

FAZE THREE Autofab Limited

**24th Annual Report
2020-2021**

BOARD OF DIRECTORS AND MANAGEMENT TEAM

Mr. Ajay Anand
(DIN: 00373248)
Managing Director

Mr. V Sivakumar
(DIN: 09211111)
Additional Executive Director &
Chief Financial Officer

Mrs. Rashmi Anand
(DIN: 00366258)
Non-Executive Director

Mr. Vinit Rathod
Independent Director
(DIN: 07589863)

Mr. Manan Shah
Independent Director
(DIN: 07589737)

Mr. Kartik Jethwa
Additional Independent Director
(DIN: 08587759)

Mr. Roshan Gupta
Company Secretary
(Appointed w.e.f. 08.03.2021)

Mr. Akram Sati
Company Secretary
(Upto 07.03.2021)

BOARD COMMITTEES

Audit Committee

Vinit Rathod (Chairman)
Ajay Anand
Manan Shah

Nomination & Remuneration Committee

Vinit Rathod (Chairman)
Rashmi Anand
Manan Shah

Stakeholders Relationship Committee

Vinit Rathod (Chairman)
Ajay Anand
Manan Shah

Corporate Social Responsibility Committee

Ajay Anand (Chairman)
Rashmi Anand
Manan Shah

REGISTERED OFFICE

Plot No. 445, Waghdhara Village Road,
Village Dadra, Dadra – 396193,
Union Territory of Dadra & Nagar Haveli.
Ph.: 0260 2668539
Fax: 0260 2668501

CORPORATE OFFICE

63, Mittal Court, Wing C, Nariman Point,
Mumbai – 400 021.
Phone : 022 6660 4600 / 4351 4444
Fax : 022 2493 6811
Email: cs@fazethreeautofab.com
Website: www.fazethreeautofab.com

STATUTORY AUDITORS

M/s. Thakur Vaidyanath Aiyar & Co.,
Chartered Accountants, Mumbai.

SECRETARIAL AUDITORS

M/s. Sanjay Dholakia & Associates,
Practicing Company Secretary

REGISTRAR AND TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.
C-101, 247 Park, LBS Marg, Vikhroli (West),
Mumbai – 400 083.
Phone: 022 - 4918 6270 / 1800 1020 878
Website: <https://linkintime.co.in/>
Email: rnt.helpdesk@linkintime.co.in

BANKERS

Yes Bank Limited
The Saraswat Co-operative Bank Ltd.

FAZE THREE Autofab Limited
(Formerly known as AUNDE FAZE THREE Autofab Limited)
24TH ANNUAL REPORT FOR THE PERIOD ENDED 31ST MARCH, 2021

- | | |
|-----------------------------------|-----------------------------------------------------------------------------------|
| 1. Date of Annual General Meeting | : Monday, August 23, 2021 |
| 2. Time and Venue | : 10.00 a.m.
through Video Conferencing ("VC") |
| 3. Book Closure | : Tuesday, August 17, 2021
to Monday, August 23, 2021
(both days inclusive) |

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NOTICE**24th Annual General Meeting of
FAZE THREE Autofab Limited**

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the Shareholders of **FAZE THREE Autofab Limited** will be held on Monday, August 23, 2021 at 10.00 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, 2021 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. Approval of Related Party Transactions.**

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to the Material Related Party transactions entered into and proposed to be entered into and carried out in ordinary course of business by the Company with Faze Three Limited (CIN: L99999DN1985PLC000197), a "Related Party" as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 upto Rs. 25.00 crores (Rupees Twenty Five Crores) in the financial year 2021-2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be considered, necessary, expedient or desirable in order to give effect to this resolution."

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

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

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors and 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 thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for the re-appointment of Mr. Ajay Anand (DIN: 00373248), as the 'Managing Director' of the Company for a further period of Three (3) years with effect from April 1, 2022 to March 31, 2025, liable to retire by rotation, on the terms and conditions as to remuneration and otherwise as set out, hereunder:

- a. Salary: Rs 3,75,000/- 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 10,00,000/- per Month;

- b. Provident Fund: To the extent not taxable under the Income Tax Act, 1961;
- 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. Ajay Anand, 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.”

5. 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 **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Viswanathan Sivakumar (DIN : 09211111), who was appointed as an Additional Director (Executive) of the Company with effect from June 25, 2021 pursuant to Section 161 of the Act and who holds office of Director upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197 and 198 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 thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for the appointment of Mr. Viswanathan Sivakumar - Chief Financial Officer of the Company, as a Whole time Director, designated as ‘Executive Director & CFO’, for a period of Three (3) years with effect from June 25, 2021, 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 3,50,000/- 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.”

6. Appointment of Mr. Kartik Jethwa (DIN: 08587759) as an 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 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16, 25 & and other relevant regulations) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kartik Jethwa (DIN: 08587759), who was appointed as an Additional Director in the category of ‘Non-Executive Independent Director’ with effect from June 25, 2021 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as ‘Non-Executive Independent Director’ of the Company for a period Five (5) years upto June 24, 2026, not liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses as may be permissible under the law from time to time.

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.”

7. Re-appointment of Mr. Vinit Rathod (DIN: 07589863) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, modifications, variations or re-enactments thereof and on the recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Mr. Vinit Rathod (DIN:07589863), be and is hereby re-appointed for a second term as ‘Non-Executive Independent Director’ of the Company to hold office for a period of Five (5) years commencing from September 09, 2021 to September 08, 2026 and that he shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses as may be permissible under the law from time to time.

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.”

8. Re-appointment of Mr. Manan Shah (DIN: 07589737) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, modifications, variations or re-enactments thereof and on the recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Mr. Manan Shah (DIN: 07589737), be and is hereby re-appointed for a second term as ‘Non-Executive Independent Director’ of the Company to hold office for a period of Five (5) years commencing from February 13, 2022 to February 12, 2027 and that he shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses as may be permissible under the law from time to time.

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.”

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai

Date: July 22, 2021

Roshan Gupta
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the “Act”), in respect of businesses to be transacted at the Annual General Meeting (“AGM”), as set out under Item No(s). 3 to 8 above and the relevant details of the Directors as mentioned under Item No(s). 4 to 8 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) during the calendar year 2021. The Ministry vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 prescribed the guidelines and manner of conducting the Annual General Meeting through VC/OAVM. Complying with the said circulars, the 24th Annual general meeting (AGM) of the members of the Company is to be held through Video conferencing (VC) where the Members can attend and participate in the AGM through the provided VC facility. 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. 18).
3. Since the AGM is being conducted through VC, there is no provision for 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. The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at www.fazethreeautofab.com, on the website of Stock Exchanges i.e. BSE Limited and on the website of NSDL at www.evoting.nsdl.com.
4. Members will be eligible to participate on 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 window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
5. Members who wish to raise queries/ questions shall send an email with the query/ questions at cs@fazethreeautofab.com atleast 48 hours before the AGM scheduled time. The same will be addressed to and answered by the Company representative at the AGM.
6. Corporate members are requested to send at rnt.helpdesk@linkintime.co.in or ankitdparekh@adparekh.com before e-voting/ attending Annual General Meeting, a duly certified copy of the Board Resolution authorizing their

representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.

7. The Register of Members and Share transfer books of the Company will remain closed from Tuesday, August 17, 2021 to Monday, August 23, 2021, both days inclusive.
8. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli West, 400 083 (RTA) enclosing their share certificate(s) to enable the Company to consolidate their holdings in one single folio.
9. Members holding shares in physical form are requested to notify immediately any change in their address/ mandate/bank details to the Company or to the office of the RTA, quoting the folio number. The Members updation form is available on the website of the Company.
10. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, the Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to rnt.helpdesk@linkintime.co.in or cs@fazethreeautofab.com. Upon receipt of the member updation form, please submit the duly filled and signed member updation form to the abovementioned email ids. Post verification of the Form the email id will be registered with the Company.
11. 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
12. 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 August 16, 2021, i.e. the date prior to the commencement of book closure, 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 Friday, August 20, 2021 at 9.00 A.M. (IST) and will end on Sunday, August 22, 2021 at 17.00 P.M. (IST).
13. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
14. 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.
15. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Friday, August 20, 2021 at 09:00 a.m. and ends on Sunday, August 22, 2021 at 17:00 p.m. 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. August 16, 2021, 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 August 16, 2021.

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**

In terms of SEBI circular dated December 09, 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"> 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> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43