NOTICE

41ST ANNUAL GENERAL MEETING OF FAZE THREE LIMITED

Notice is hereby given that the **41st (Forty-First) Annual General Meeting ('AGM')** of the Members of **FAZE THREE LIMITED ('Company')** will be held on Friday, September 04, 2026 at 05.00 p.m. (IST) through Video Conferencing ('VC)/ Other Audio -Visual Means ('OAVM'), to transact the following businesses:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt the:**
   a) Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.
   b) Audited Consolidated Financial Statements for the Financial Year ended March 31, 2026 together with the Report of the Auditors thereon.
2. **To appoint a director in place of Mr. Sanjay Anand (DIN: 01367853), who retires by rotation and being eligible, offers himself for re-appointment as a director.**

SPECIAL BUSINESS:

3. **To approve appointment of Mr. Mohit Solanki (DIN: 11878759) 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 the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of Companies Act, 2013 ('the Act') read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for time being in force], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, Mr. Mohit Solanki (DIN: 11878759) who was appointed as an Additional Director (Independent) by the Board with effect from August 17, 2026 pursuant to Section 161 of the Act, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from August 17, 2026 to August 16, 2031 and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses as may be permissible under the law from time to time.

   RESOLVED FURTHER THAT the Board of Directors and/ or the Key Managerial Personnels of the Company 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, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution."
4. **To approve increase in borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013**

   To consider and if thought fit, to pass with or without modification(s), to the following resolution as a **Special Resolution:**

   "RESOLVED THAT in supersession of all the earlier resolutions passed by the Members of the Company in this regard, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee constituted or hereafter constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to borrow, from time to time in one or more tranches any sum or sums of money from any one or more of the banks, financial institutions, multilateral agencies, export credit agencies, non-banking financial companies (NBFCs), mutual funds, alternative investment funds (AIFs), foreign lenders, governmental authorities, statutory bodies, trustees, debenture holders, security trustees, and/or from any other persons, firms, body corporates, investment fund whether by way of loans, advances, credits, deposits, banking and financial facilities, secured or unsecured debentures (convertible or non-convertible), bonds, notes, commercial papers, certificates of deposit, external commercial borrowings (ECBs), foreign currency borrowings, masala bonds, perpetual debt instruments, redeemable instruments, working capital facilities (whether fund-based or non-fund-based), overdraft facilities, cash credit facilities, bill discounting facilities, buyer's credit, supplier's credit, letters of credit, bank guarantees, derivatives or hedging-linked credit facilities, inter-corporate deposits, inter-corporate loans, or through any other debt instrument, borrowing arrangement, financial accommodation or credit facility of whatsoever nature, whether existing or hereafter devised, and whether secured by way of mortgage, charge (fixed or floating), hypothecation, assignment, lien, pledge, negative lien, pari passu charge, first ranking or subordinate security interest, or any other security interest recognised under applicable law over the Company's present and future immovable and movable properties, tangible and intangible assets, receivables, book debts, actionable claims, cash flows, bank accounts, investments, securities, contractual rights, intellectual property, permits, concessions, undertakings, business, goodwill, stock-in-trade (comprising raw materials, stores, spare parts, and components, whether in stock or in transit), work-in-progress, or any other assets of whatsoever nature, notwithstanding that the monies so borrowed, together with the monies already borrowed by the Company (other than temporary loans obtained from the Company's bankers in the ordinary course of business such as short-term, cash credit arrangements, bill discounting and such other arrangements as referred to in the Explanation to Section 180(1)(c) of the Companies Act, 2013), shall not at any time exceed ₹1,000 Crores (Rupees One Thousand Crores Only) or the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee constituted or hereafter constituted by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to, including but not limited to, negotiate, finalise, vary, amend, renew, restructure, roll over, replace, prepay, assign, novate, terminate the terms and conditions on which all such monies are borrowed from time to time, as to interest, fees, commissions, premium, tenure, repayment, security, conversion, guarantees, covenants, events of default, creation, modification or release of security, and to provide guarantees, counter-guarantees, indemnities, letters of comfort, undertakings in connection with such borrowings, wherever considered necessary or expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to sign and execute such documents, deeds, writings, papers, agreements as may be required in connection with such borrowings, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

5. **To approve selling / creation of mortgage or charge on the assets of the Company as per the provisions of section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), to the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Members of the Company in this regard, and pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted or hereafter constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to create, from time to time, such mortgages, charges (whether fixed or floating), hypothecations, liens, pledges, assignments, encumbrances, or any other security interest recognized under applicable law, whether on a first ranking, pari passu, second ranking, subordinated or any other basis, in addition to the existing security created by the Company, over the whole or any part of the Company's present and/or future movable and immovable properties, tangible and intangible assets, undertakings, receivables, book debts, actionable claims, bank accounts, investments, intellectual property, goodwill, stock-in-trade (including raw materials, stores, spare parts, components, finished goods and goods in transit), work-in-progress, plant and machinery, equipment, furniture and fixtures or any other assets or rights of whatsoever nature, both present and future, and in such manner as the Board may deem fit, in favour of banks, financial institutions, lenders, creditors, trustees for the holders of debentures/bonds/other instruments, persons, body corporates, or any other entity in India or abroad to secure any present or future borrowing(s), indebtedness, financial accommodation(s), debt instrument(s) or other financial obligation(s) in rupee/foreign currency (hereinafter collectively referred to as "borrowings") provided that the total amount of borrowings together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings, shall not at any time exceed ₹1,000 Crores (Rupees One Thousand Crores Only) or the aggregate of the paid-up share capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which term shall be deemed to include any Committee constituted or hereafter constituted by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to, including but not limited to, negotiate, finalise, execute, deliver, amend, restate, renew, assign, novate, register and file such documents, deeds, writings, papers, agreements as may be required for the creation, perfection, modification, registration, release or satisfaction of such security interest and to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

Place: Mumbai
Date: August 11, 2026

By Order of the Board of Directors,
Faze Three Limited

Sd/-
Akram Sati
Company Secretary & Compliance Officer
Mem. No.: A50020

Registered Office address:
Survey No. 380/1, Khanvel Silvassa Road, Village Dapada,
UT of D&NH and D&D 396230, India

CIN: L99999DN1985PLC000197
Website: www.fazethree.com
Email id: cs@fazethree.com
Tel: 91 (22) 43514444/ 66604600

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the 'Act') in respect of the special businesses to be transacted at the 41st Annual General Meeting ('AGM'), as set out Item No. 3, 4 and 5 above and the relevant details of the Director being appointed/re-appointed as mentioned under Item No. 2 and 3 above required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the 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. The Ministry of Corporate Affairs ('MCA') vide its General Circulars Nos. 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 03/2025 dated September 22, 2025 ('MCA Circulars') has permitted the holding of the Annual General Meeting through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. The Company has availed the services of National Securities Depository Limited (NSDL) for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Serial no. 18).

3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company (deemed venue of the AGM).

4. As this AGM will be conducted through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxy by the members is not available for this AGM and hence, the proxy form and attendance slip are not annexed to this Notice. Further route map is also not annexed to this Notice.

5. Body Corporates/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Such shareholders are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of their authorized signatory(ies) to the Scrutinizer by e-mail to **sanjayrd65@gmail.com** with a copy marked to **evoting@nsdl.co.in.** Such shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on 'Upload Board Resolution/ Authority Letter' displayed under 'e- voting' tab in their login.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In accordance with the MCA Circulars, the Notice of 41st AGM and Annual Report for the Financial Year 2025-26 are being sent in electronic mode to Members whose e-mail address is registered with the Company/Registrar & Share Transfer Agent of the Company/ the Depository Participant(s)/ Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the Financial Year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

   Further, the Notice of 41st AGM along with Annual Report for the Financial Year 2025-26 is also available on the website of the Company at www.fazethree.com, on the website of Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and the MCA Circulars, 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. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This

will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. 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.

11. For receiving all communication (including Annual Report) from the Company electronically, Members are requested to register their email address by to following the below instructions:

    - For shares held in Electronic form: Register/ update the details in your demat account as per the process advised by your DP;
    - For Shares held in Physical form: Register/ update the details by sending duly filled Form ISR-1 (uploaded on the website of the Company/RTA) along with relevant proof to the Registrar and Share Transfer Agent, MUFG Intime India Private Limited at 247 Park, C-101, 1st floor, L.B.S Marg, Vikhroli (West), Mumbai-400083 or via email through your registered email address at **investor.helpdesk@in.mpms.mufg.com.**
    - Members holding shares in physical form could also use the facility for registration of email Id available at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html

12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act 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@fazethree.com .

13. The Board of Directors have appointed Mr. Sanjay Dholakia of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries (Membership No. 2655, CP No. 1798), as the Scrutinizer for scrutinizing the voting process for the AGM in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.

14. The Scrutinizer shall, after scrutinizing the votes cast through e-voting during the meeting and through remote e-voting, not later than two working days from the conclusion of the Meeting, make a Scrutinizer’s Report and submit the same to the Chairperson or a person authorized by him who shall declare the results. Results of the voting will be declared by placing the same along with the Scrutinizer’s report on the Company’s website at www.fazethree.com and on the website of NSDL at www.evoting.nsdl.com and will also be communicated to BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

15. The Company’s Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) having its office premises at C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai – 400083.

16. Members who would like to share their views, ask queries/ questions on the Annual Report/ Financial Statements/ affairs of the Company, etc., speak at the AGM, may send an email from their registered email address mentioning their name, DP ID and Client ID/folio number and mobile number to cs@fazethree.com, at least 48 hours before the AGM scheduled time which shall be addressed at the AGM suitably.

17. IEPF related information-

    The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2026, are uploaded on the website of the Company at: https://www.fazethree.com/investors/shareholders-information

    Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more are to be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. As on the date of this notice, the Company has 93,618 shares lying in the IEPF Demat Account as the dividend on such shares was not claimed or paid for a consecutive period of seven years. The said shares were transferred to IEPF on July 17, 2025. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: https://www.fazethree.com/investors/shareholders-information

The said details are also available on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. The concerned members / investors may contact the Registrar and Transfer Agent of the Company for detailed procedure to lodge the claim with IEPF Authority.

Last date to claim unclaimed / unpaid dividends before transfer to IEPF, for the Financial Year 2019-20 and 2022-23, are as under:

Year of declaration	Type of Dividend	Dividend per share	Date of declaration	Due date for transfer to IEPF
2019-20	Interim	Rs. 0.50/-	March 03, 2020	April 07, 2027
2022-23	Interim	Rs. 0.50/-	May 27, 2022	July 01, 2029

18. The instructions for members for remote e-voting and joining annual general meeting are as under:

The remote e-voting period begins on **Tuesday, September 01, 2026 at 09.00 a.m. IST and ends on Thursday, September 03, 2026 at 05.00 p.m. IST**. 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. Friday, August 28, 2026**, may cast their vote electronically. The voting right of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, August 28, 2026**.

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 9, 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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.

Type of shareholders	Login Method
	3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
   a) Click on **'Forgot User Details/Password?'** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?'** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-Voting' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password? 'or 'Physical User Reset Password? 'Option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Mr. Sagar Gudhate) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@fazethree.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@fazethree.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of 'VC/OAVM' placed under **'Join meeting'** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

19. OTHERS:

- Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@fazethree.com.
- Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed forms as available on the website of the RTA at https://web.in.mpms.mufg.com/client-downloads.html and on the website of the Company at https://www.fazethree.com/investors/important-announcements-for-physical-shareholders-two
- SEBI has, vide its Master Circular dated May 07, 2024, made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, E-mail, Bank Details, Signature) and Nomination/ Optout of Nomination. Accordingly, we urge Members holding shares of the Company in physical form to furnish their PAN, KYC and Nomination details in the required forms with the supporting documents. The said SEBI circulars, key highlights of said circulars and the necessary forms are available on the Company' website for shareholder's information at https://www.fazethree.com/investors/important-announcements-for-physical-shareholders-two.
- During the 41st AGM, the Chairman shall respond to the questions raised by the Members in advance sent through email.

By **Order of the Board of Directors**
For **Faze Three Limited**

Place: Mumbai
Date: August 11, 2026

Sd/-
Akram Sati
Company Secretary & Compliance Officer
M. No. A50020

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 3

The Board of Directors of the Company at its meeting held on August 11, 2026, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mohit Solanki as an Additional Director (Independent) of the Company with effect from August 17, 2026, pursuant to the provisions of Section 161 of the Act and have recommended his appointment as an Independent Director for a term of 5 (five) consecutive years commencing from August 17, 2026 to August 16, 2031 to the shareholders of the Company for their approval.

The Company has received all statutory disclosures / declarations, including:

i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),

ii. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act,

iii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,

iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

vi. A notice in writing by a member proposing his candidature under Section 160(1) of the Act,

vii. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

The Nomination and Remuneration Committee on the basis of the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. has recommended the candidature of Mr. Solanki.

In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director, he is independent of the Management and is a person of integrity, possesses relevant expertise / experience. The Board opines that Mr. Solanki's background and experience as detailed in **ANNEXURE I** align with the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Copy of the terms and conditions of appointment of the Independent Directors forms a part of the Nomination & Remuneration Policy of the Company which is available for inspection by the Members and is also available on the website of the Company at www.fazethree.com.

In compliance with the provisions of Section 149 & 150 read with Schedule IV of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the proposal for the appointment as Independent Director is now being placed before the Members for their approval.

Except Mr. Mohit Solanki, the appointee Independent Director, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The relevant information as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India is enclosed hereinafter at **ANNEXURE I**.

The Board recommends the appointment of Mr. Solanki as an Independent Director of the Company, as proposed in the Special Resolution set out at Item No. 3 of the Notice, for approval of the Members.

ITEM NO. 4&5

Provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by a Special Resolution, borrow money which together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of its paid up capital, free reserves and securities premium.

Further, provisions of Section 180(1)(a) of the Act read with the Rules, if any, made there under provide that the Board of Directors of the Company shall not, except with the consent of Members by a Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. The creation of mortgages, charges and other security interests over the whole or substantially the whole of the undertaking(s) of the Company to secure its borrowings may also require the approval of the Members under the said provisions.

The Members of the Company at their 29th Annual General Meeting held on September 27, 2014, had accorded their consent under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 (“Act”), authorising the Board of Directors (“Board”) to, respectively, borrow monies and to create charges, mortgages and hypothecations on the movable and immovable properties of the Company, present and future, in each case up to an overall limit of ₹300 Crores over the aggregate of the paid-up share capital, free reserves and securities premium of the Company (the total limit was Rs. 687.61 crores as on March 31, 2026).

To meet its ongoing and future business requirements — including working capital requirements, capital expenditure and other general corporate purposes — the Company may, from time to time, need to avail loans and other financial facilities from its bankers, financial institutions, lenders or investors, or other eligible sources through various borrowing arrangements or debt instruments, which may exceed the previously approved limits and to secure such borrowings by way of charges, mortgages or hypothecations or other security interests over its movable and/or immovable properties, present and future, in favour of such lenders or debenture/bond trustees.

The Board, therefore, seeks a renewed authorization, in supersession of all the earlier resolutions passed by the shareholders, enabling it to borrow and to secure such borrowings by way of charges, mortgages, hypothecations or other security interests on the Company's properties and assets, up to an enhanced limit of ₹1,000 crores, or the aggregate of paid-up share capital, free reserves and securities premium, whichever is higher. The proposed resolutions are intended to provide the Board with adequate operational and financial flexibility to access funds as and when required and to create appropriate security in connection with such borrowings in the ordinary course of the Company's business.

The Members are further informed that the aforesaid limit, if approved, shall constitute the overall maximum limit of the Company under Section 180(1)(c) of the Companies Act, 2013, and shall be available for all forms of borrowings, indebtedness and financial accommodations that may be availed by the Company from time to time. The said limit is an aggregate limit and is fungible and is not intended to operate as separate limits for different categories or sources of borrowings.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, is, in any way, concerned or interested, financially or otherwise, in the Special Resolutions set out at Item Nos. 4 and 5 of the Notice.

The Board recommends the special resolutions set out at Item Nos. 4 and 5 for the approval of the shareholders.

INFORMATION PURSUANT TO SECRETARIAL STANDARD- 2 AND REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Details of the Director proposed to be appointed/re-appointed and the terms of proposed remuneration of the Director are given below for Item No. 2 and 3 :

Sr. No.	Particulars	Mr. Sanjay Anand	Mr. Mohit Solanki
1.	Director Identification Number	01367853	11878759
2.	Designation / Category of Directorship	Whole-Time Director, Promoter	Independent Director
3.	Age	64 years	37 years
4.	Date of Birth	November 28, 1961	April 16, 1989
5.	Qualification	Graduate	Chartered Accountant, M.Com, B.Com
6.	Brief Resume & Experience/ Expertise	Brief resume with qualifications, experience and nature of expertise of Mr. Sanjay Anand is stated in the Directors Profile section and List of Skills & expertise section of the Corporate Governance Report.	Mr. Solanki is a Chartered Accountant with over a decade of professional experience across the banking and financial services sector with Barclays Bank PLC, and the Gems & Jewelry industry, where he currently serves as Head of Manufacturing Operations at L Star. His areas of expertise include accounting, finance, banking, operations, management and business administration providing him with a comprehensive understanding of financial, operational and business matters relevant to the oversight and governance of an organisation.
7.	Terms and conditions of appointment or re-appointment	Mr. Sanjay Anand has been appointed as a Whole Time Director of the Company for a period of 5 years commencing from April 01, 2025 to March 31, 2030, liable to retire by rotation	Appointment for a first term of 5 (five) consecutive years commencing from August 11, 2026 to August 10, 2031 and not liable to retirement by rotation.
8.	Date of first appointment on the Board	December 01, 2009	August 11, 2026
9.	Remuneration to be paid	In line with the remuneration terms approved by the Shareholders of the Company at their AGM on September 27, 2024	Mr. Solanki shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings
10.	The last drawn remuneration	38.40 lakhs	Not applicable
11.	Shareholding in the Company including beneficial ownership as on date	7,26,026 (2.99%) Equity shares	NIL
12.	Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Sanjay Anand is brother of Mr. Ajay Anand (Promoter and Managing Director) and brother-in-law of Mrs. Rashmi Anand (Member of Promoter Group and Non-Executive Director).	Mr. Solanki is not related to any Directors, Manager and other Key Managerial Personnel of the Company.
13.	The Number of Meetings of the Board attended during FY 2025-26	4 out of 4	Not applicable

Sr. No.	Particulars	Mr. Sanjay Anand	Mr. Mohit Solanki
14.	Directorship held in other Companies as on date (excluding Faze Three Limited)	Mats and More Private Limited	None
15.	Resignation from listed entity, if any in the past three years	Megamont Limited (Formally known as V R Woodart Limited)	None
16.	Memberships / Chairmanship of Committees of other Companies as on date (excluding Faze Three Limited)	None	None

By **Order of the Board of Directors**
For **Faze Three Limited**

Place: Mumbai
Date: August 11, 2026

Sd/-
Akram Sati
Company Secretary & Compliance Officer
M. No. A50020