

General information about company		
Scrip code	530079	
NSE Symbol	FAZE3Q	
MSEI Symbol	NOTLISTED	
ISIN	INE963C01033	
Name of the entity	FAZE THREE LIMITED	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	The Company has investment in Mats & More Private Limited, Unlisted Indian Subsidiary and Faze Three US LLC, Foreign Subsidiary. However, no investment has been made nor the Company has accquired any Shares or Voting Rights in any Unlisted Company during the said quarter. Hence, Part C of Annexure I (i.e. Disclosure of Acquisition of Shares or Voting rights in Unlisted Companies) is not applicable.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No	Part D of Annexure I (i.e. Disclosure of Imposition of Fine or Penalty) is not applicable as no fine or penalty has been imposed on the Company.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	Part E of Annexure I (i.e. Disclosure of Updates to Ongoing Tax Litigations or Disputes) is not applicable as there is no ongoing Tax Litigations or Disputes.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	The Company has advanced a loan to Mats & More Limited, its wholly owned subsidiary. Additionally, the Company has provided a corporate guarantee for the loan secured by Mats & More Limited.
Risk management committee	Not Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	f00011	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Ajay Brijlal Anand	AABPA2350A	00373248	Executive Director	Chairperson related to Promoter	MD	16-10-1954
2	Mr	Sanjay Brijlal Anand	ABSPA3415C	01367853	Executive Director	Not Applicable		28-11-1961
3	Mr	Vinit Arvind Rathod	ALOPR7164H	07589863	Non-Executive - Independent Director	Not Applicable		24-11-1988
4	Mr	Manan Manoj Shah	CNPPS7991Q	07589737	Non-Executive - Independent Director	Not Applicable		01-11-1991
5	Mrs	Rashmi Ajay Anand	AADPA5108J	00366258	Non-Executive - Non Independent Director	Not Applicable		24-09-1958
6	Mr	Chuji Kondo	ZZZZZ9999Z	09744760	Non-Executive - Independent Director	Not Applicable		19-05-1956
7	Mr	James Barry Leonard	ZZZZZ9999Z	09744803	Non-Executive - Independent Director	Not Applicable		23-05-1953
8	Mr	Devajyoti Bhattacharya	AADPB0965A	00868751	Non-Executive - Independent Director	Not Applicable		17-01-1958

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		20-06-2013	01-04-2022			1	0	4	0			
2	NA		01-12-2009	01-04-2022			1	0	0	0			
3	NA		12-08-2016	12-08-2021		103.2	2	2	6	4			
4	NA		12-08-2016	12-08-2021		103.2	2	2	6	2			
5	NA		23-08-2019				1	0	0	0			
6	NA		05-10-2022	05-10-2022		29.27	1	1	0	0		Textual Information(1)	
7	NA		05-10-2022	05-10-2022		29.27	1	1	0	0		Textual Information(2)	
8	NA		13-11-2024	13-11-2024		4.19	1	1	0	0			

Text Block	
Textual Information(1)	Dummy PAN is entered for Mr. Chuji Kondo since he is a foreign national and requirement of PAN is not applicable to him.
Textual Information(2)	Dummy PAN is entered for Mr. James Barry since he is a foreign national and requirement of PAN is not applicable to him.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07589863	Vinit Arvind Rathod	Non-Executive - Independent Director	Chairperson	03-09-2016		
2	07589737	Manan Manoj Shah	Non-Executive - Independent Director	Member	03-09-2016		
3	00373248	Ajay Brijlal Anand	Executive Director	Member	20-06-2013		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07589863	Vinit Arvind Rathod	Non-Executive - Independent Director	Chairperson	03-09-2016		
2	07589737	Manan Manoj Shah	Non-Executive - Independent Director	Member	03-09-2016		
3	00366258	Rashmi Ajay Anand	Non-Executive - Non Independent Director	Member	23-08-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07589863	Vinit Arvind Rathod	Non-Executive - Independent Director	Chairperson	03-09-2016		
2	07589737	Manan Manoj Shah	Non-Executive - Independent Director	Member	03-09-2016		
3	00373248	Ajay Brijlal Anand	Executive Director	Member	20-06-2013		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00373248	Ajay Brijlal Anand	Executive Director	Chairperson	05-07-2017		
2	07589737	Manan Manoj Shah	Non-Executive - Independent Director	Member	05-07-2017		
3	01367853	Sanjay Brijlal Anand	Executive Director	Member	05-07-2017		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	13-11-2024				Yes	7	6	4
2		11-02-2025	89		Yes	8	7	5

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	13-11-2024				Yes	3	3	2	0
2	Audit Committee	11-02-2025				Yes	3	3	2	0
3	Nomination and remuneration committee	12-11-2024				Yes	3	3	2	0
4	Stakeholders Relationship Committee	12-11-2024				Yes	3	3	2	0

Annexure 1

V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Akram Sati
2	Designation	Company Secretary and Compliance Officer

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
	As per regulation 46(2) of the LODR:			
1.1	Details of business	Yes		https://fazethree.com/
1.2	Memorandum of Association and Articles of Association	Yes		https://fazethree.com/investors/moa-and-aoa
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://fazethree.com/investors/board-of-directors
2	Terms and conditions of appointment of independent directors	Yes		https://storage.googleapis.com/faze-three/files/FAZETandCofAppointmentofIndependentDirector.pdf
3	Composition of various committees of board of directors	Yes		https://fazethree.com/investors/board-committees
4	Code of conduct of board of directors and senior management personnel	Yes		https://storage.googleapis.com/faze-three/files/FTL_CodeofConduct-directors-%20Amended%2029.4.2021%20RG.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://storage.googleapis.com/faze-three/files/FAZE3WHISTLEBLOWERPOLICY.pdf
6	Criteria of making payments to non-executive directors	Yes		https://storage.googleapis.com/faze-three/files/FTL%20-%20Nomination%20and%20Remuneration%20Policy.pdf
7	Policy on dealing with related party transactions	Yes		https://storage.googleapis.com/faze-three/files/RPTPolicyFaze3.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://storage.googleapis.com/faze-three/files/FTL_Material%20Subsidiary-policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://storage.googleapis.com/faze-three/files/FAZE%20-%20Independent%20director%20familiarisation%20programme.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://fazethree.com/investors/shareholders-information
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://fazethree.com/investors/shareholders-information
12	Financial results	Yes		https://fazethree.com/investors/financial-results
13	Shareholding pattern	Yes		https://fazethree.com/investors/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of LODR Regulation			
Sr			
	As per regulation 46(2) of the LODR:		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA	
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA	
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	https://fazethree.com/investors/financial-results
18	Credit rating or revision in credit rating obtained	Yes	https://fazethree.com/investors/corporate-governance
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://fazethree.com/investors/financial-results
20	Secretarial Compliance Report	Yes	https://fazethree.com/investors/corporate-governance
21	Materiality Policy as per Regulation 30 (4)	Yes	https://storage.googleapis.com/faze-three/files/MaterialityPolicyFaze3.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://storage.googleapis.com/faze-three/files/MaterialityPolicyFaze3.pdf
23	Disclosures under regulation 30(8)	Yes	https://fazethree.com/investors/corporate-announcements
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	NA	
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://fazethree.com/investors/corporate-governance
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	https://fazethree.com/investors/esop-scheme
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://fazethree.com/investors
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://fazethree.com/investors

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Akram Sati
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	Textual Information(1)

Text Block	
Textual Information(1)	The Comapamy has a policy for Material Subsidiary in place. However, as on March 31, 2025 the Company does not have any Material Subsidiary. The Company has a Wholly owned subsidiary, Mats & More Private Limited and it has complied with the Corporate Governance requirements applicable to it.

Annexure II		
1	Name of signatory	Akram Sati
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Akram Sati
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	16-04-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

