

FABINO ENTERPRISES LIMITED

Corporate Identification Number (CIN): L24100HR2011PLC114093

Registered Office: Jeevan Vihar Extension, Near Shubham Garden, Murthal Road, Sonipat, Haryana – 131 001.

Contact No: 92153 24221 E-mail Id: info@fabinoflife.com Website: www.fabinoflife.com

OPEN OFFER FOR ACQUISITION OF 5,46,000 (FIVE LAKHS FORTY SIX THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FROM SHAREHOLDERS OF FABINO ENTERPRISES LIMITED ("FABINO") BY R G FAMILY TRUST (ACQUIRER NO 1), SAMEER GUPTA (ACQUIRER NO 2) AND SUNDEEP GUPTA (ACQUIRER NO 3) (HEREIN AFTER JOINTLY REFER TO AS "ACQUIRERS") PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) & 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011, AS AMENDED ("SEBI (SAST) REGULATIONS").

Recommendations of the Committee of Independent Directors (IDC) pursuant to Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to the Open Offer made by R G Family Trust (Acquirer No 1), Sameer Gupta (Acquirer No 2) and Sundeep Gupta (Acquirer No 3) (herein after jointly refer to as "Acquirers") for acquisition of 5,46,000 (Five Lakhs Forty Six Thousand) Equity Shares of ₹ 10/- each, to the public shareholders of Fabino Enterprises Limited ("Target Company" or "Fabino").

1	Date	Meeting of IDC held on June 23, 2026
2	Name of the Target Company (TC)	Fabino Enterprises Limited
3	Details of the Offer pertaining to Target Company	Open Offer for the acquisition of 5,46,000 (Five Lakhs Forty Six Thousand) Equity Shares of ₹ 10/- each, being constituting 26.00% of the Equity Share Capital of the Fabino Enterprises Limited ("Fabino") by the Acquirers pursuant to and in compliance with Regulations 3(1) & 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
4	Name(s) of the acquirer and PAC with the acquirer	Acquirers: R G Family Trust (Acquirer No 1) Sameer Gupta (Acquirer No 2) and Sundeep Gupta (Acquirer No 3) PAC: Nil
5	Name of the Manager to the offer	Aryaman Financial Services Limited
6	Members of the Committee of Independent Directors	1) Tesu Alakh (Chairman) 2) Deepali Singla (Member) and 3) Arihant Jain (Member)
7	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract/ relationship), if any	<ul style="list-style-type: none"> • Tesu Alakh (Chairman) and Deepali Singla (Member) are Independent Directors whereas Arihant Jain (Member) is Non-Executive Non-Independent Director of the Target Company. • None of the IDC Members holds any other contract or relationship with the Target Company except for Arihant Jain (Member), who is related to the Promoters cum Directors cum Sellers of the Target Company. • None of the IDC Members hold any equity shares of the Target Company.
8	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC Members have traded in the equity shares of Target Company during: a) 12 months prior to the date of the Public Announcement of the Offer and b) the period from the date of the Public Announcement till the date of this recommendation
9	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract/ relationship), if any.	None of the IDC Members have any relationship with the Acquirers.
10	Trading in the Equity shares/other securities of the Acquirer by IDC Members	Not Applicable.
11	Recommendation on the Open offer, as to whether the offer is fair and reasonable	<p>The IDC members notes that the Offer Price at ₹ 20/- (Rupees Twenty Only) per Equity Share by the Acquirers has been arrived in line with the provisions of Regulation 8(2) of the SEBI SAST Regulations.</p> <p>The IDC members further notes that the equity shares of the Target Company are frequently traded on the BSE and the volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA is ₹15.74/- per share. Further no trading was recorded after the date of Public Announcement till the date of this Letter of Offer. Further the negotiated price per equity share for any acquisition under the Share Purchase Agreement ("SPA") is ₹18.00/- per share.</p> <p>Further IDC Members confirm that the Target Company has not received any complaint from the shareholders regarding the open offer process, valuation price or method of valuation.</p> <p>For the reasons set out hereunder, as of the date of this recommendation, the IDC is of the opinion that the Open Offer price is fair & reasonable and are in accordance with the SEBI SAST Regulations.</p>
12	Disclosure of Voting Pattern of the meeting in which the Open Offer proposal was discussed	The recommendations were unanimously approved by the members of IDC.
13	Summary of reasons for recommendation	IDC Members have reviewed (a) the Public Announcement (b) Detailed Public Statement and (c) Letter of Offer. IDC Members have also reviewed the quantum of trading and relevant prices on the Stock Exchange platform. Based on the above, the IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is in compliance with the requirements of the Regulations and hence is fair and reasonable. The shareholders of the Target Company are advised to independently evaluate the Offer and take informed decision whether or not to offer their shares in the Open Offer.
14	Details of Independent Advisors, if any.	None
15	Any other matter(s) to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

For Fabino Enterprises Limited

Tesu Alakh
(IDC – Chairman)

Deepali Singla
(IDC – Member)

Arihant Jain
(IDC – Member)

Place : Sonipat, Haryana

Date : June 23, 2026