

FAZE THREE Autofab Limited

(Formerly known as AUNDE FAZE THREE Autofab Limited and AUNDE India Limited)

(CIN: L17120DN1997PLC000196)

Corporate Office : 63-64, 6th Floor, Mittal Court, C Wing, Nariman Point, Mumbai – 400 021, India

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

October 01, 2020

Corporate Relationship Department
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Dear Sir/Madam,

Sub: Summary of Proceedings and Voting Results of the 23rd Annual General Meeting ('AGM') of Faze Three Autofab Limited ('the Company')

Ref: Faze Three Autofab Limited (Stock Code: 532459)

In terms of the General Circular No. 20/ 2020 dated May 5, 2020 read with General Circular No. 14/ 2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (together referred to as MCA Circulars) and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (referred to as SEBI Circular) and in compliance with other applicable provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 23rd AGM of the Company was held on Wednesday, September 30, 2020, at 12:00 p.m. (IST) through Video Conferencing ('VC') to transact the business as stated in the AGM Notice dated September 04, 2020 ('Notice'). All the items of business contained in the Notice were transacted and passed by the Members with requisite majority.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations, as amended - Annexure A
- 2) Combined voting results of remote e-voting prior to the AGM along with e-voting conducted during the AGM, in relation to the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations, as amended - Annexure B
- 3) The Scrutinizer's Report dated October 01 , 2020, pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The AGM commenced at 12:00 p.m. and concluded at 12:15 p.m. (IST). The voting results along with the Scrutinizer's Report is available on the Company's website at www.fazethreeautofab.com. This is for your information and records.

Yours faithfully

For FAZE THREE Autofab Limited


AKRAM SATI

COMPANY SECRETARY



Regd. Office: Plot No. 146, Waghdhara Village Road, Dadra – 396 193, UT of D&NH
Ph: +91 260 2668539 Fax: +91 260 2668501

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Summary of proceedings of the 23rd Annual General Meeting ('AGM/Meeting') – (Annexure A)

The 23rd AGM of the Members of Faze Three Autofab Limited ('the Company') was held on Wednesday, September 30, 2020 at 12.00 p.m. (IST) through Video Conferencing ('VC').The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Akram Sati, Company Secretary & Compliance Officer, welcomed the Members to the Meeting and briefed them on details relating to their participation at the Meeting through VC.

Mr. Ajay Anand, Chairman of the Board, chaired the Meeting. The Chairman welcomed the shareholders attending through VC and gave an overview of the business of the Company moving forward he requested Mr. Akram Sati, Company Secretary of the Company to take the meeting forward on his behalf.

Mr. Akram Sati, Company Secretary at the start of the Meeting and on requisite quorum being present, called the Meeting to order.

Mr. Ajay Anand, Managing Director & Board Chairman, Mr. Vinit Rathod, Independent Director, Mr. Manan Shah, Independent Director, Mr. Viswanathan Sivakumar, Chief Financial Officer and Mr. Ankit Madhwani, Chief Financial Officer of Faze Three Group were present at the Meeting through VC from their respective locations. The Company Secretary welcomed the Directors and introduced them to the Members.

The Company Secretary informed the Members that Mr. Sanjay Dholakia, Secretarial Auditor & Scrutinizer appointed by the Company for supervising the remote e-voting prior the AGM and the e-voting during the AGM, was also present at the Meeting through VC.

The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at this AGM. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, the Registers as required under the Companies Act, 2013 were available on requisition to be made by a member by sending an email on investors@fazethreeautofab.com for inspection.

With the consent of the Members present, the Notice convening the AGM and the Auditor's Report for the year ended March 31, 2020 were taken as read. There were no qualifications, observations or adverse remarks in the Statutory and Secretarial Auditor's Reports.

In terms of the Notice dated September 04, 2020 convening the 23rd AGM of the Company, the following business were transacted at the Meeting through remote e-voting prior to the AGM and e-voting during the AGM. All Resolutions were Ordinary Resolutions.

- 1.) Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2020 together with the Report of the Auditors' and Board of Directors' thereon.
- 2) Re-Appointment of Mrs. Rashmi Anand (DIN: 00366258) who retires by rotation and being eligible, offered herself for re-appointment.
- 3) Approval of Related Party Transactions.

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Members present at the Meeting were informed that opportunity to ask questions and seek clarification(s) in advance atleast 48 hours before the start of AGM mentioning their name demat account number/folio number, email id, mobile number at investors@fazethreeautofab.com was provided to them.

The Members who did not cast their votes were made aware of the facility provided to vote during the AGM and were requested to vote accordingly. Mr. Akram Sati further informed the Members that the consolidated voting results will be disseminated to the Stock Exchange on which the Company's shares are listed and will also be made available on the website of the Company at www.vrwoodart.com and the National Securities Depository Limited at www.evoting@nsdl.com within 48 hours of the conclusion of the Meeting.

Mr. Akram Sati then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. After covering all agenda items and disseminating other information to the shareholders, Mr. Sati declared the Meeting closed at 12.15 p.m. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.

Post the conclusion of the remote e-voting, the Scrutinizers' report was received. All the Resolutions have been passed with requisite majority.

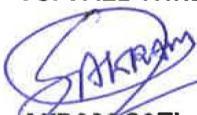
Disclosure of Material Events under Schedule III of the Regulations

1. Appointment of a Director in place of Mrs. Rashmi Anand (DIN: 00366258) who retires by rotation and being eligible, offered herself for re-appointment.

This is for your information and records.

Yours faithfully

For FAZE THREE Autofab Limited



**AKRAM SATI
COMPANY SECRETARY**



Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 - Annexure B

Date of AGM	September 30, 2020
Total number of shareholders on record date	1917
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NIL
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	7 27

RESOLUTION - 1 : To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 together with the Report of the Auditors' and Board of Directors' thereon.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8014201	8009001	99.9351	8009001	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if any)		0	0.0000	0	0	0.0000	0.0000
	Total		8009001	99.9351	8009001	0	100.0000	0.0000
Public Institutions	E-Voting	300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if any)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2708706	1513071	55.8596	1393071	120000	92.0691	7.9309
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1513071	55.8596	1393071	120000	92.0691	7.9309
Total		10723207	9522072	88.7987	9402072	120000	98.7398	1.2602

RESOLUTION - 2 :To consider appointment of Director in place of Mrs. Rashmi Anand (DIN: 00366258), who retires by rotation and being eligible, offers herself for re-appointment								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8014201	8009001	99.9351	8009001	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if any)		0	0.0000	0	0	0.0000	0.0000
	Total		8009001	99.9351	8009001	0	100.0000	0.0000
Public Institutions	E-Voting	300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if any)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2708706	1513071	55.8596	1393071	120000	92.0691	7.9309
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if any)		0	0.0000	0	0	0.0000	0.0000
	Total		1513071	55.8596	1393071	120000	92.0691	7.9309
Total		10723207	9522072	88.7987	9402072	120000	98.7398	1.2602

RESOLUTION - 3: Approval of Related Party Transactions								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8014201	8009001	99.9351	8009001	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if any)		0	0.0000	0	0	0.0000	0.0000
	Total		8009001	99.9351	8009001	0	100.0000	0.0000
Public Institutions	E-Voting	300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if any)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2708706	1513071	55.8596	1393071	120000	92.0691	7.9309
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if any)		0	0.0000	0	0	0.0000	0.0000
	Total		1513071	55.8596	1393071	120000	92.0691	7.9309
Total		10723207	9522072	88.7987	9402072	120000	98.7398	1.2602



SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

BCOM LLB FCS

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
Of 23rd Annual General Meeting
Of FAZE THREE AUTOFAB LIMITED
(Formerly known as AUNDE FAZE THREE AUTOFAB LIMITED & AUNDE India
Limited)
held on Wednesday, 30th September, 2020
Through Video Conferencing / Other Audio Visual means

Dear Sir,

I, Sanjay Dholakia & Associates, Practicing Company Secretaries, represented by Mr. Sanjay Dholakia, (Membership No. FCS - 2655), Proprietor, was appointed as the Scrutinizer for the purpose of the remote e-voting process prior to the Annual General Meeting (AGM) and e-voting process during the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in respect of below mentioned resolutions proposed at the AGM of Faze Three Autofab Limited held on Wednesday, 30th September, 2020 at 12.00 Noon through Video Conferencing / Other Audio Visual means (VC/OAVM).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the 23rd AGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process at the AGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions contained in the notice of 23rd AGM, based on the reports generated from the e-voting platform / system provided by the National Securities Depository Limited (NSDL) the authorized agency to provide e-voting facilities, engaged by the Company.





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As informed to us by the Management, the notice dated 04th September, 2020 convening the 23rd AGM of the Company through VC/OAVM held on 30th September, 2020 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Members of the Company holding shares on the record date ("Cut off" date) of 23rd September, 2020 were entitled to vote on the resolutions as set out in the notice of said AGM.

In this regard, we hereby submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), for conducting remote e-voting prior to AGM and e-voting during the AGM by the Members of the Company.
2. The remote e-voting prior to AGM period remained open from Sunday, 27th September, 2020 (9.00 a.m. IST) to Tuesday, 29th September, 2020 (5.00 p.m. IST) NSDL e-voting platform was disabled thereafter.
3. The Company had also provided e-voting facility to the Members present / logged-in at the AGM through VC and who had not cast their vote earlier.
4. We have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 29th September, 2020 from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 30th September, 2020 at 12.31 p.m. (IST) in the presence of two witnesses, who are not in the employment of the Company.
5. We have scrutinized the votes cast through both remote e-voting and e-voting during the AGM processes for the purpose of this report.
6. The particulars of all the electronic votes cast by the Members through both remote e-voting and e-voting during the AGM has been recorded in the separate registers maintained for the purpose.





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7. The result of the voting through both remote e-voting and e-voting during the AGM is as per annexure attached herewith.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

For Sanjay Dholakia & Associates

Dholakia Sanjay

SANJAY R DHOLAKIA
Practising Company Secretary
Proprietor



Membership No. FCS 2655
CP No. 1798

UDIN: F002655B000837588

Place: Mumbai

Date: 01st October, 2020

Annexure to the Scrutinizer's Report of Faze Three Autofab Limited
Result of Remote e-voting prior to AGM and E-voting during the AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
1	To consider, approve and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2020.	Ordinary Resolution	Remote E-Voting prior to AGM	41	4244971	45.15	1	120000	100.00	42	4364971
			E-Voting during the AGM	3	5157101	54.85	-	-	-	3	5157101
			Total	44	9402072	100.00	1	120000	100.00	45	9522072
2	Re-appointment of Director Mrs. Rashmi Anand (DIN: 00366258) who retires by rotation.	Ordinary Resolution	Remote E-Voting prior to AGM	41	4244971	45.15	1	120000	100.00	42	4364971
			E-Voting during the AGM	3	5157101	54.85	-	-	-	3	5157101
			Total	44	9402072	100.00	1	120000	100.00	45	9522072



Annexure to the Scrutinizer's Report of Faze Three Autofab Limited
Result of Remote e-voting prior to AGM and E-voting during the AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
3	*Approval of Related Party Transactions.	Ordinary Resolution	Remote E-Voting prior to AGM	35	1393071	100.00	1	120000	100.00	36	1513071
			E-Voting during the AGM	-	-	-	-	-	-	-	-
			Total	35	1393071	100.00	1	120000	100.00	36	1513071

*Promoter and Promoter Group being interested party in the above resolution, the votes casted by them is not considered.

For Sanjay Dholakia & Associates

Dholakia Sajay

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No. FCS 2655
CP No. 1798

UDIN: F002655B000837588

Place: Mumbai

Date: 01st October, 2020

