



CIN : U24100DL2011PLC226781

Fabino Life Sciences Ltd.

(An ISO 9001:2015 Certified Company)

29th February, 2024

To
BSE Limited,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 543444

Dear Sir/Madam,

Sub: Submission of Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, February 23, 2024.

The voting period will commence from Friday, March 01, 2024 at 9.00 a.m. IST and end on Saturday, March 30, 2024 at 5.00 p.m. IST

Kindly take the same on record and oblige.

Yours faithfully,

Fabino Life Sciences Limited

Kanchi
Gehlot

Digitally signed by
Kanchi Gehlot
Date: 2024.02.29
17:59:25 +05'30'

Kanchi Gehlot

Company Secretary and Compliance Officer

Encl: As below



FABINO LIFE SCIENCES LIMITED

Corporate Identity No (CIN): L24100HR2011PLC114093

Regd. Office: Jeevan Vihar Extension, Near Shubham Garden, Murthal Road,
Sonipat-131001, Haryana, India

Tel: 919215324221; **Email:** info@fabinolife.com

Website: www.fabinolife.com

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE is hereby given to the Members of (the “Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard- 2 on General Meeting (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 and dated December 28, 2022 (the “MCA Circulars”) and any other applicable laws and regulations, that the following special business is proposed for consideration by the Members of the Company through Postal Ballot by voting through electronic means (“e-voting”) and voting by Postal Ballot Paper.

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. by Saturday, 30th March, 2024.

SPECIAL BUSINESS:

1. TO APPROVE THE CHANGE OF NAME OF THE COMPANY

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 provisions of Section 4, 13(2), 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed

thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and subject to any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to all other necessary approvals, consent, sanction and permission as may be required under any other laws, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from **Fabino Life Sciences Limited** to **Fabino Enterprises Limited** or **Fabino Industries Limited** or any other names as available from the concerned authorities.

RESOLVED FURTHER THAT upon receipt of the fresh Certificate of Incorporation form the Registrar of Companies (MCA) consequent to change of name of the Company, the Name Clause of the Memorandum of Association of the Company shall be altered accordingly.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT anyone of the Director and/or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary of incidental there including signing and filling all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives, to appear before the Office of the Registrar of Companies (MCA) and I or to deal with Stock Exchange(s) concerned to settle and finalize all issues that may arise in this regard for giving effect to the abovementioned resolution(s) and to delegate all or any of the powers conferred herein as they may deem fit.”

2. TO ALTER THE OBJECT CLAUSE OF MOA OF THE COMPANY

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 provisions of Section 4 and 13 and Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded to altered and amend the Main Object Clause of Memorandum of Association of the Company as follows:

Alteration of existing Object Clause III (A) by replacing the entire object clause and further making addition in Ancillary Object in Clause III (B) as point 13 and consequently renumbering the existing clauses. The altered/new clauses are mentioned as follows:

Clause III (A):

1. To prepare, market, trade, import, export, improve, process, sell and carry on the business of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, drinks, fluids and other and generally to carry on the manufacturing of juices, powder (edible) drinks, beverages, pickles, masalas, mixtures, vinegars, ketchups, gelatins, essences, table delicacies and other eatables.
2. To manufacture, market, trade, import, export, improve, sell, food products which inter alia include but is not limited to pickles, spices made of chilies, pepper, cloves, turmeric, vegetables, herbs and other food items derived from agricultural or farming activities.
3. To carry on in India and elsewhere all kinds of agriculture, horticulture and other allied activities and also to establish, develop, promote and aid in India and elsewhere business and industries connected with agriculture and horticulture and other allied activities.

Clause III (B):

13. To carry on the business of manufacturing, producing, processing, formulating, packaging, marketing, distributing, importing, exporting, buying, selling, and dealing in pharmaceutical products, veterinary medicines, agricultural chemicals, fertilizers, pesticides, herbicides, plant growth regulators, animal health products, biotechnological products, Genetically Modified Organisms (GMOs), agricultural supplements, and other related substances, including but not limited to drugs, medicines, vaccines, immunobiological, diagnostic substances, pharmaceutical preparations, formulations, feed additives, nutritional supplements, and any other products or compounds used in the prevention, treatment, or management of diseases, pests, or disorders in humans, animals, or plants, and to engage in research, development, innovation, and technological advancements in pharmaceuticals and agrochemicals, and to provide consultancy, advisory, and technical services in relation to pharmaceuticals and agro business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and hereby is authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concerned ROC and other applicable statutory authorities.”

3. TO CONSIDER AND APPROVE THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013

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 provisions Section 180(1)(c), 179 and other applicable

provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable rules; other applicable laws and regulations (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and such other laws, rules, regulations, guidelines, notifications, circulars as applicable and subject to such approvals, consents, permissions, sanctions of statutory, regulatory, appropriate authorities as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, all such money(ies) as may be deemed requisite for the purpose of business of the Company, in both domestic and foreign currency, of both capital and revenue in nature, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided however that the total amount so borrowed by the Board and outstanding at any point of time shall not exceed a sum of **Rs. 10 Crore (Rupees Ten Crore Only)**.

RESOLVED FURTHER THAT subject to the provisions of the Act and the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), facilities of any nature from Banks / Financial Institutions, Commercial Papers (CPs), External Commercial Borrowings (ECBs), Debentures whether listed or unlisted, convertible or non-convertible, secured or unsecured, Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/ agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise, including but not limited to creation, modification or satisfaction of any security in respect of any borrowing and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

4. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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 provisions of Section 186, 179 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable rules; and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which

term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company up to an aggregate sum of **Rs. 10 Crore (Rupees Ten Crore Only)** notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.”

Registered Office:

Jeevan Vihar Extension,
Near Shubham Garden,
Murthal Road, Sonipat-131001,
Haryana, India.

Website: www.fabinolife.com

Email: info@fabinolife.com

Place: Sonipat

Date: 27th February, 2024

**By Order of the Board of Directors
For FABINO LIFE SCIENCES LIMITED**

Sd/-
Aditya Mahavir Jain
Managing Director
DIN: 09353344

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant Rules made thereunder, setting out material facts is annexed herewith hereto.
2. **In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members,** whose email addresses are registered with the Company or with the depository (ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 23rd February, 2024. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with **Bigshare Services Pvt Ltd**, Registrar and Transfer Agent of the Company, by writing them on investor@bigshareonline.com.
3. The Notice shall also be uploaded on the website of the Company at <https://www.fabinolife.com/> and on the website of National Securities Depository Limited (“NSDL”) at <https://nsdl.co.in/> and on the website of BSE Limited www.bseindia.com All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. The Company has engaged the services of NSDL E-voting which is made available through www.evoting.nsdl.com.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Friday, 23rd February, 2024 being the ‘cut-off date’ fixed for this purpose. Any person who is not a Member as on cut-off date should treat this notice for information purpose only.
6. The voting period will commence from **Friday, 01st March, 2024 at 9.00 a.m. IST** and end on **Saturday, 30th March, 2024 at 5.00 p.m. IST**. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors of the Company has appointed Mr. Jigarkumar Gandhi, Practicing Company Secretary (FCS-7569, CP-8108), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by them. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting i.e. on or before Tuesday, 02nd April, 2024. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, 30th March, 2024, being the last date specified by the Company for e-voting.
9. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on

the Company's website at <https://www.fabinolife.com/> and on the website of NSDL at <https://nsdl.co.in/>

10. The Instructions for Members for e-voting are as under:

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 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">1. 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.2. 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.jsp3. 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 period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for 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. 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

| | |
|--|--|
| | <p>registration option</p> <p>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.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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. |

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 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 " <u>Forgot User Details/Password?</u> "(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com . b) <u>Physical User Reset Password?</u> " (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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.co.in.

- 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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Sagar Gudhate 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 info@fabinolife.com
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 (info@fabinolife.com). If you are an Individual shareholder 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 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.

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 toll free no.: 1800-1020-990/ 1800-22-44-30 or send a request at evoting@nsdl.co.in

Registered Office:

Jeevan Vihar Extension,
Near Shubham Garden,
Murthal Road, Sonipat-131001,
Haryana, India.

Website: www.fabinolife.com

Email: info@fabinolife.com

Place: Sonipat

Date: 27th February, 2024

**By Order of the Board of Directors
For FABINO LIFE SCIENCES LIMITED**

Sd/-
Aditya Mahavir Jain
Managing Director
DIN: 09353344

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 01

The Board meeting held on 27th February, 2024 the Directors of the Company put forward the proposal to change the name of the Company as “**Fabino Enterprises Limited or Fabino Industries Limited**” which would give better representation in the Market. The Board of Directors discussed the same and were of the opinion that the name of the company be changed from Fabino Life Sciences Limited to Fabino Enterprises Limited or Fabino Industries Limited. As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended.

The Board of Directors recommends the passing of the Resolution contained in Item no. 1 of the accompanying Postal Ballot Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

ITEM NO. 02

The Company is presently engaged in the business of manufacturing, selling, distributing or dealing in all types’ pharmaceutical products. The Company based on changes in the industry, is constantly on the search for various new methods and to expand its business in various segments in order to avail the opportunities in addition to the business for better utilization of its assets and resources. These include expanding the product portfolio and exploring newer domains.

The Board of Directors of the Company in its meeting held on February 27, 2024 has, subject to the approval of the shareholders in accordance with the provisions of the Companies Act, 2013, and subject to such provisions as may be applicable, approved to amend the existing MOA of the Company in line with the requirements of Section 4 of the Act. The following amendments are proposed in the Object Clause as Alteration of existing Object Clause III (A) by replacing the entire object clause and further making addition in Ancillary Object in Clause III (B) as point 13 and consequently renumbering the existing clauses:

Clause III (A):

1. To prepare, market, trade, import, export, improve, process, sell and carry on the business of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, drinks, fluids and other and generally to carry on the manufacturing of juices, powder (edible) drinks, beverages, pickles, masalas, mixtures, vinegars, ketchups, gelatins, essences, table delicacies and other eatables.
2. To manufacture, market, trade, import, export, improve, sell, food products which inter alia include but is not limited to pickles, spices made of chilies, pepper, cloves, turmeric, vegetables, herbs and other food items derived from agricultural or farming activities.

3. To carry on in India and elsewhere all kinds of agriculture, horticulture and other allied activities and also to establish, develop, promote and aid in India and elsewhere business and industries connected with agriculture and horticulture and other allied activities.

Clause III (B):

13. To carry on the business of manufacturing, producing, processing, formulating, packaging, marketing, distributing, importing, exporting, buying, selling, and dealing in pharmaceutical products, veterinary medicines, agricultural chemicals, fertilizers, pesticides, herbicides, plant growth regulators, animal health products, biotechnological products, Genetically Modified Organisms (GMOs), agricultural supplements, and other related substances, including but not limited to drugs, medicines, vaccines, immunobiological, diagnostic substances, pharmaceutical preparations, formulations, feed additives, nutritional supplements, and any other products or compounds used in the prevention, treatment, or management of diseases, pests, or disorders in humans, animals, or plants, and to engage in research, development, innovation, and technological advancements in pharmaceuticals and agrochemicals, and to provide consultancy, advisory, and technical services in relation to pharmaceuticals and agro business.

Hence, it is proposed to amend the object clause of the Memorandum of Association of the Company as set out in the resolution under Item No. 02 to empower the Board of Directors of the Company to alter the object clause in line with the requirements of Section 4 of the Companies Act, 2013 and also to pursue new business opportunities.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 02 of the accompanying Notice except to the extent of their shareholding in the company.

The Board recommends the resolution for approval of the Members.

ITEM NO. 03

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or, debenture holders and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed up to Rs. 100,000,000/- (Rupees Ten Crore Only).

Under the provisions of section 180(1) (c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid-up capital of the Company and free reserves of the

Company. It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of INR 100,000,000/- (Rupees Ten Crore Only).

The Board of Directors recommends the passing of the Resolution contained in Item no. 3 of the accompanying Postal Ballot Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

ITEM NO. 04

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100,000,000/- (Rupees Ten Crore Only), as proposed in the Notice.

The Board of Directors recommends the passing of the Resolution contained in Item no. 4 of the accompanying Postal Ballot Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

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Website: www.fabinolife.com

Email: info@fabinolife.com

Place: Sonipat

Date: 27th February, 2024

**By Order of the Board of Directors
For FABINO LIFE SCIENCES LIMITED**

Sd/-
Aditya Mahavir Jain
Managing Director
DIN: 09353344