

**AUNDE FAZE THREE AUTOFAB LIMITED**

NOTICE is hereby given that the Second Annual General Meeting of the Company will be held on Thursday, the 30<sup>th</sup> September 1999 at 11.00 A.M. at the Registered Office of the Company at 1-2, Shiv Smriti Chambers, 49-A, Dr. Annie Besant Road, Worli, Mumbai 400018 to transact the following business:

**ORDINARY BUSINESS:**

1. receive ~~consider~~ and adopt the Audited Accounts for the year ended 31<sup>st</sup> March, 1999, together with ~~Directors'~~ Report and the Auditors' Report thereon.
2. ~~appoint~~ ~~and~~ ~~appoint~~ Auditors to hold office from the conclusion of this meeting until the ~~conclusion~~ of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

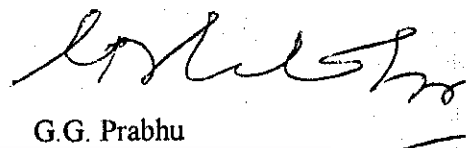
3. To consider and, if thought fit, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Gulshan Rai Sachdev, who was appointed as an Additional Director by the Board of Directors on 30<sup>th</sup> April, 1999 under Section 260 of the Companies Act, 1956 be and is hereby appointed as Director of the Company.”

6<sup>th</sup> September, 1999

By Order of the Board

Registered Office:  
1-2, Shiv Smriti Chambers,  
49-A, Dr. Annie Besant Road,  
Worli, Mumbai 400018

  
G.G. Prabhu  
Director

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company
2. The proxy duly completed and signed should be deposited at the Registered Office of the Company not later than 48 hours before the meeting.
3. Members are requested to bring their copies of the Annual Report at the time of attending the meeting.

**AUNDE FAZE THREE AUTOFAB LIMITED**

  
**DIRECTOR.**

4. Members/proxies who attend the meeting are requested to bring the enclosed attendance slip duly filled in and deliver the same at the entrance of the meeting hall.
5. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the Special Business proposed to be transacted at the meeting is enclosed as annexure hereto.

**ANNEXURE TO NOTICE**

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956.

**Item No.3**

Mr. Gulshan Rai Sachdev was appointed as Additional Director of the Company w.e.f. from 30-4-99. By virtue of the provisions of Section 260 of the Companies Act, 1956, Mr. Gulshan Rai Sachdev would, therefore, hold office only upto the ensuing annual general meeting. The notice under Section 257 of the Companies Act, 1956, is received from the members proposing appointment of Mr. Gulshan Rai Sachdev as a director of the company.

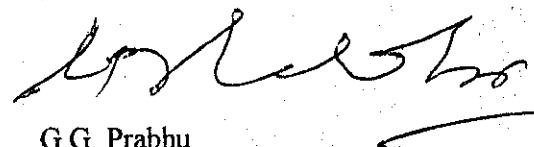
The services of Mr. Gulshan Rai Sachdev will be useful to the company and the directors, therefore, recommend his appointment.

None of the directors are deemed to be interested in the resolution except Mr. Gulshan Rai Sachdev.

6<sup>th</sup> September, 1999

By Order of the Board

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G.G. Prabhu  
Director

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**DIRECTORS' REPORT**

To,

The Shareholders.

Your Directors have pleasure in presenting the 2nd Report of your company and the Audited Accounts for the year ended 31<sup>st</sup> March, 1999

**FUTURE PLAN OF ACTION:**

The Board is pleased to inform that the Scheme of Arrangement has been finalised with Faze Three Exports Limited for hiving off its Autofab Division situated at Dadra in the Union Territory of Dadra & Nagar Haveli. After the successful implementation of the Scheme of Arrangement subsequent to approval of the Bombay High Court, your company has got a very bright future to look forward to keeping in view the boom in the Automobile Industry and the requirement of the autofabrics which can be competitively catered to by your company.

**PARTICULARS OF EMPLOYEES:**

The provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended are not applicable to the Company as none of the employees has received remuneration exceeding the limits prescribed thereunder.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ETC.**

Since the company is yet to start its manufacturing activities, the disclosure under this is not applicable to your company.

**FIXED DEPOSITS:**

During the period under review, your company has not accepted any Fixed Deposits from the Public.

**AUDITORS:**

The Auditors M/s. Majibail & Co., Chartered Accountant, Mumbai retire at the ensuing Annual General Meeting and are eligible for re-appointment. Certificate under Section 224(1B) of the Companies Act, 1956 has been received from them. Members are requested to appoint the Auditors and fix their remuneration.

6<sup>th</sup> September, 1999

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By Order of the Board



G.G. Prabhu  
Director