

NOTICE
26th Annual General Meeting of
FAZE THREE Autofab Limited

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the Shareholders of **FAZE THREE Autofab Limited** will be held on **Friday, September 22, 2023 at 10.30 a.m.**, through Video Conferencing (“VC”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon. - **Ordinary Resolution.**
2. To appoint a Director in place of Mr. Viswanathan Sivakumar (DIN: 09211111) who retires by rotation and being eligible, offers himself for re-appointment. - **Ordinary Resolution.**

SPECIAL BUSINESS:

3. **Approval of Material Related Party Transactions.**

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

“**RESOLVED THAT** pursuant to Regulations 2(1) (zc), 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 INR 87.50 Crores (Indian Rupees Eighty Seven Crores and Fifty Lakhs) (excluding applicable taxes) during the financial year 2024-2025, 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)”.

4. **Re-appointment of Mr. Viswanathan Sivakumar (DIN: 09211111) as a Whole-time Director designated as 'Executive Director & CFO'.**

To Consider and if, thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for time being in force] and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Viswanathan Sivakumar (DIN: 09211111) as a Whole time Director, designated as 'Executive Director & CFO', for a period of Three (3) years with effect from June 25, 2024, liable to retire by rotation, on the terms and conditions as to remuneration and otherwise as set out, hereunder:

- a. Salary: Rs 2,80,000/- per month with an annual increase based on recommendation of the Nomination and Remuneration Committee and approval of Board, subject to a maximum of Rs 4,00,000/- per month;
- b. Provident Fund as per the rules of the Company;
- c. Gratuity & Leaves as per the rules of the Company.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate during the tenure of services of Mr. Viswanathan Sivakumar, the remuneration including the perquisites as approved by the Board of Directors (including committees thereof) shall be paid to him in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof and/or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Place: Mumbai
Date: August 14, 2023

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/-
Akram Sati
Company Secretary
Mem. No.: A50020

CIN: L17120DN1997PLC000196
Website: www.fazethreeautofab.com
Email id: cs@fazethreeautofab.com
Tel: 0260 6732 600 / 022 43514 444

Notes:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the “Act”), in respect of business to be transacted at the 26th Annual General Meeting (“AGM”), with regard to the special business as set out under Item No. 3, 4 above and the relevant details of the Director retiring by rotation as mentioned under Item No. 2 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
2. In view of the outbreak of COVID 19 pandemic early in the year 2020 and the restrictions on movement of people and social distancing norms which followed and which are still in place, the Ministry of Corporate Affairs allowed conducting Annual General Meetings (hereinafter referred to as ‘AGM’) through Video Conference (VC) or Other Audio-Visual Means (OAVM) up to September 30, 2023. Therefore, pursuant to the general circular no. 10/2022 dated 28th December, 2022 read with general circular nos. 2/2022 dated 5th May, 2022, no. 21/2021 dated 14th December, 2021, no. 02/2021 dated 13th January, 2021, no. 14/2020 dated 8th April, 2020, no. 17/2020 dated 13th April, 2020 and no. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (“MCA circulars”) read with circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (“SEBI”), the 26th Annual general meeting (“AGM”) of the members of the Company will be held through video conferencing (VC). The Company has availed the services of National Securities Depository Limited (“NSDL”) for the VC and E-voting arrangements. The detailed procedure for participating in the meeting through VC is annexed herewith (Serial No. 19).
3. In compliance with the MCA Circulars and SEBI Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (“SEBI circular”), the Notice of 26th AGM and Annual Report for the financial year 2022-23 are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). The Notice of 26th AGM along with Annual Report for the financial year 2022-23, is available on the website of the Company at www.fazethreeautofab.com, on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of NSDL at www.evoting.nsdl.com
4. Since the AGM is being conducted through Video Conferencing, there is no provision for the appointment of proxies and hence proxy form and attendance slip are not included in this notice. The members will have to make themselves available at the scheduled time if they wish to attend the meeting.
5. Members will be eligible to participate on a first come first serve basis, as participation through VC is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
6. Members who wish to raise queries/questions may write an email with their queries / questions in advance mentioning their Name, DP ID & Client ID/ Folio number and Mobile number at cs@fazethreeautofab.com. The same will be addressed to and answered by the Company representative at the AGM. Queries received by the Company till 5.00 p.m. on Tuesday, September 19, 2023 shall only be considered and responded suitably.
7. The Register of Members and Share transfer books of the Company will remain closed from Thursday, September 21, 2023 to Friday, September 22, 2023, both days inclusive.
8. 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 email addresses registered by visiting link - 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 Notice of 26th AGM and the Annual Report for financial year 2022-23. Members holding shares in dematerialised mode are requested to register their email addresses with their respective Depository Participant.
9. 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 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.
 10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to cs@fazethreeautofab.com.
 11. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Friday, September 15, 2023**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence on **Tuesday, September 19, 2023 at 9.00 a.m. (IST)** and will end on **Thursday, September 21, 2023 at 5.00 p.m. (IST)**.
 12. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 15, 2023**.
 13. 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 with a copy marked to 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.
 14. Members who are present in the meeting through a video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through the e-voting system during the meeting.
 15. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 16. The Board of Directors has appointed A.D. Parekh & Associates, Practicing Company Secretary (Membership No. 31990, CP No. 24267), as the Scrutinizer for scrutinizing the voting process for the AGM in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.
 17. The Scrutinizer shall after the conclusion of e-Voting at the 26th AGM, download the votes cast at the AGM and unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, not later than two working days from the conclusion of the 26th AGM, who shall then countersign and declare the result of the voting forthwith. Results of the voting will be declared by placing the same along with the Scrutinizer's report on the Company's website at www.fazethreeautofab.com and on the website of NSDL at www.evoting.nsdl.com and will also be communicated to BSE Limited at www.bseindia.com.
 18. Since the AGM will be held through Video Conferencing, route map of venue of the AGM and admission slip is not attached

to this Notice.

19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Tuesday, September 19, 2023 at 9.00 a.m. (IST)** and will end on **Thursday, September 21, 2023 at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 15, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 15, 2023**.

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A. Login method for e-Voting and joining virtual meeting 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.nsd.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 or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL 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 or joining virtual meeting & voting during the meeting. 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 registration option. 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</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 or joining virtual meeting & voting during the meeting.</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.

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
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B) Login Method for e-Voting and joining virtual meeting 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 “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (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 AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 sanjayrd65@gmail.com with a copy marked to 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.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) 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 cs@fazethreeautofab.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 cs@fazethreeautofab.com. If you are an Individual shareholders 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- i. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

20. OTHERS:

- i. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed forms as available on the website of the RTA at <https://web.linkintime.co.in/client-downloads.html> and on the website of the Company at <https://www.fazethreeautofab.com/web/investor/17NOTICE FOR PHYSICAL SHAREHOLDERS.html>.

It may be noted that any service request can be processed only after the folio is KYC Compliant.

- ii. The physical shareholders are requested to take note of the SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, prescribing the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In terms of above Circular, Folios of Physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend in physical mode. Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. As per the said SEBI Circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

Accordingly, individual letters are being sent to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. The said SEBI circulars, key highlights of said circulars and the necessary forms are available on the Company's website for shareholder's information at <https://www.fazethreeautofab.com/web/investor/17NOTICE FOR PHYSICAL SHAREHOLDERS 2.html>.

- iii. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@fazethreeautofab.com.
- iv. The Members who are eligible and have not casted their votes through remote e-voting can cast their vote at AGM through e-voting system during the AGM. The e-voting at AGM will be closed 15 minutes after the conclusion of AGM.
- v. During the 26th AGM, the Chairman shall, respond to the questions raised by the Members in advance sent through email.

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

**Place: Mumbai
Date: August 14, 2023**

**Sd/-
Akram Sati
Company Secretary
M. No. A50020**

Annexure to the Notice

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

The following Statement sets out material facts relating to the business under Item No. 3 to 4 of the Notice.

Item No. 3**Approval of Material Related Party Transactions.**

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) 2024-25, 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 2024-25 is upto INR 87.50 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 August 14, 2023, 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. 3 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;

Sr. No.	Description								
A	<i>Type, material terms and particulars of the proposed transaction</i>	Purchase of Services such as dyeing services,	Purchase of Goods such as Yarn, Dyes &	Sale or supply of goods & materials such as	Sale of services such as Jobwork	Rental Expenses	Rental Income	Reimbursement of expenses	Any other transaction

	<i>value of the proposed RPT on a voluntary basis</i>								
i.	<i>Any other information</i>	NOT APPLICABLE							
	<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>								
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"> • <i>nature of indebtedness</i> • <i>cost of funds and</i> • <i>tenure of the indebtedness</i> 								
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>								

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. 3 of the Notice, for approval of the Members.

Item No. 4 – Re-appointment of Mr. Viswanathan Sivakumar (DIN: 09211111) as a Whole-time Director designated as ‘Executive Director & CFO’

The Members at the 24th Annual General Meeting of the Company held on August 17, 2021 had approved the appointment of Mr. Viswanathan Sivakumar (DIN: 09211111), as a Whole-time Director designated as ‘Executive Director & CFO’ for a period of Three (3) years commencing from June 25, 2021 to June 24, 2024. Considering the aforementioned, the term of Mr. Viswanathan Sivakumar as a Whole-time Director of the Company is near to conclusion on June 24, 2024.

The Members are informed that, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on August 14, 2023 has approved the re-appointment of Mr. Viswanathan Sivakumar (DIN: 09211111) as a Whole-time Director designated as ‘Executive Director & CFO’ for a period of Three (3) years commencing from June 25, 2024 to June 24, 2027, being liable to retire by rotation, subject to the approval of the members, as per the terms and payment of such remuneration set out in the resolution. Also, Mr. Sivakumar shall continue to serve as the CFO of the company.

Members are hereby further informed that Mr. Viswanathan Sivakumar is having vast experience of more than two decades in the field of Technical Textile industry as a Plant head over the years. He is also involved in managing other day to day operations of the manufacturing unit of the Company located at Dadra. Considering his varied experience and association with the Company for more than a decade.

Mr. Viswanathan Sivakumar is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has also given his consent to act as Director. The Company has also received a notice under Section 160 of the Act from a Member of the Company signifying the candidature of Mr. Viswanathan Sivakumar as a Whole-Time Director of the Company.

A brief resume of Mr. Viswanathan Sivakumar is provided in the annexure to the Notice.

Except Mr. Viswanathan Sivakumar (the appointee 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, if any in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution as set out in Item No. 4 of the Notice, for approval of the Members.

Statement containing additional information as required under schedule V of the Act for Item No 4:

I. General Information

2. Nature of industry:

FAZE THREE Autofab Limited is engaged in the field of designing, development and manufacturing of automotive textiles (specialized in car seat cover fabric). It is an approved leading supplier of Automotive Fabrics to all Tier-1, Tier-2 of Major OEM's. The company has been established in 1997 and a leading supplier of automotive fabrics to all major OEMs in India. The Company caters to automotive giants like Maruti Suzuki, Hyundai, Mahindra & Mahindra, Tata Motors, Honda, Skoda, Toyota, Nissan, Renault, GM, etc.

3. Date or expected date of commencement of commercial production:

Not applicable since the Company is established in the year 1997.

4. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

5. Financial performance based on given indicators:

The key highlights of the financial performance of the Company is as stated below:

Particulars	(in crores)		
	For the Year ended 31.03.2023	For the Year ended 31.03.2022	For the Year ended 31.03.2021
Revenue from Operations	168.47	196.03	134.14
Profit before tax	6.97	15.09	14.11
Profit for the year	4.40	12.95	11.11
Total comprehensive income for the year	4.21	12.96	11.11

6. Foreign investments or collaborations, if any:

N.A.

II. Information about the appointees:

1. Background details:

Mr. Viswanathan Sivakumar

Mr. Viswanathan Sivakumar has been associated with the Company for more than a decade. He was also appointed as CFO of the Company w.e.f. July 15, 2016 and currently serves as Executive Director and CFO of the Company. He has rich experience of more than two decades in Automotive Textile Industry. He manages day to day operations at Company's Manufacturing facilities located at Dadra.

2. Past remuneration:

The remuneration drawn for the financial year 2022-23:
Mr. Viswanathan Sivakumar - INR 33,24,000/- per annum

3. Strengths or Awards:

It's in-house manufacturing capabilities backed by continuous improvement and technology up-gradation has given the competitive edge.

4. Job profile and his suitability:

Mr. Viswanathan Sivakumar:

Mr. Viswanathan Sivakumar plays a key role in Production, costing and finance along-with the management of day to day operations at the manufacturing unit located at Dadra, Union Territory of Dadra & Nagar Haveli & Daman and Diu. His educational background and specialization in Textile and Fibre Technology greatly matches the requirements of the profile as handled by him. His experience of over two decades in the textile industry and management skills are considered apt for the role.

5. Remuneration proposed:

As per the resolution set out at item no. 4 of the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Mr. Viswanathan Sivakumar it is believed that the remuneration proposed for them is justified and commensurate with the other organizations of the similar type, size and nature.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Viswanathan Sivakumar is not related to any of the Directors or KMP.

Except for receiving remuneration and to the extent of their respective shareholdings, if any Mr. Viswanathan Sivakumar have no other pecuniary relationship with the Company.

III. Other information:**1. Reasons of loss or inadequate profits:**

The Company is making adequate profits as commensurate with the size and type of business activities. The Company expects increase in the turnover and profit margins in the coming years.

2. Steps taken or proposed to be taken for improvement:

The Company is continuously engaged in the development and designing of new products and customized solutions for its customers and looking forward to penetrate and capture the market even further through its existing relations with the OEM's.

3. Expected increase in productivity and profits in measurable terms:

The Company expects to achieve overall revenue marginally in FY 2023-24 over FY 2022-23. The profitability and margins are expected to increase in the coming years' due to gradual decrease in inflation, cost of raw materials and various cost controlling measures taken by the company over the years.

IV. Details as required under point IV of Para B of Section II of Part II of Schedule V of the Act have been disclosed in the Corporate Governance Report under heading "Remuneration to Director", which is forming a part of this Annual Report.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD - 2

Sr. No.	Name of Director	Mr. Viswanathan Sivakumar
1.	Director Identification Number	09211111
2.	Designation / Category of Directorship	Whole-time Director designated as 'Executive Director & CFO'
3.	Age	53 years
4.	Date of Birth	21/05/1970
5.	Date of first Appointment on Board	25/06/2021
6.	Qualifications	B.Tech in Fibre Technology & Diploma in Textile Technology
7.	Brief Resume/Experience/Expertise	Mr. Viswanathan Sivakumar has been associated with the Company for more than a decade. He was also appointed as CFO of the Company w.e.f. July 15, 2016 and currently serves as Executive Director and CFO of the Company. He has rich experience of more than two decades in Automotive Textile Industry. He manages day to day operations at Company's Manufacturing facilities located at Dadra.
8.	Terms and Conditions of Appointment or re-appointment	Re-appointment for a period of 3 years commencing from June 25, 2024 to June 24, 2027, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company.
9.	Remuneration to be paid	As set out in the resolution at item no. 4
10.	The last drawn remuneration	INR 33,24,000/- per annum for FY 2022-23
11.	Shareholding in the Company including beneficial ownership as on date	NIL
12.	Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Viswanathan Sivakumar is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company.
13.	The Number of Meetings of the Board attended during FY 2022-23	6/6
14.	Other Directorships in listed entities as on date	NIL
15.	Resignation from listed entity, if any in the past three years	None
16.	Memberships/ Chairmanship of Committees of other Companies	None

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

Place: Mumbai
Date: August 14, 2023

Sd/-
Akram Sati
Company Secretary
M. No. A50020