



Date: August 05, 2025

To,
**The Board of Directors of
Faze Three Limited**

Dear Sir/Ma'am,

**Sub: Notice & Agenda for the 2nd Board Meeting of the Company for the Financial Year 2025-26
(Sr. No.: 02/2025-26)**

This is to inform you that the 2nd Meeting of the Board of Directors of the Company for FY 2025-26 is scheduled to be held on Tuesday, August 12, 2025, at 07:30 P.M. (IST) at the corporate office of the Company situated at 63, Mittal Court, C-Wing, Nariman Point, Mumbai – 400 021.

A detailed agenda of the business to be transacted at the meeting is attached herewith.

We kindly request you to make it convenient to attend the meeting.

Kindly note that the facility to participate through Video Conferencing (VC) for the above referred meeting is available to the Director(s) of the Company. The board member(s) who wish to avail the same is/are requested to intimate the Company by contacting the undersigned 48 hours before the meeting so as to make suitable arrangements. In the absence of an advance communication or confirmation from the Director(s) as above, it shall be assumed that he/she will attend the Meeting physically.

Thanking You,

Yours Faithfully,
**For and on behalf of the Board of Directors of
Faze Three Limited**

Sd/-
Akram Sati
Company Secretary & Compliance Officer
Email: cs@fazethree.com

AGENDA FOR THE SECOND MEETING OF THE BOARD OF DIRECTORS OF FAZE THREE LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR 2025-26 SCHEDULED ON TUESDAY, AUGUST 12, 2025, 07:30 P.M. (IST) AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 63, MITTAL COURT, C-WING, NARIMAN POINT, MUMBAI – 400 021. (Sr. No.: 02/2025-26)

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ITEM NO.	PARTICULARS
1.	Chairman of the Meeting.
2.	To record attendance and ascertain the presence of quorum.
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<i>Items for Information and Discussion</i>	
4.	MINUTES
4.1	To note the signed minutes of previous Board Meeting held on May 23, 2025.
4.2	To note the signed minutes of previous Committee Meetings.
4.3	To note the signed minutes of the previous Board Meeting of Mats and More Private Limited, Wholly Owned Subsidiary of the Company.
5.	To note any circular resolutions passed during the period since the last meeting of the Board of Directors held on May 23, 2025.
<i>Items for Consideration and Approval</i>	
6.	FINANCIAL MATTERS
6.1	To review and take note of the Un-Audited Financial Results of Faze Three US LLC, Wholly Owned Subsidiary of the Company for the quarter ended on June 30, 2025.
6.2	To review and take note of the Un-audited Financial Results of Mats and More Private Limited, Wholly Owned Subsidiary of the Company for the first quarter ended June 30, 2025.
6.3	To consider and approve the Un-audited Standalone and Consolidated Financial Results of the Company for the first quarter ended June 30, 2025, along with the Limited Review Report thereon, and Newspaper Advertisement to be published in compliance with SEBI LODR Regulations.
6.4	To review and discuss the business of the Company.
7.	RELATED PARTY TRANSACTIONS
7.1	To review and take note of the Related Party Transactions entered by the Company during the first quarter ended June 30, 2025.
7.2	To take note of the Omnibus Approval granted for the Related Party Transaction proposed to be entered into by the Company with Mr. Ajay Anand, Managing Director of the Company.
8.	DIRECTORS APPOINTMENT RELATED MATTERS
	To consider and recommend to the Shareholders of the Company the re-appointment of Mrs. Rashmi Anand (DIN: 00366258) who retires by rotation and being eligible offers herself for re-appointment.
9.	ANNUAL GENERAL MEETING AND RELATED MATTERS
9.1	To consider and recommend appointment of Mr. Sanjay Dholakia as the Secretarial Auditor of the company for a term of Five years (FY 2025-26 to 2029-30).
9.2	To approve the day, date, time, venue along with the Draft Notice convening the 40th Annual General Meeting of the Company (AGM) to be held through Video Conferencing Mode.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

Regd. Office: Survey 380/1, Khanvel Silvassa Road, Dapada, Silvassa – 396 230, UT of D&NH

Corporate Office: 63/64, 6th Floor, Wing C, Mittal Court, Nariman Point, Mumbai - 400021.

Tel. : 91 (22) 43514444, 66604600 * Fax : 91 (22) 24936811 * E-mail : info@fazethree.com * Website : www.fazethree.com

9.3	To fix the cut-off date and e-voting period for the purpose of 40th Annual General Meeting of the Company and decide matters relating thereto.
OTHER SECRETARIAL MATTERS	
10	To consider and approve the availing of other services from M/s. Sanjay Dholakia & Associates, Secretarial Auditor during the Financial Year 2025-26.
11	To approve the payment of sitting fees for Financial Year 2025-26
12	To approve CSR budget for Financial Year 2025-26
13	To approve Annual Action Plan for Financial Year 2025-26
14	To appoint Designated Person of the Company as per 9(4) The Companies (Management and Administration) Rules, 2014
15	To note the Performance Evaluation of the Board, it's Committees and individual Directors of the Company
16	To note quarterly compliances under SEBI Regulations for the quarter ended June 30, 2025.
17	To take note of the certificate of compliance u/r 17(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for compliances with all the applicable laws.
18	To consider and review Minimum Information to be placed before the Board pursuant to Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
19	To note the status of complaints under Prevention of Sexual Harassment Policy and Whistle Blower Policy for the quarter ended June 30, 2025.
20	Any other business with permission of Board.

**For and on behalf of the Board of Directors of
Faze Three Limited**

Sd/-

Akram Seti

Company Secretary

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AGENDA NO. 1

CHAIRMAN OF THE MEETING

Mr. Ajay Anand to occupy the Chair and conduct the Board meeting. In absence of Mr. Ajay Anand, the Board of Directors to elect a person amongst the Directors' present to act as Chairman for the meeting.

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AGENDA NO. 2

TO RECORD ATTENDANCE & ASCERTAIN QUORUM FOR THE MEETING

The Chairman shall record the attendance and ascertain the presence of necessary quorum for the meeting.

In case of attendance of any Director through video conference, the Chairman to request every Director participating through video conferencing to state, for the record, the following namely:

- i. Name;
- ii. The location from where he is participating;
- iii. That he has received the agenda and all the relevant material for the meeting; and
- iv. That no one other than the concerned director is attending or having access to the proceedings of the meeting at the location mentioned above.

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AGENDA NO. 3

TO GRANT LEAVE OF ABSENCE, IF ANY

Leave of absence to be granted to the Director/s who have requested for the same. Request (if any) shall be informed to Board at the meeting.

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4. AGENDA ITEMS FOR NOTING OF MINUTES

AGENDA NO. 4.1

TO NOTE THE SIGNED MINUTES OF PREVIOUS BOARD MEETING HELD ON MAY 23, 2025

The signed minutes of the previous Board Meeting held on May 23, 2025, draft of which was circulated earlier, is enclosed as **Annexure A** to the agenda and the same shall be placed before the Board, at the meeting, for their noting.

AGENDA NO. 4.2

TO NOTE THE SIGNED MINUTES OF PREVIOUS COMMITTEE MEETINGS

The signed minutes of the previous meeting of the following Committees are enclosed as **Annexure B** to the agenda:

- a. The Minutes of the Meeting of Audit Committee held on May 23, 2025.
- b. The Minutes of the Corporate Social Responsibility Committee held on May 22, 2025
- c. The Minutes of the Meeting of Management Committee held on May 21, 2025
- d. The Minutes of the Meeting of Management Committee held on July 08, 2025

The Board to take note of the above.

AGENDA NO. 4.3

TO NOTE THE SIGNED MINUTES OF THE PREVIOUS BOARD MEETING OF MATS AND MORE PRIVATE LIMITED, WHOLLY OWNED SUBSIDIARY OF THE COMPANY

The signed minutes of the previous Board Meeting of Mats and More Private Limited, Wholly Owned Subsidiary of the Company, held on May 21, 2025 are enclosed as **Annexure C** to the agenda and the same shall be placed before the Board at the meeting for their noting.

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AGENDA NO. 5

TO NOTE ANY CIRCULAR RESOLUTIONS PASSED DURING THE PERIOD SINCE THE LAST MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 23, 2025

No resolutions were passed through circulation since the last Board Meeting held on May 23, 2025.

The Board is requested to take note of the same.

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6. FINANCIAL MATTERS

AGENDA NO. 6.1

TO REVIEW THE UN-AUDITED FINANCIAL RESULTS OF FAZE THREE US LLC, WHOLLY OWNED SUBSIDIARY OF THE COMPANY FOR THE QUARTER ENDED ON JUNE 30, 2025

The Un-Audited Financial Results of the Foreign Wholly Owned Subsidiary - Faze Three US LLC, for the first quarter ended on June 30, 2025 would be presented before the Board at the Meeting. The Audit Committee would also review the aforesaid Financial Results in its meeting scheduled to be held prior to this Board Meeting.

The Board to review and take note of the same.

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AGENDA NO. 6.2

TO REVIEW AND TAKE NOTE OF THE UN-AUDITED FINANCIAL RESULTS OF MATS AND MORE PRIVATE LIMITED, WHOLLY OWNED SUBSIDIARY OF THE COMPANY FOR THE FIRST QUARTER ENDED JUNE 30, 2025.

The Un-Audited Financial Results of Wholly Owned Subsidiary of the Company- Mats and More Private Limited for the first quarter ended June 30, 2025, would be presented before the Board at the Meeting. The Audit Committee would also review the said Financial Results in its meeting scheduled to be held prior to this Board Meeting.

The Board to review and take note of the same.

AGENDA NO. 6.3

TO CONSIDER AND APPROVE THE UN-AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS OF THE COMPANY FOR THE FIRST QUARTER ENDED ON JUNE 30, 2025, ALONG WITH THE LIMITED REVIEW REPORT THEREON, AND NEWSPAPER ADVERTISEMENT TO BE PUBLISHED IN COMPLIANCE WITH THE SEBI LODR REGULATIONS.

The Copy of the Un-Audited Financial Results (Standalone and Consolidated) of the Company for the first quarter ended on June 30, 2025 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') shall be presented at the meeting for consideration and approval of the Board of Directors of the Company.

The Audit Committee in its meeting scheduled to be held prior to this Board meeting would also review and recommend the said Financial Results to the Board.

Further, the following shall also be presented before the Board for their review / approval:

- i. the Certificate from the Managing Director (MD) and Chief Financial Officer (CFO) pursuant to the provisions of Regulation 33(2)(a) of the LODR Regulations, certifying that the said Financial Results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading, would be presented at the Meeting for the noting of the Board.
- ii. Newspaper advertisement as per Regulation 47 of the LODR Regulations for publication of the Financial Results for the first quarter ended June 30, 2025.

The Financial Results being Unpublished Price Sensitive Information would be presented before the Board at the Meeting and are not circulated with this agenda. The Board to review and approve the same by passing the below mentioned resolutions with or without modifications:

RESOLUTION NO. 01

"RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Un-Audited Financial Results (Standalone and Consolidated) of the Company for the quarter ended June 30, 2025 as reviewed and recommended by Audit Committee and placed before the Board, and duly initialed by the Chairman for the purpose of identification, be and are hereby approved.

RESOLVED FURTHER THAT Mr. Ajay Anand, Chairman and Managing Director be and is hereby authorised to sign the said Standalone and Consolidated Un-Audited Financial Results and the same be submitted to the Statutory Auditors of the Company for their Limited Review Report thereon pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT Mr. Ajay Anand, Chairman and Managing Director; Mr. Ankit Madhwani, Chief Financial Officer and Mr. Akram Sati, Company Secretary of the Company, be and are hereby severally authorized to submit the said results along with the Limited Review Report thereon to BSE

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Limited and National Stock Exchange of India Limited and also arrange to get the said Financial Results published in the newspapers as required under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and to do all such acts, deeds, matters and things as may be necessary to give full effect to this resolution.”

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AGENDA NO. 6.4

TO REVIEW AND DISCUSS THE BUSINESS OF THE COMPANY.

The Board shall review and discuss in general regarding the business of the Company for the quarter ended June 30, 2025.

7. RELATED PARTY TRANSACTIONS

AGENDA NO. 7.1

TO REVIEW AND TAKE NOTE OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FIRST QUARTER ENDED JUNE 30, 2025.

A summary of Transactions with Related Parties entered during the first quarter ended June 30, 2025, enclosed in **Annexure D** and as reviewed by the Audit Committee in its meeting prior to this Board Meeting, shall be placed before the Board for its noting.

The Board shall review and take note of the same.

AGENDA NO. 7.2

TO TAKE NOTE OF OMNIBUS APPROVAL GRANTED FOR THE RELATED PARTY TRANSACTION PROPOSED TO BE ENTERED INTO BY THE COMPANY WITH MR. AJAY ANAND, MANAGING DIRECTOR OF THE COMPANY

Section 177(4)(iv) of the Companies Act, 2013 and Regulation 23(3) of the SEBI (LODR) Regulation, the Audit committee at its meeting scheduled to be held prior to this meeting shall consider the Related Party Transaction proposed to be entered into by the Company with Mr. Ajay Anand, Managing Director of the Company for a period from September 01, 2025 to March 31, 2026. The details of the said transaction are enclosed as **Annexure E**.

The Committee if thought fit, shall grant omnibus approval for the same.

The Board shall be requested to take note of the said transaction.

NOTE: Mr. Ajay Anand, Chairman and Managing Director; Mr. Sanjay Anand, Whole-Time Director and Mrs. Rashmi Anand, Non-Executive Director; being interested and related parties to this agenda shall neither vote nor be present while transacting this particular agenda.

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8. DIRECTORS APPOINTMENT RELATED MATTERS

AGENDA NO 8

TO CONSIDER AND RECOMMEND TO THE SHAREHOLDERS OF THE COMPANY, THE RE-APPOINTMENT OF MRS. RASHMI ANAND (DIN: 00366258), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT AS THE DIRECTOR OF THE COMPANY

The Chairman shall inform the Board that pursuant to the provisions of Section 152(6)(a) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 at least one third of the two third of the total number of Directors (other than Independent Directors) who have been in office for the longest duration are liable to retire by rotation, at every Annual General Meeting ("AGM") of the Company and are eligible for re-appointment.

Accordingly, the Board shall be apprised that Mrs. Rashmi Anand (DIN: 00366258) is liable to retire at the forthcoming AGM and being eligible, has offered herself for re-appointment.

The Board shall be further informed about the recommendation received from the Nomination and Remuneration Committee proposing Mrs. Rashmi Anand for the same.

The Board shall be requested to consider and recommend the same to the shareholders at the forthcoming Annual General Meeting.

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9. ANNUAL GENERAL MEETING AND

AGENDA NO. 9.1

TO CONSIDER AND RECOMMEND TO THE SHAREHOLDERS OF THE COMPANY THE APPOINTMENT OF MR. SANJAY DHOLAKIA AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE YEARS (FY 2025-26 TO 2029-30)

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules framed thereunder and Regulation 24A of the Listing Regulations, appointment of Secretarial Auditor is mandatory for a Listed Company who shall issue a Secretarial Audit report in Form MR-3.

Further, in accordance with the amendment to the Listing Regulations dated December 12, 2024, the appointment of a Secretarial Auditor must be approved by the shareholders at the Annual General Meeting (AGM). It further states that-

- i. An individual may be appointed as the Secretarial Auditor for a maximum of one term of five consecutive years; and
- ii. A firm may be appointed as the Secretarial Auditor for a maximum of two terms of five consecutive years.

The Audit Committee at its meeting scheduled to be held before this Board Meeting shall consider the appointment of Mr. Sanjay Dholakia of M/s. Sanjay Dholakia and Associates (Certificate of Practice Number: 1798 and Membership. No.: 2655) as the Secretarial Auditor of the Company for a term of 5 years to conduct the secretarial audit of the Company from FY 2025-26 to 2029-30 and if deemed fit, recommend the same to the Board. A consent letter received from Mr. Dholakia shall be placed before the Board for their consideration.

The Board shall consider the said recommendation and if deemed fit, pass the following resolution with or without modifications:

RESOLUTION NO. 2

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board hereby recommends to the shareholders of the Company the appointment of Mr. Sanjay Dholakia of M/s Sanjay Dholakia & Associates, Practicing Company Secretaries (Certificate of Practice Number: 1798 Membership. No.: 2655 and Peer Review Firm Number: 2036/2022) as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive years to conduct the secretarial audit of the Company from April 01, 2025 to March 31, 2030, to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the annual remuneration for Financial Year ending March 31, 2026 shall be upto Rs. 3,30,000/- (Rupees Three Lakh Thirty Thousand only plus applicable taxes and out-of-pocket expenses and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee in consultation with the Secretarial Auditor.

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RESOLVED FURTHER THAT the Directors and Key Managerial Personnels of the Company, be and are hereby severally authorized to provide the necessary assistance and information to the Secretarial Auditor for conducting the aforesaid audit.

RESOLVED FURTHER THAT any of the Directors and Key Managerial Personnels of the Company, be and are hereby severally authorized to do all such acts, deeds and matters including but not limited to preparing and filing of statutory forms, if any, with the concerned Registrar of Companies and such other things as may be necessary or expedient to implement this Resolution.”

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AGENDA NO. 9.2

TO APPROVE THE DAY, DATE, TIME, VENUE ALONG WITH THE DRAFT NOTICE CONVENING THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY (AGM) TO BE HELD THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS.

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the Company is required to convene its 40th Annual General Meeting (AGM) and hold the same on or before September 30, 2025, i.e. within 6 (Six) months from the closure of the Financial Year and the time gap between the two annual general meetings should not exceed 15 months.

The Ministry of Corporate Affairs vide its General Circular no. 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 9/2024 dated September 19, 2024, has continued the relaxation for conducting the AGM through video conferencing and other audio-visual means for the AGMs which are due on or before September 30, 2025.

In compliance to the above circulars, the Draft Notice for convening the 40th AGM of the Company shall be placed before the Board of Directors at the Meeting.

The Board is requested to decide the day, date and time for convening the 40th AGM through video conferencing facility.

The Board shall consider the said recommendation and if deemed fit, pass the following resolution with or without modifications:

RESOLUTION NO. 3

“RESOLVED THAT pursuant to Section 96 of the Companies Act, 2013, consent of the Board be and is hereby accorded to convene the 40th Annual General Meeting (AGM) of the members of the Company on _____, _____, 2025, through video conferencing at _____ am/pm and the notice convening the said Annual General Meeting as per the draft placed before the meeting be and is hereby approved.

RESOLVED FURTHER THAT Mr. Ajay Anand, Chairman and Managing Director, Mr. Ankit Madhwani, Chief Financial Officer of the Company, and Mr. Akram Sati, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to finalize the Notice, make amendments as may be deemed appropriate, sign and send the same to the members, auditors and others who are entitled to receive the Notice, through electronic mode and/or other mode as may be permitted, publish advertisement in the newspapers, reschedule the meeting and related events, if necessary, and to do all such acts, deeds, actions and to decide any questions/matters in this regard.”

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AGENDA NO. 9.3

TO FIX THE CUT-OFF DATE AND E-VOTING PERIOD FOR THE PURPOSE OF 40TH ANNUAL GENERAL MEETING OF THE COMPANY AND DECIDE MATTERS RELATING THERETO.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is compulsorily required to provide e-voting facility i.e. to exercise the right to vote at the General Meeting by electronic means to the shareholders on all the resolutions proposed to be passed at the General Meetings.

The Board shall be briefed about the process, scrutinizer, relevant dates etc. relating to voting by shareholders through electronic means in respect of the 40th AGM.

The Board shall note that the Company is required to utilize the services of any one of the agencies providing e-voting platform which is in compliance with the conditions specified by the Ministry of Corporate Affairs, Government of India, from time to time. The Board shall be informed further that the Company has engaged services of National Securities Depository Limited (NSDL) for providing e-voting platform for many years and hence, it is proposed to appoint NSDL again for providing e-voting platform.

The Board is requested to decide upon the following:

- (a) e-voting period & cut-off date
- (b) appointment of Scrutinizer
- (c) authorization to receive scrutinizer's report on e-voting and other related papers with requisite details
- (d) authorization to Company's executives to take various actions with respect to e-voting facility.

It is proposed to appoint Mr. Sanjay Dholakia of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer for the purpose of E-Voting at the 40th AGM. Further, the consent from M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, to act as Scrutinizer for scrutinizing the voting process at the 40th AGM of the Company shall be placed before the Board.

The Board shall consider the said recommendation and if deemed fit, pass the following resolution with or without modifications:

RESOLUTION NO. 4

"RESOLVED THAT pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable statutory provisions, the approval of the Board be and is hereby accorded to appoint National Securities Depository Limited as the e-voting agency to provide facility to the Shareholders of the Company to exercise their votes through electronic means (e-voting) on resolutions to be passed at the ensuing Annual General Meeting (AGM) and an events of calendar including cut-off date for voting purpose as placed before the meeting be and is hereby approved.

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RESOLVED FURTHER THAT M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries (Certificate of Practice Number: 1798, Membership. No.: 2655 and Peer Review Firm No.: 2036/2022), be and are hereby appointed to act as a Scrutinizer for e-voting process and give report thereon.

RESOLVED FURTHER THAT the Chairperson of the Meeting or in his absence, Mr. Akram Sati, Company Secretary & Compliance Officer of the Company be and are hereby authorized to receive Scrutinizer's register, report on e-voting and other related papers with requisite details;

RESOLVED FURTHER THAT Mr. Ajay Anand, Chairman and Managing Director, Mr. Sanjay Anand, Whole Time Director or Mr. Akram Sati, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do the following acts and deeds;

- a) To finalize the terms, appointment letter and fees of the Scrutinizer.
- b) To, finalize terms, consideration and sign necessary agreement, letters etc with NSDL for providing e-voting facilities.
- c) To deal with printers, mailers, courier agencies, publishers, advertising agency, postal department, transfer agents and other persons or service providers as may be necessary, finalize the terms, fees, costs etc. at fair rate and sign necessary agreement, engagement letters, confirmation etc.
- d) To sign and publish necessary notices in newspaper, sign and certify necessary documents and to do all things and to take all incidental and necessary steps in this regard including filing forms/documents as may be required, to determine date and calendar for this purpose and to settle all questions or difficulties that may arise in the course of implementing this resolution and e-voting."

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OTHER SECRETARIAL AGENDA ITEMS MATTERS

AGENDA NO. 10

TO CONSIDER AND APPROVE AVAILING OF OTHER SERVICES FROM M/S. SANJAY DHOLAKIA & ASSOCIATES, SECRETARIAL AUDITOR DURING THE FINANCIAL YEAR 2025-26.

Pursuant to the provisions of Regulation 24A of the Listing Regulations, read with the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, the Secretarial Auditor appointed shall provide the Company only such other services as are approved by the Board of Directors, as the case may be, but which shall not include any of the following services, namely: —

- a) internal audit;
- b) design and implementation of any compliance management system, information system, policy framework, systems or processes for compliance;
- c) investment advisory services;
- d) investment banking services;
- e) rendering of outsourced compliance management, record keeping & maintenance services;
- f) management services; and
- g) any other kind of services as may be specified from time to time.

The Company may need to avail certain services such as Reports and other routine Certifications for various purposes, if required, from the Secretarial Auditors of the Company.

The Audit Committee at its meeting to be held prior to this meeting would consider and recommend to the Board, availing of the other services (except a-g as mentioned above), from the Secretarial Auditors during the FY 2025-26.

The Board on the recommendations of the Audit Committee is requested to consider and approve the same, if thought fit, and pass the appended resolution with or without any modifications:

RESOLUTION NO. 5

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, read with the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and on the recommendation of Audit Committee, the approval of the Board be and is hereby accorded to avail other services, if any, from Mr. Sanjay Dholakia of M/s. Sanjay Dholakia & Associates, Secretarial Auditor, of the Company, except which are prohibited in SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 to be availed from the Secretarial Auditors of the Company, during the Financial Year 2025-26, at such fees as may be approved by the Board upon the recommendation of the Audit Committee in consultation with the auditors.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorized to do such acts, deeds and things as may be deemed necessary to give effect to this foregoing resolution.”

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AGENDA NO. 11

TO APPROVE THE PAYMENT OF SITTING FEES FOR FINANCIAL YEAR 2025-26

The Board shall be informed that pursuant to Section 197(5) of the Companies Act 2013, a director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board. Provided that the amount of such fees shall not exceed the amount as may be prescribed in the Act.

The Board shall be further informed that the NRC at its meeting to be held before this meeting shall also consider and recommend the payment of sitting fees to the Independent Directors of the company subject to the limit prescribed under the Companies Act, 2013.

Accordingly, the Board shall consider and if deemed fit, approve the recommendation of NRC pertaining to the payment of sitting fees to the Independent Directors.

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AGENDA NO. 12

TO APPROVE CSR BUDGET FOR FINANCIAL YEAR 2025-26

The Board shall be apprised that every company to whom the provisions of section 135(1) are applicable is required to spend, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding Financial Years towards CSR

Accordingly, since the CSR provisions are applicable to the Company, the CSR Committee at its meeting to be held before this meeting shall be considering the amount to be spent towards the Company's CSR obligations for FY 2025-26 and recommend the same to the Board.

The CSR working and draft budget for FY 2025-26 as recommended by the CSR committee shall be presented before the Board at the Meeting for its approval.

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AGENDA NO. 13

TO APPROVE ANNUAL ACTION PLAN FOR FINANCIAL YEAR 2025-26

The Board shall be informed that the CSR Committee at its meeting to be held before this meeting shall formulate and recommend to the Board, an Annual Action Plan in pursuance of its CSR Policy, which shall include the following, namely:

- a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;
- b. the manner of execution of such projects or programmes;
- c. the modalities of utilization of funds and implementation schedules for the projects or programmes;
- d. monitoring and reporting mechanism for the projects or programmes and
- e. details of need and impact assessment, if any, for the projects undertaken by the Company.

The draft of the Annual Action Plan for FY 2025-26 as recommended by the CSR Committee shall be presented before the Board at the Meeting for its approval.

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AGENDA NO. 14

TO APPOINT DESIGNATED PERSON FOR THE COMPANY AS PER RULE 9(4) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Pursuant to Rule 9(4) of the Companies (Management and Administration) Rules, 2014, every company is required to designate an individual responsible for furnishing information and extending cooperation to the Registrar of Companies or any other authorized officer in relation to the beneficial interest in shares of the company. Furthermore, the particulars of the Designated Person must be disclosed in the Annual Return of the Company.

Accordingly, the Board of Directors shall consider the appointment of Mr. Akram Sati, Company Secretary and Compliance Officer of the Company, as the Designated Person in accordance with Rule 9(4) of the said Rules.

The Board shall pass the following resolution with or without modifications:

RESOLUTION NO. 6

"RESOLVED THAT pursuant to the provisions of Rule 9(4) of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Second Amendment Rules, 2023, and other applicable provisions of the Companies Act, 2013, the Board hereby designates Mr. Akram Sati, Company Secretary and Compliance Officer of the Company, as the Designated Person of the Company for the purpose of furnishing and extending co-operation for providing information to the Registrar of Companies or any other authorized officer with respect to beneficial interest in shares of the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

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AGENDA NO. 15

TO NOTE THE PERFORMANCE EVALUATION OF THE BOARD, IT'S COMMITTEES AND INDIVIDUAL DIRECTORS OF THE COMPANY

The Board shall be informed that a brief questionnaire on criteria for evaluation of performance for Financial Year ended 31st March 2025, of the Board, its committees and individual Directors, was circulated to all the Directors of the Company for evaluation of performance of the Board as a whole, its Committees and individual Directors.

Accordingly, duly filled in questionnaires received from the Directors shall be placed before the Board.

Accordingly, the Board is requested to review the Performance Evaluation Reports filled and signed by the Directors with respect to-

- (a) the performance of the Board as a whole
 - (b) the performance of its various Committees and
 - (c) the performance of individual Directors on the Board
- for the Financial Year 2024-25.

The Nomination and Remuneration Committee at its meeting scheduled to be held before this meeting shall also consider the performance evaluation based on the said questionnaires.

The Board shall be apprised of the outcome of the evaluation by the NRC of the performance of the Board, the Directors, individually, as well as the Committees of the Board.

The Board to peruse through the reports, take note of the same and opine on the evaluation.

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AGENDA NO. 16

TO NOTE QUARTERLY COMPLIANCE UNDER SEBI REGULATIONS FOR THE QUARTER ENDED JUNE 30, 2025.

The Board shall be requested to take note of the following certificates/reports enclosed herewith filed with the Stock Exchanges for the first quarter ended June 30, 2025:

Sr. No.	Particulars	Due date of Compliance	Filed On
1.	Quarterly Shareholding Pattern, pursuant to Regulation 31(1)(b) of the Listing Regulations.	21.07.2025	21.07.2025
2.	Reconciliation of Share Capital Audit Report issued by Practicing Company Secretaries, pursuant to the provisions of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018.	30.07.2025	23.07.2025
3.	Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018.	15.07.2025	08.07.2025
4.	Integrated Governance	30.07.2025	29.07.2025

The above quarterly compliances filed with BSE & NSE along with the acknowledgements are enclosed as **Annexure F** to the agenda.

AGENDA NO. 17

TO TAKE NOTE OF THE CERTIFICATE OF COMPLIANCE U/R 17(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 FOR COMPLIANCES WITH ALL THE APPLICABLE LAWS

A Certificate of Compliance with respect to all applicable laws pursuant Regulation 17(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as issued by the Managing Director of the Company, based on the certificates issued by the functional heads for the quarter ended June 30, 2025 is annexed as **Annexure G** to the agenda.

It may be noted that Company is in compliance of various laws, and rules applicable to the company.

The Board shall take note of the same.

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AGENDA NO. 18

**TO CONSIDER AND REVIEW MINIMUM INFORMATION TO BE PLACED BEFORE THE BOARD
PURSUANT TO REGULATION 17(7) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes certain minimum information which is required to be placed before the Board. Accordingly, such information, enclosed as **Annexure H** shall be placed before the Board at the meeting.

The Board shall be requested to peruse through it and take note of the same.

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AGENDA NO. 19

TO TAKE NOTE OF THE STATUS OF COMPLAINTS UNDER PREVENTION OF SEXUAL HARASSMENT POLICY AND WHISTLE BLOWER POLICY FOR THE QUARTER ENDED JUNE 30, 2025

The Board shall be requested to note that no Complaints have been received under Prevention of Sexual Harassment Policy and Whistle Blower Policy for the quarter June 30, 2025.

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AGENDA NO. 20

ANY OTHER BUSINESS WITH PERMISSION OF THE CHAIR.

The Board may transact any other business with the permission of the chair and consent of the majority of the Directors present at the Meeting.

