

# FAZE THREE Autofab Limited

(CIN: L17120DN1997PLC000196)

Corporate Office : 63, 6th Floor, Mittal Court, C Wing, Nariman Point, Mumbai – 400 021, India

Tel :91 (22) 6242 1313/ 4351 4444 Fax:91 (22) 2287 2637 E-mail : [info@fazethreeautofab.com](mailto:info@fazethreeautofab.com) Website: [www.fazethreeautofab.com](http://www.fazethreeautofab.com)

November 14, 2022

To,  
**Department of Corporate Services,**  
BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai – 400 001.

Dear Sir/Ma'am,

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Notice of Postal Ballot and E- Voting.**

**Ref: FAZE THREE Autofab Limited (STOCK CODE: 532459)**

Pursuant to Regulation 30 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated November 10, 2022 together with the Explanatory Statement thereto, seeking consent of the Members of FAZE THREE Autofab Limited ("Company"), on the following items of special business:

Sr. No.	Particulars	Type of Resolution
1.	Approval for enhancement of limits of Material Related Party Transactions for Financial Year 2022-23.	Ordinary
2.	Approval of Material Related Party Transactions for Financial Year 2023-24.	Ordinary

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. M/s. Link Intime India Private Limited and the Depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on the cut-off date i.e. Friday, November 11, 2022.

The Company has engaged the services of **NSDL** for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Tuesday, November 15, 2022 at 9:00 a.m. (IST) and shall end on Wednesday, December 14, 2022 at 5:00 p.m. (IST).

The Postal Ballot Notice is also being uploaded on the Company's website at [www.fazethreeautofab.com](http://www.fazethreeautofab.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results of the Postal Ballot will be uploaded on the Stock Exchange within two (2) working days from the conclusion of Postal Ballot and will also be placed on the Company's website at [www.fazethreeautofab.com](http://www.fazethreeautofab.com) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,

For **FAZE THREE Autofab Limited**

Roshan Ravindra  
Gupta

Digitally signed by Roshan  
Ravindra Gupta  
Date: 2022.11.14 18:50:01 +05'30'

**Roshan Gupta**

**Company Secretary**

Encl: A/a

**Regd. Office:** Plot No. 445, Waghdhara Village Road, Village Dadra, Dadra, UT of D&NH and D&D – 396 193  
Ph: +91 260 2668539 Fax: +91 260 2668501

# FAZE THREE Autofab Limited

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## POSTAL BALLOT NOTICE

*[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]*

VOTING STARTS ON	VOTING ENDS ON
Tuesday, November 15, 2022 at 9:00 a.m. (IST)	Wednesday, December 14, 2022 at 5:00 p.m. (IST)

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), [including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force] and General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021 and 3/2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) and any other applicable law, rules and regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Ordinary Resolutions by the Members of Faze Three Autofab Limited (the “Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of **National Securities Depository Limited (“NSDL”)** as the agency to provide remote e-voting facility. The instructions for e-voting are appended to this Notice.

Members are requested to carefully read the instructions mentioned under the head '**Process to cast votes through remote e-voting**' in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Wednesday, December 14, 2022, (the last day to cast vote electronically) failing which it will be considered that no reply has been received from the Member.

The Board of Directors has appointed M/s. A. D. Parekh & Associates, Practicing Company Secretary (Membership No. 31990, CP No. 24267), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. He

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has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer shall, after conclusion of the voting period, submit his report to the Chairperson of the Company or any other authorized officer(s) of the Company. Results of the voting will be declared by placing the same along with the Scrutinizer's report on the Company's website under "Investors" section at [www.fazethreeautofab.com](http://www.fazethreeautofab.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be communicated to BSE Limited within two working days from last date of e-voting, i.e., on or before Friday, December 16, 2022. Subject to receipt of requisite number of votes, the resolutions mentioned in the Notice shall be deemed to be passed on Wednesday, December 14, 2022, i.e., last day of the e-voting period.

## SPECIAL BUSINESS:

### 1. Approval for enhancement of limits of Material Related Party Transactions for Financial Year 2022-23.

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

**"RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), and the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and the Company's Policy on 'Materiality of Related Party Transactions and on dealing with Related Party Transaction(s)', and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to continue with the existing contract(s)/arrangement(s)/transaction(s)/agreement(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s)/agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with Faze Three Limited ("FTL"), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations on such terms and conditions as may be agreed between the Company and FTL, for an aggregate value not exceeding the enhanced limits of Rs. 63 Crores (Rupees Sixty-Three Crores Only) during the Financial Year 2022-2023, subject to such contract(s)/arrangement(s)/transaction(s)/agreement(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contract(s)/ arrangement(s)/ transaction(s)/agreement(s), difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have approved, ratified and confirmed in all respects thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)".

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## 2. Approval of Material Related Party Transactions for Financial Year 2023-24.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and the Company’s Policy on ‘Materiality of Related Party Transactions and on dealing with Related Party Transaction(s)’, and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to continue with the existing contract(s)/arrangement(s)/transaction(s)/agreement(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s)/agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with Faze Three Limited (“FTL”), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations on such terms and conditions as may be agreed between the Company and FTL, for an aggregate value not exceeding Rs. 76 Crores (Rupees Seventy-Six Crores Only) during the financial year 2023-2024, subject to such contract(s)/arrangement(s)/transaction(s)/agreement(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contract(s)/ arrangement(s)/ transaction(s)/agreement(s), settle all questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have approved, ratified and confirmed in all respects thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)”.

**Place:** Mumbai

**Date:** November 10, 2022

**By Order of the Board of Directors**

**FAZE THREE Autofab Limited**

**Registered Office address:**

Plot No. 445, Waghdhara Village Road, Dadra,  
UT of Dadra and Nagar Haveli and Daman and  
Diu – 396 193

**Sd/-**

**Roshan Gupta**

**Company Secretary**

**Mem. No.: A61123**

**CIN:** L17120DN1997PLC000196

**Website:** [www.fazethreeautofab.com](http://www.fazethreeautofab.com)

**Email id:** [cs@fazethreeautofab.com](mailto:cs@fazethreeautofab.com)

**Tel:** 0260 6732 600 / 022 43514 444

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## Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 & 2 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, November 11, 2022 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Private Limited (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with Companies (Management and Administration) Rules, 2014 and any other Rules made thereunder and Regulation 44 of the Listing Regulations, as amended, read with MCA Circulars and Circular of SEBI on e-Voting Facility to be provided by Listed Entities, dated December 9, 2020, the Company is providing facility to the Members to exercise their right to votes through electronic voting system (“e-voting”) on the e-voting platform provided by NSDL to enable them to cast their votes electronically. The instructions for remote e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
5. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, November 11, 2022, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.
6. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Company has made necessary arrangements for the members to register their e-mail address on temporary basis:
  - a) Members holding shares in physical form and who have not registered their email addresses with the Company/ Link Intime India Private Limited (Company’s Registrar and Share Transfer Agent) may get their

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email addresses registered by visiting link - [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and thereafter select the Company name from drop box and provide the details such as Folio Number, Share Certificate Number, Shareholder's Name, PAN , Mobile Number, Email ID and upload the image of share certificate and PAN card in PDF or JPEG format (up to 1MB).

- b) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Postal Ballot Notice. Members holding shares in dematerialised mode are requested to register their email addresses with their respective Depository Participant.
8. The facility for registration of bank details for the Members holding shares in physical form is also available at [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) by providing details such as Bank Account No., Bank Name, IFSC code and also upload self-attested cancelled cheque leaf along with duly signed request letter.
9. 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 [ankitdparekh@adparekh.com](mailto:ankitdparekh@adparekh.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e- voting" tab in their login.
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) commences on Tuesday, November 15, 2022 at 9:00 a.m. (IST) and ends on Wednesday, December 14, 2022 at 5:00 p.m. (IST). At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Wednesday, December 14, 2022. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Postal Ballot Notice will also be available on Company's website under "Investors" section at [www.fazethreeautofab.com](http://www.fazethreeautofab.com) and on the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [cs@fazethreeautofab.com](mailto:cs@fazethreeautofab.com)
15. Process to cast votes through remote e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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## 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 09, 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
<i>Individual Shareholders holding securities in demat mode with NSDL.</i>	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

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	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;"></div>
<p><i>Individual Shareholders holding securities in demat mode with CDSL.</i></p>	<ol style="list-style-type: none"><li>Existing users who have opted for CDSL Easi / Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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.</li><li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
<p><i>Individual Shareholders (holding securities in demat mode) login through their depository participants.</i></p>	<p>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.</p>

## 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.

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# FAZE THREE Autofab Limited

(CIN: L17120DN1997PLC000196)

Corporate Office : 63, 6th Floor, Mittal Court, C Wing, Nariman Point, Mumbai – 400 021, India

Tel :91 (22) 6242 1313/ 4351 4444 Fax:91 (22) 2287 2637 E-mail : [info@fazethreeautofab.com](mailto:info@fazethreeautofab.com) Website: [www.fazethreeautofab.com](http://www.fazethreeautofab.com)

## **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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at at toll free no. 1800 22 55 33

## **B. Login Method for e-Voting 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

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For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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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 "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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## **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 who’s voting cycle is in active status.
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.

## **16. GENERAL GUIDELINES FOR SHAREHOLDERS:**

- a) 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](http://www.evoting.nsdl.com) to reset the password.
- b) In case of any queries , you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e- voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **17. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

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 ([cs@fazethreeautofab.com](mailto:cs@fazethreeautofab.com)).

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 [cs@fazethreeautofab.com](mailto:cs@fazethreeautofab.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.**

Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

*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*

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*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.*

**Place:** Mumbai

**Date:** November 10, 2022

**By Order of the Board of Directors**  
**FAZE THREE Autofab Limited**

**Registered Office address:**

Plot No. 445, Waghdhara Village Road, Dadra,  
UT of Dadra and Nagar Haveli and Daman and  
Diu – 396 193

**Sd/-**

**Roshan Gupta**  
**Company Secretary**  
**Mem. No.: A61123**

**CIN:** L17120DN1997PLC000196

**Website:** [www.fazethreeautofab.com](http://www.fazethreeautofab.com)

**Email id:** [cs@fazethreeautofab.com](mailto:cs@fazethreeautofab.com)

**Tel:** 0260 6732 600 / 022 43514 444

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## **Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)**

### **Item No. 1**

#### **Approval for enhancement of limits of Material Related Party Transactions for Financial Year 2022-23.**

Regulation 23 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore, or 10.00 % of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

During the Financial Year 2022-23, the Company, has entered into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, in the ordinary course of business of the Company and on an arm's length basis and the aggregate value of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned hereinabove. Accordingly, as per the SEBI Listing Regulations, approval of the Members of the Company was taken for all such proposed transaction(s) at the 25<sup>th</sup> Annual General Meeting of the Company held on September 20, 2022. However, considering the ongoing assignments and future business outlook the previously approved limits of Rs. 58 Crores (aggregate value) are proposed to be revised and enhanced to an aggregate value of Rs. 63 Crores (excluding applicable taxes).

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on November 10, 2022, reviewed and approved the enhanced limits of the previously approved transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 1 of the accompanying Notice to the shareholders for approval.

The approval of the Members pursuant to the aforesaid Resolution is being sought for the following related party transactions / contracts/ arrangements / agreements set out in this explanatory statement. In addition to the transactions set out in this explanatory statement, approval of the shareholders is also being sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The value of such additional transactions is included in the values set out in this explanatory statement.

Information as required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below;

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Sr. No.	Description							
A	<b>Type, material terms and particulars of the proposed transaction</b>	Purchase of Services such as dyeing services, Stentering services and washing services	Purchase of Goods such as Yarn, Dyes & Chemicals, etc.	Sale or supply of goods & materials such as yarn and fabrics, etc.	Sale of services such as Jobwork	Rental Expenses	Rental Income	Reimbursement of expenses
B	<b>Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	Both Faze Three Limited (FTL) and Faze Three Autofab Limited (FTAL) are part of Faze Three Group where Mr. Ajay Anand and Mrs. Rashmi Anand are the common promoters and directors.						
C	<b>Tenure of the proposed transaction (particular tenure shall be specified)</b>	The above arrangements are continuing business transactions (Ongoing and perpetual transaction). However, approval of the Members is being sought for FY 2022-23.						
D	<b>Value (excluding taxes) of the proposed Transactions upto (Rs. in Crores)</b>	40.00	15.00	* 5.00	** 2.00	0.25	0.25	0.50
E	<b>The percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e. as on March 31, 2022), that is represented by the value of the proposed transaction</b>	20.41%	7.65%	2.55%	1.02%	0.13%	0.13%	0.26%
F	<b>Justification as to why the RPT is in the interest of the listed entity</b>	Both FTL and FTAL, being part of the Faze Three Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.						
G	<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	--	--	--	--	--	--	--
H	<b>Percentage of the</b>	--	--	--	--	--	--	--



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	<b>counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</b>							
I	<b>Any other information</b>							
	<b>Following additional disclosures to be made in case loans, inter- corporate deposits, advances or investments made or given by the Company or its Subsidiary</b>	Not Applicable						
i.	<b>Source of funds</b>							
ii.	<b>In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</b> <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds and</li> <li>• tenure of the indebtedness</li> </ul>							
iii.	<b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</b>							
iv.	<b>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</b>							

\* Enhanced from Rs. 1 Crore to Rs. 5 Crore

\*\* Enhanced from Rs. 1 Crore to Rs. 2 Crore.

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Except Mr. Ajay Anand (Managing Director) and Mrs. Rashmi Anand (Non-Executive Director) none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholdings, in the Company. This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

Pursuant to Regulation 23(4) of SEBI Listing Regulations, all entities falling under the definition of related parties shall not vote to approve the relevant resolution irrespective of whether the entity is a party to the particular transaction or not.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice, for approval of the Members.

## Item No. 2

### Approval of Material Related Party Transactions for Financial Year 2023-24.

Regulation 23 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore, or 10.00 % of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

In the upcoming Financial Year (FY) 2023-24, the Company, proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, in the ordinary course of business of the Company and on an arm's length basis and the aggregate value of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned hereinabove. The aggregate value of the proposed transactions for FY 2023-24 is upto Rs. 76 crores (excluding applicable taxes). Accordingly, as per the SEBI Listing Regulations, approval of the Members of the Company is being sought for all such transaction(s) proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on November 10, 2022, reviewed and approved the said transaction(s), subject to approval of the Members of the Company, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 2 of the accompanying Notice to the shareholders for approval.

The approval of the Members pursuant to the aforesaid Resolution is being sought for the following related party transactions / contracts/ arrangements / agreements set out in this explanatory statement. In addition to the transactions set out in this explanatory statement, approval of the shareholders is also being sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business,

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on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The value of such additional transactions is included in the values set out in this explanatory statement.

Information as required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below;

Sr. No.	Description							
A	<b>Type, material terms and particulars of the proposed transaction</b>	Purchase of Services such as dyeing services, Stentering services and washing services	Purchase of Goods such as Yarn, Dyes & Chemicals, etc.	Sale or supply of goods & materials such as yarn and fabrics, etc.	Sale of services such as Jobwork	Rental Expenses	Rental Income	Reimbursement of expenses
B	<b>Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	Both Faze Three Limited (FTL) and Faze Three Autofab Limited (FTAL) are part of Faze Three Group where Mr. Ajay Anand and Mrs. Rashmi Anand are the common promoters and directors.						
C	<b>Tenure of the proposed transaction (particular tenure shall be specified)</b>	The above arrangements are continuing business transactions (Ongoing and perpetual). However, approval of the Members is being sought for the upcoming FY 2023-24.						
D	<b>Value (excluding taxes) of the proposed Transactions upto (Rs. in Crores)</b>	40.00	15.00	15.00	5.00	0.25	0.25	0.50
E	<b>The percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e. as on March 31, 2022), that is represented by the value of the proposed transaction</b>	20.41%	7.65%	7.65%	2.55%	0.13%	0.13%	0.26%
F	<b>Justification as to why the RPT is in the interest of the listed entity</b>	Both FTL and FTAL, being part of the Faze Three Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.						
G	<b>A copy of the valuation</b>	--	--	--	--	--	--	--

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	<i>or other external party report, if any such report has been relied upon</i>							
H	<i>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</i>	--	--	--	--	--	--	--
I	<i>Any other information</i>							
	<i>Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given by the Company or its Subsidiary</i>	Not Applicable						
i.	<i>Source of funds</i>							
ii.	<i>In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</i> <ul style="list-style-type: none"> <li>• <i>nature of indebtedness</i></li> <li>• <i>cost of funds and</i></li> <li>• <i>tenure of the indebtedness</i></li> </ul>							
iii.	<i>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</i>							
iv.	<i>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</i>							

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Except Mr. Ajay Anand (Managing Director) and Mrs. Rashmi Anand (Non-Executive Director) none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholdings, in the Company. This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

Pursuant to Regulation 23(4) of SEBI Listing Regulations, all entities falling under the definition of related parties shall not vote to approve the relevant resolution irrespective of whether the entity is a party to the particular transaction or not.

The Board recommends the Ordinary Resolution as set out in Item No. 2 of the Notice, for approval of the Members.

**Place:** Mumbai

**Date:** November 10, 2022

**By Order of the Board of Directors**  
**FAZE THREE Autofab Limited**

**Registered Office address:**

Plot No. 445, Waghdhara Village Road, Dadra,  
UT of Dadra and Nagar Haveli and Daman and  
Diu – 396 193

**Sd/-**  
**Roshan Gupta**  
**Company Secretary**  
**Mem. No.: A61123**

**CIN:** L17120DN1997PLC000196

**Website:** [www.fazethreeautofab.com](http://www.fazethreeautofab.com)

**Email id:** [cs@fazethreeautofab.com](mailto:cs@fazethreeautofab.com)

**Tel:** 0260 6732 600 / 022 43514 444