

NOTICE
27TH ANNUAL GENERAL MEETING OF
FAZE THREE AUTOFAB LIMITED

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting** of the Shareholders of **FAZE THREE Autofab Limited** will be held on **Friday, September 27, 2024 at 04:30 p.m.**, through Video Conferencing ("VC") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.
- **Ordinary Resolution.**
2. To appoint a Director in place of Mr. Ajay Anand (DIN: 00373248), who retires by rotation and being eligible, offers himself for re-appointment. - **Ordinary Resolution.**

SPECIAL BUSINESS:

3. **Appointment of Mr. Vishnu Ajay Anand (DIN: 06949617) as a Non-Executive Non-Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 197, 198 and other applicable provisions, if any, of Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for time being in force], and the Articles of Association of the Company, Mr. Vishnu Anand (DIN: 06949617), who was appointed as an Additional Director by the Board from August 19, 2024, who holds office upto the date of this Annual General Meeting under Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a 'Non-Executive Non-Independent Director' of the Company, liable to retire by rotation on such terms and conditions and remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and / or other authorities as may be required to give effect to this resolution."

4. **Re-appointment of Mr. Ajay Anand (DIN: 00373248) as the Managing Director of the Company.**

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, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V 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 the time being in force) and Articles of Association of

the Company, approval of the members be and is hereby accorded for re-appointment of Mr. Ajay Anand (DIN: 00373248), aged 69 years, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, as the Managing Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from April 1, 2025 to March 31, 2030 on such terms and conditions and such remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee the remuneration as the minimum remuneration for a period of 3 (three) years from the date of appointment or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances and benefits as specified in explanatory statement, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof and/or the Key Managerial Personnel of the company, be and are hereby 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 19, 2024

**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/-
Ajay Anand
Managing Director
DIN: 00373248**

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 27th Annual General Meeting (“AGM”/ “27th AGM”), with regard to the special businesses as set out under Item No. 3 & 4 above and the relevant details of the Director being re-appointed as mentioned under Item No. 2 above as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
2. Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, (‘MCA Circulars’) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The Company has availed the services of National Securities Depository Limited (NSDL) for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Serial no. 21).
3. In accordance with the Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India (‘ICSI’) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. In line with the MCA Circulars, the Notice calling the 27th AGM and the Annual Report for the financial year 2023-24 are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Further, the notice of AGM along with the Annual Report has also been uploaded on the website of the Company at www.fazethreeautofab.com. The Notice can also be accessed from the websites NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. Members who would like to share their views, ask queries/ questions on the Annual Report/ Financial Statements/ affairs of the Company, etc., speak at the AGM, may send an email from their registered

email address mentioning their name, DP ID and Client ID/folio number and mobile number to cs@fazethreeauto.com, at least 48 hours before the AGM scheduled time which shall be addressed at the AGM suitably.

9. The Register of Members and Share transfer books of the Company will remain closed from Friday, September 20, 2024 to Thursday, September 26, 2024, both days inclusive.
10. Members whose email address is not registered are requested to follow the below instructions:
 - a. For shares held in Electronic form: Register/ update the details in your demat account as per the process advised by your DP;
 - b. For Shares held in Physical form: Register/ update the details by sending duly filled Form ISR-1 (uploaded on the website of the Company/RTA) along with relevant proof to the Registrar and Share Transfer Agent, Link Intime India Private Limited at 247 Park, C-101, 1st floor, L.B.S Marg, Vikhroli (West), Mumbai-400083 or via email through your registered email address at rnt.helpdesk@linkintime.co.in.
11. 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.
12. 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.
13. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the MCA Circulars, 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. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
14. 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.
15. Members who are present in the meeting through 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.

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 27th 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 27th 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.
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 Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited having its office premises at C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai – 400083.
20. Further, the shareholders are informed that the shares of the Company have been delisted from BSE with effect from Wednesday, November 15, 2023. Consequently, an exit offer has commenced from November 15, 2023 and will close on November 14, 2024. All the shareholders who are still holding equity shares of the company either in demat or physical form are required to tender their shares in the exit offer as per the procedure laid out in the Exit letter of Offer dispatched to all the shareholders on November 14, 2023. In case you have not received the Exit Letter of Offer then you can also download it from the website of the Company under investor section on the following link <https://www.fazethreeautofab.com/web/investor/1boardofdirectors.html> and on the website of Manager to the Exit Offer at <https://keynoteindia.net/all-offer-documents/>.
21. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on **Tuesday, September 24, 2024 at 09:00 A.M. IST and ends on Thursday, September 26, 2024 at 05:00 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 20, 2024**, may cast their vote electronically. The voting right of the 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 20, 2024**.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>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>

Individual Shareholders holding securities in demat mode with CDSL	<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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for 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'?

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.com 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 ankitdparekh@adparekh.com with a copy marked to evoting@nsdl.com. 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 or send a request to (Mr. Sagar Gudhate) at evoting@nsdl.com

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.com for procuring user id and password for e-voting by providing above mentioned documents.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

22. OTHERS:

- i. 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.
- ii. During the 27th 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 19, 2024**

**Sd/-
Ajay Anand
Managing Director
DIN: 00373248**

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

Item No. 3 - Appointment of Mr. Vishnu Anand (DIN: 06949617) as a Non-Executive Non-Independent Director of the Company.

The Board of Directors at its meeting held on August 19, 2024, on recommendation of Nomination Remuneration Committee, had appointed Mr. Vishnu Ajay Anand (DIN: 06949617) as an Additional Director (Non-Executive) of the Company with effect from August 19, 2024.

The term of Mr. Vishnu Anand as an Additional Non-Executive Director is upto the conclusion of the ensuing AGM. Considering the profile of Mr. Vishnu Anand, his presence on the Board of the Company will be valuable and accordingly his appointment as a Non-Executive Director, liable to retire by rotation, is being recommended to the Members.

Further, Mr. Vishnu Anand is sought to be remunerated by way of commission not exceeding 1% of the net profits of the Company of that financial year. The threshold limit prescribed for commission under Section 197 of the Companies Act, 2013 ('the Act') is 1% of the net profit of the Company if there is a Managing Director or Whole Time Director in the Company. Accordingly, the remuneration sought to be paid to Mr. Vishnu Anand is within the statutory limits of the Act.

A brief resume of Mr. Vishnu Anand is provided in the annexure to the Notice.

The Company has received a notice under Section 160 of the Act from a Member of the Company proposing his candidature as a Non-Executive Director of the Company.

Mr. Vishnu Anand is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as Director in terms of section 152 of the Act.

Except Mr. Vishnu Anand (the appointee Non-Executive Director), 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.

The Board is of a considered view that the Company will be benefitted by Mr. Vishnu Anand's experience and expertise and hence, 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. Ajay Anand (DIN: 00373248) as the Managing Director of the Company.

The Members at the 24th Annual General Meeting of the Company held on August 23, 2021 had approved the re-appointment of Mr. Ajay Anand (DIN: 00373248) as the Managing Director of the Company for a period of 3 (Three) years commencing from April 01, 2022 to March 31, 2025. Considering this, the term of Mr. Ajay Anand as the Managing Director of the Company is near to conclusion on March 31, 2025.

Mr. Ajay Anand, who shall attain the age of 70 years during the proposed tenure, is a promoter director,

heading the Company since inception. His visionary guidance has been instrumental in driving Company's growth. The Board is of a considered view that the Company will be benefitted by his management abilities and vast experience. Recognizing the significant role of Mr. Ajay Anand for the overall growth and progress of the Company during the period and keeping in view the role and responsibilities shouldered by him, the Board of Directors at its meeting held on August 19, 2024, on the recommendation of the Nomination and Remuneration Committee, approved his reappointment of as the Managing Director of the Company for another term of five (5) years w.e.f. April 01, 2025 to March 31, 2030, being liable to retire by rotation, on the terms and conditions as set out hereunder, subject to the approval of the Members of the Company.

Further, members are hereby informed that pursuant to the proviso of Section 196(3)(a) of the Act, approval of the Members by way of special resolution is required in case of appointment of a Managing Director who has attained the age of 70 years.

Members are further informed that Mr. Ajay Anand is also the Managing Director of Faze Three Limited, a listed Company having common Promoters. Such role of Mr. Ajay Anand as the Managing Director of both the Companies and the terms and payment of remuneration is/ will be subject to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013. Hence, approval of the members is sought by way of special resolution.

Mr. Ajay Anand is not disqualified from being appointed as a 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. Ajay Anand as Managing Director of the Company. Further, he satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act for being eligible for appointment.

Broad particulars of the terms of re-appointment of Mr. Ajay Anand:

- a. **Basic Salary:** INR 45 Lakhs (Rupees Forty-five Lakhs) per annum with an annual increase based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, subject to a maximum of INR 120 Lakhs per annum;
- b. **Provident Fund:** To the extent not taxable under the Income Tax Act, 1961;
- c. **Gratuity & Leaves** as per the rules of the Company.

Notwithstanding, where in any financial year during his tenure as Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration as aforesaid.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration for Mr. Ajay Anand as the MD of the Company in terms of Section 190 of the Act.

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

Except Mr. Ajay Anand (the appointee Director), Mrs. Rashmi Anand (Non-Executive Director) and Mr. Vishnu Anand (Additional 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

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT FOR ITEM NO 4:**I. General Information****1. 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.

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

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

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

Not applicable.

4. Financial performance based on given indicators:

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

(in crores)

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023	For the Year ended 31.03.2022
Revenue from Operations	198.93	168.47	196.03
Profit before tax	3.42	6.97	15.09
Profit for the year	3.39	4.40	12.95
Total comprehensive income for the year	3.07	4.21	12.96

5. Foreign investments or collaborations, if any:

The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, are investors in the Company on account of secondary market purchases.

II. Information about the appointees:**1. Background details:**

Mr. Ajay Anand, Indian Inhabitant, aged 69 years, is the founder promoter of the Company and is associated with the Company since its inception. Mr. Ajay Anand is a graduate with expert and specialized knowledge in the field of home and automotive textiles. He has more than 3 decades of experience in in textile and automotive textile industry and has led the Company throughout. His innovate approach and positive outlook has enabled the Company to become a leading supplier of automotive fabrics to all major OEMs in India.

2. Past remuneration:

The remuneration drawn for the financial year 2023-24: INR 45,00,000/-

3. Recognitions or Awards:

None

4. Job profile and his suitability:

As a Managing Director, Mr. Ajay Anand has shouldered the Company throughout the period and is entrusted with such duties and powers as have been or may from time to time be entrusted or conferred upon him by the Board. He is a first-generation entrepreneur of proven caliber and skill and has a successful experience in business management as a leader.

5. Remuneration proposed:

As per the Explanatory Statement for Item No. 4 annexed to the Notice.

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

As the Company operates in a segment which consist of only few players having similar business structure, it is very difficult to compare the remuneration pattern in the industry. However, considering the type of industry, trends in the industry, size of the Company, the responsibilities, the experience, expertise, efforts and capabilities shouldered by Mr. Ajay Anand it is believed that the remuneration proposed for him 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. Ajay Anand is husband of Mrs. Rashmi Anand (Promoter & Non-Executive Director) of the Company and father of Mr. Vishnu Anand (Additional Director). None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise.

Except for receiving remuneration and to the extent of his shareholding in the Company, Mr. Ajay Anand has no other pecuniary relationship with the Company.

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

The Company has posted a net profit after tax of Rs. 3.39 crores during the financial year ended March 31, 2024. 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 2024-25 over FY 2023-24. 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.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN TERMS OF CLAUSE 1.2.5 OF THE SECRETARIAL STANDARDS - 2

Sr. No.	Name of Director	Mr. Ajay Anand	Mr. Vishnu Anand
1.	Director Identification Number	00373248	06949617
2.	Designation / Category of Directorship	Managing Director	Non-Executive Director
3.	Age	69 years	30 years
4.	Date of Birth	16/10/1954	02/05/1994
5.	Date of first Appointment on Board	03/07/1997	19/08/2024
6.	Qualifications	Graduate	Graduate
7.	Experience	Brief resume with experience of Mr. Ajay Anand is stated in the Explanatory Statement of Item No. 4 to this Notice.	Mr. Vishnu Anand, Indian Inhabitant, aged 30 years, is the son of the founder promoter of the Company and is associated as President of Marketing in Faze Three Limited, one of our Group Companies. He was appointed as Additional Director (Non-Executive) effective from August 19, 2024, for the term ending with the conclusion of this AGM. Mr. Vishnu Anand as President of Marketing in Faze Three Limited, one of our Group Companies, holds specialized knowledge and significant understanding of market dynamics and insights into consumer behavior, market trends and competitive positioning.
8.	Terms and Conditions of Appointment or re-appointment	Re-appointment for a period of 5 years commencing from April 01, 2025 to March 31, 2030, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company, liable to retire by rotation.	Appointment as a Non-Executive Director of the Company, liable to retire by rotation, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company.
9.	The last drawn remuneration for FY 23-24	INR 45,00,000/-	NA

10.	Remuneration sought to be paid	As per the Explanatory Statement of Item No. 4 to this Notice	Commission of upto 1% of the net profit of the Company for that year
11.	Shareholding in the Company including beneficial ownership as on date	70,41,124 Equity shares	5,625 Equity shares
12.	Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Ajay Anand is husband of Mrs. Rashmi Anand (Non-Executive Director) & Father of Mr. Vishnu Anand (Additional Director)	Mr. Vishnu Anand is son of Mr. Ajay Anand (Managing Director) & Mrs. Rashmi Anand (Non-Executive Director).
13.	Number of Meetings of the Board attended during FY 2023-24	9/10	NA
14.	Directorships held in other companies as on March 31, 2024 (excluding Faze Three Autofab Limited)	i. Faze Three Limited ii. Instyle Investment Private Limited. iii. Mats and More Private Limited.	NA
15.	Resignation from listed entity, if any in the past three years	NA	NA
16.	Memberships/ Chairmanship of Committees of other Companies (excluding Faze Three Autofab Limited)	<u>Faze Three Limited</u> i. Audit Committee – Member ii. Stakeholders Relationship Committee – Member iii. CSR Committee - Chairperson	NA

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

Place: Mumbai
Date: August 19, 2024

Sd/-
Ajay Anand
Managing Director
DIN: 00373248