.

Registered Office: Plot No. 10, Local Shopping Complex Sector B, Pocket - 7, Vasant Kunj, New Delhi - 110 070, India. Tel: +91 11 4604 1700

Corporate Office: C-40, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020, India. Tel: +91 11 4069 2000

Contact Person: Monika Uppal Arora, Company Secretary and Compliance Officer; Tel: +91 11 4069 2058

E-mail: mailus@fabindia.net; **Website:** www.fabindia.com; **Corporate Identity Number:** U74899DL1976PLC008436

OUR PROMOTERS: BIMLA NANDA BISSELL, WILLIAM NANDA BISSELL, MONSOON LATANE BISSELL, MADHUKAR KHERA AND JLB PARTNERS HOLDING INC.

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH ("EQUITY SHARES") OF FABINDIA LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 5,000 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 25,050,543 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION, COMPRISING UP TO 200,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY BIMLA NANDA BISSELL, UP TO 1,477,795 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY WILLIAM NANDA BISSELL AND UP TO 1,500,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MADHUKAR KHERA (THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 20,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY VIJAI KUMAR KAPOOR AND UP TO 40,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MINI KAPOOR (THE "PROMOTER GROUP SELLING SHAREHOLDERS"), UP TO 12,047,528 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY PI OPPORTUNITIES FUND I AND UP TO 2,730,420 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY PRAZIM TRADING AND INVESTMENT COMPANY PRIVATE LIMITED (THE "INVESTOR SELLING SHAREHOLDERS"), UP TO 2,141,280 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY INDIA 2020 FUND II, LIMITED, UP TO 1,126,140 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY BAJAJ HOLDINGS AND INVESTMENT LIMITED, UP TO 384,660 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY KOTAK INDIA ADVANTAGE FUND - I, UP TO 75,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY IFIS CORPORATE ADVISORY SERVICES PRIVATE LIMITED AND UP TO 260,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY NRJN FAMILY TRUST ("OTHER SELLING SHAREHOLDERS") AND UP TO 3,047,720 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY OTHER SELLING SHAREHOLDERS AS SET OUT UNDER ANNEXURE A ("INDIVIDUAL SELLING SHAREHOLDERS"), (THE PROMOTER SELLING SHAREHOLDERS, PROMOTER GROUP SELLING SHAREHOLDERS, INVESTOR SELLING SHAREHOLDERS, OTHER SELLING SHAREHOLDERS AND INDIVIDUAL SELLING SHAREHOLDERS, COLLECTIVELY REFERRED AS "SELLING SHAREHOLDERS" AND SUCH OFFER FOR SALE BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR PURCHASE BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HERINAFTER REFERRED TO AS "NET OFFER". THE OFFER AND THE NET OFFER WOULD CONSTITUTE [●]% AND [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL. OUR COMPANY, THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO ₹ [●] OF THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

THE FACE VALUE OF EQUITY SHARES IS ₹ 1 EACH. THE PRICE BAND AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [●] AND ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [●] (HINDI ALSO BEING THE REGIONAL LANGUAGE OF DELHI, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI/CDR REGULATIONS").

OUR COMPANY, THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER UNDERTAKING A PRIVATE PLACEMENT OF SUCH NUMBER OF EQUITY SHARES FOR A CASH CONSIDERATION AGGREGATING UP TO ₹ 1,000 MILLION BETWEEN THE DATE OF THE DRAFT RED HERRING PROSPECTUS TILL THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT") SUBJECT TO APPROPRIATE APPROVALS. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND THE PRE-IPO PLACEMENT WILL BE COMPLETED PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE AMOUNT RAISED PURSUANT TO SUCH A PRE-IPO PLACEMENT WILL BE REDUCED FROM THE AMOUNT OF THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR.

NOTICE TO INVESTORS: CORRIGENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED JANUARY 21, 2022 (THE "CORRIGENDUM")

This is with reference to the DRHP dated January 21, 2022, filed with the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges in relation to the Offer. In this regard, Potential Bidders may note the following:

The litigation involving the Company, as disclosed under the heading "Tax proceedings against our Company, Subsidiaries, Promoters and Directors" in the chapter titled "Outstanding Litigation and Material Developments" beginning on page 409 of the DRHP shall be updated to reflect an increase in the number of indirect tax matters pending against the Company from two to three in the manner set out herein below.

E. Tax proceedings against our Company, Subsidiaries, Promoters and Directors

Set out herein below are details of claims relating to indirect taxes involving our Company, as on the date of the Draft Red Herring Prospectus.

Nature of case	Number of cases	Demand amount involved* (in ₹ million)
Our Company		
Indirect tax	3 [†]	1.59

*To the extent quantifiable

[†]Our Company along with other parties (the "Petitioners") had filed writ petitions against the State of Kerala and others (the "Respondents") before the High Court of Kerala challenging the surcharge assessment and the constitutional validity of Section 3(1A) of the Kerala Surcharge on Taxes Act, 1957 (the "Act"), pursuant to which, orders were passed by the High Court of Kerala in favour of the Petitioners ("Orders"). The Respondents have subsequently filed appeals on December 24, 2020 before the Supreme Court of India challenging the Orders, which are presently pending.

Consequently, the table appearing under the heading "Summary of outstanding litigation" in the section titled "Summary of the Offer Document" on pages 28 and 29 of the DRHP and in the Risk Factor 16 in the section titled "Risk Factors" on page 49 of the DRHP, shall be suitably modified to reflect an increase in the number of indirect tax matters pending against the Company from two to three.

The above changes should be read in conjunction with the DRHP and accordingly their references in the DRHP stand amended pursuant to this Corrigendum to the DRHP. The information in this Corrigendum to the DRHP supplements the DRHP and updates the information in the DRHP, as applicable. However, please note that this Corrigendum does not reflect all the changes that have occurred between the date of filing of the DRHP and the date hereof, and the information included in the DRHP will be suitably updated, including to the extent stated in this Corrigendum to the DRHP, as may be applicable in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges. This Corrigendum filed with SEBI shall be made public for comments for a period of at least 21 days from the date of publication of this Corrigendum in editions of the English national daily newspaper, Financial Express and editions of the Hindi national daily newspaper, Jansatta (Hindi also being the regional language of New Delhi, where our Registered Office is located), each with wide circulation.

All capitalised terms used in this Corrigendum shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

For and on behalf of FABINDIA LIMITED
On behalf of the Board of Directors

Sd/-

Monika Uppal Arora

Company Secretary and Compliance Officer

Place: New Delhi, India

Date: October 28, 2022

FABINDIA LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its equity shares and has filed a DRHP with SEBI. The DRHP is available on the website of the SEBI, ICICI Securities Limited, Credit Suisse Securities (India) Private Limited, J.P. Morgan India Private Limited, Nomura Financial Advisory and Securities (India) Private Limited, SBI Capital Markets Limited and Equirus Capital Private Limited at www.sebi.gov.in, www.icicisecurities.com, www.credit-suisse.com/in/en/investment-banking-apac/investment-banking-india/ipo.html, www.jpml.com, www.nomuraholdings.com/company/group/asia/india/index.html, www.sbics.com and www.equirus.com, respectively. Potential Bidders should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see "Risk Factors" of the Red Herring Prospectus, when available. Potential Bidders should not rely on the DRHP for any investment decision.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in the Draft Red Herring Prospectus as "U.S. QIBs"), in private transactions exempt from the registration requirements of the U.S. Securities Act, and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.