

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 Website: www.fazethreeautofab.com

July 01, 2023

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

Dear Sir/Ma'am,

Sub: Declaration of voting result of the postal ballot by remote e-voting process in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Delisting of Equity Shares) Regulations, 2021 and submission of Scrutinizer's Report

Ref: FAZE THREE Autofab Limited (SCRIP CODE: 532459)

With reference to the captioned subject matter and in continuation to our letter dated May 30, 2023 enclosing therewith a copy of the Postal Ballot Notice dated May 22, 2023 ('Notice') issued to the members seeking their approval vide Special Resolution for "Approval of Voluntary Delisting of equity shares having face value of ₹10/- (Rupees Ten only) each of the Company from BSE Limited", pursuant to the applicable provisions of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI (Delisting of Equity Shares) Regulations, 2021 ("SEBI Delisting Regulations") and the Companies Act, 2013 read with the rules made thereunder.

We would like to inform you that the aforesaid special resolution as mentioned in the Notice has been deemed to be approved by the members with requisite majority in terms of the SEBI Delisting Regulations and the Companies Act, 2013, on Friday, June 30, 2023 being the last date specified for e-voting.

In this regard, please find enclosed the following:

1. Report of Scrutinizer dated July 01, 2023, pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as Annexure A;
2. Voting results as required under Regulation 44 of the SEBI Listing Regulations and Regulation 11(4) of the SEBI Delisting Regulations as Annexure B.

The result along with the scrutinizer's report is also available on the website of the Company at www.fazethreeautofab.com.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For **FAZE THREE Autofab Limited**

Akram Sati
Company Secretary & Compliance Officer
M. No. A50020

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



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.
 ☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srddholakia.com

SCRUTINIZER'S REPORT FOR VOTING THROUGH E-VOTING ON POSTAL BALLOT

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended

To,

The Chairman

FAZE THREE AUTOFAB LIMITED

Plot No. 445, Waghdhara Village Road, Village Dadra Dadra
 DADRA & NAGAR HAVELI DN 396193

Dear Sir,

Sub: Scrutinizer's Report on Special Resolution proposed for shareholders approval through postal ballot and electronic voting ("e-voting") for Voluntary Delisting of equity shares having face value of ₹10/- (Rupees Ten only) each of **Faze Three Autofab Limited** from BSE Limited, where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.

I, Sanjay R. Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, have been appointed by the Board of Directors of **Faze Three Autofab Limited ("the Company")** as the Scrutinizer for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and No.39 / 2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (hereinafter referred to as "SEBI Delisting Regulations") in respect of the Special Resolution as set out in the Postal ballot Notice dated 22nd May, 2023 seeking approval of the shareholders for **Voluntary Delisting of the Equity Shares of the Company from the BSE Limited ("BSE")**.

Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution, as set out in the Postal Ballot Notice dated 22nd May, 2023.



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srddholakia.com

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution, as set out in Item No.1 of the Postal Ballot Notice dated 22nd May, 2023, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ('NSDL'), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

Further in addition to the above, I submit my report as under:

- The Postal Ballot Notice dated 22nd May, 2023 along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 were sent through electronic mail to those members whose names appeared in the Register of Members/ List of Beneficiaries as on Friday, 26 May, 2023 (" cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- The shareholders of the Company holding shares as on the "cut-off" date on Friday, 26th May, 2023 were entitled to vote on the proposed resolution as set out in Item No. 1 of the Postal Ballot Notice.
- The remote e-voting period remained open from Thursday, June 01, 2023, 9:00 AM to Friday, June 30, 2023, 5:00 PM. During the said period, the members of the Company, holding shares as on the cut-off date i.e. 26th May, 2023 were entitled to vote on the resolution set out in the Notice of Postal ballot through remote e-voting.
- The e-voting module of National Securities Depository Limited ('NSDL') was disabled on Friday, June 30, 2023 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on June 30, 2023 at 05:06 PM in the presence two witnesses who are not in employment of the Company.
- I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of NSDL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

- Details of E-voting are as under:

Approval of Voluntary Delisting of equity shares having face value of ₹10/- (Rupees Ten only) each of Faze Three Autofab Limited from BSE Limited, where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.

Passed as a Special Resolution as follows:

- a) Details of Votes in favour and against the resolution

	Remote E voting	Percentage (%)
A. Votes in favour of Resolution		
Promoters & Promoter Group	80,34,201	82.60
Public Shareholders	16,89,467	17.37
Total: (A)	97,23,668	99.97
B. Votes against the resolution		
Promoters & Promoter Group	--	--
Public Shareholders	3205	0.03
Total: (B)	3205	0.03
Grand Total: (A+B)	97,26,873	100.00

- b) Details of Invalid & Abstained Votes

	Invalid Votes		Abstained from Voting	
	No. of Members	No. of votes casted	No. of Members	No. of votes casted
Promoters & Promoter Group	--		--	
Public Institution	--		--	
Public Non- Institution	--		--	
Total:	--		--	



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

- Details of Voting in terms of provisions of Regulation 11(4) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended from time to time:

Particulars	Number of Members	Number of Votes	Percentage of Total Public Shareholding (%)
Total valid votes cast by Public shareholders	48	16,92,672	100.00
Assented to Resolution	42	16,89,467	99.81
Dissented to Resolution	6	3,205	0.19

- Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 1 of the Postal Ballot Notice has been passed by the members through remote E-voting with requisite majority under the provisions of the Companies Act, 2013 and Regulation 11(4) of the Delisting Regulations as the number of votes cast by the public shareholders in favour of the Special Resolution is more than two times the votes cast by the public shareholders against the Special Resolution.
- The electronic data and all other relevant records relating to remote e-voting are handed over to Mr. Akram Hasan Sati, Company Secretary, for safe custody.

You may kindly consider the aforesaid position of the votes cast by the members, through remote e-voting and declare the result accordingly.

Thanking you.

For SANJAY DHOLAKIA & ASSOCIATES

Sanjay Rasiklal
Dholakia

Digitally signed by Sanjay Rasiklal
Dholakia
Date: 2023.07.01 12:23:27 +05'30'

Sanjay R Dholakia

Practicing Company Secretary

Proprietor

Membership No.: 2655

CP No.:1798

Place: Mumbai

Date: 01/07/2023

UDIN: F002655E000530402

Peer Reviewed Firm No. 2036/2022

FAZE THREE AUTOFAB LIMITED	
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015	
VOTING RESULTS (POSTAL BALLOT BY WAY OF REMOTE E-VOTING)	
Name of the Company	Faze Three Autofab Limited
Postal Ballot Notice dated	May 22, 2023
E-voting start date:	June 01, 2023
E-voting End date:	June 30, 2023
Total number of shareholders on Record Date (i.e. May 26, 2023, cut- off date for voting)	3168
*No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	Not applicable (Resolution passed through Postal Ballot)
Public:	
*No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not applicable (Resolution passed through Postal Ballot)
Public:	

Faze Three Autofab Limited								
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015								
Resolution No. 1								
Resolution Required (Ordinary/Special):			Special Resolution					
Description of Resolution:			Voluntary Delisting of equity shares having face value of ₹10/- (Rupees Ten only) each of Faze Three Autofab Limited from BSE Limited, where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.					
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	80,34,201	80,34,201	100.0000	80,34,201	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80,34,201	100.0000	80,34,201	0	100.0000	0.0000
Public Institutions	E-Voting	300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	26,88,706	16,92,672	62.9549	16,89,467	3,205	99.8107	0.1893
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16,92,672	62.9549	16,89,467	3,205	99.8107	0.1893
Total		1,07,23,207	97,26,873	90.7086	97,23,668	3,205	99.9671	0.0329
Whether resolution is passed or not ? (Yes/No)							YES	

Note: Accordingly, the above resolution is declared as passed as Special Resolution with requisite majority.

Faze Three Autofab Limited								
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015								
Resolution No. 1 (Excluding Promoter and Promoter Group)								
Resolution Required (Ordinary/Special):			Special Resolution					
Description of Resolution:			Voluntary Delisting of equity shares having face value of ₹10/- (Rupees Ten only) each of Faze Three Autofab Limited from BSE Limited, where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.					
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Public Institutions	E-Voting	300	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	26,88,706	16,92,672	62.9549	16,89,467	3,205	99.8107	0.1893
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16,92,672	62.9549	16,89,467	3,205	99.8107	0.1893
Total		26,89,006	16,92,672	62.9479	16,89,467	3,205	99.8107	0.1893
Whether resolution is passed or not ? (Yes/No)							YES	

Note: Accordingly, the above resolution is declared as passed with requisite majority in terms of Regulation 11(4) of the SEBI (Delisting of Equity Shares) Regulations, 2021.