



February 05, 2026

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

Dear Sir/Ma'am,

**Sub: Notice & Agenda for the 4th Board Meeting of the Company for the Financial Year 2025-26
(Sr. No.: 04/2025-26)**

This is to inform you that the 4th Meeting of the Board of Directors of the Company for FY 2025-26 is scheduled to be held on Thursday, February 12, 2026, at 05:00 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.

You are requested to kindly 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 FOURTH MEETING OF THE BOARD OF DIRECTORS OF FAZE THREE LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR 2025-26 SCHEDULED TO BE HELD ON THURSDAY, FEBRUARY 12, 2026, 05:00 P.M. (IST) AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 63, MITTAL COURT, C-WING, NARIMAN POINT, MUMBAI – 400 021. (Sr. No.: 04/2025-26)

INDEX

ITEM NO.	PARTICULARS
1.	Chairman of the Meeting.
2.	To record attendance and ascertain the presence of quorum.
3.	To grant leave of absence, if any.
<i>Items for Information and Discussion</i>	
4.	<u>MINUTES</u>
4.1.	To take note of the signed minutes of the previous meeting of the Board of Directors of the Company held on November 13, 2025.
4.2.	To take note of the signed minutes of previous meetings of the various Committees of the Board
4.3.	To take note of the minutes of Board Meeting of Mats and More Private Limited, Wholly Owned Subsidiary of the Company.
4.4.	To take on record any Circular Resolutions passed during the period since the meeting of the Board of Directors held on November 13, 2025.
5.	<u>FINANCIAL MATTERS</u>
5.1.	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 December 31, 2025.
5.2.	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 quarter and nine months ended December 31, 2025.
5.3.	To consider and approve the Standalone and Consolidated Un-audited Financial Results of the Company for the quarter and nine months ended December 31, 2025
5.4.	To review and discuss the business of the Company.
6.	<u>RELATED PARTY TRANSACTIONS</u>
6.1.	To review and take note of the Related Party Transactions entered by the Company during the quarter ended December 31, 2025
6.2.	To take note of the Omnibus approval granted by the Audit Committee of the Company for the Related Party Transactions proposed to be entered into by the Company during Financial Year 2026-27.
7.	<u>OTHER SECRETARIAL AGENDAS</u>
7.1	To re-appoint M/s. N. A. Shah & Associates LLP, Chartered Accountants as the Internal Auditor of the Company for the Financial Year 2025-26.



7.2	To approve the amendment in Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions of the Company.
7.3	To take note of the Conversion of the Company's Statutory Auditor Firm into Limited Liability Partnership (LLP).
7.4	To take note of the National Financial Reporting Authority (NFRA) Circular dated January 07, 2026
7.5	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.
7.6	To take note of the Certificate of Compliance under Regulation 17(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for compliances with all the applicable laws.
7.7	To take note of the status of complaints under Prevention of Sexual Harassment Policy and Whistle Blower Policy.
7.8	To note quarterly compliance submitted with the stock exchange under various Regulations of the Securities and Exchange Board of India for the quarter ended December 31, 2025.
7.9	To note the report on the compliances under the Company's Insider Trading Code for the quarter ended December 31, 2025.
8.	Any other business with permission of Board.

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

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

Corporate Office: 63, 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



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 Chairperson for the Meeting.

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AGENDA NO. 2

TO RECORD ATTENDANCE & ASCERTAIN THE PRESENCE OF QUORUM

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 they are participating;
- iii. That they have 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 TAKE NOTE OF THE SIGNED MINUTES OF THE PREVIOUS MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON NOVEMBER 13, 2025

The signed minutes of the previous Board Meeting held on November 13, 2025 draft of which was circulated earlier and copy enclosed as **Annexure A** to the agenda shall be placed before the Board at the Meeting for their noting.

AGENDA NO. 4.2

TO TAKE NOTE OF THE SIGNED MINUTES OF PREVIOUS MEETINGS OF THE VARIOUS COMMITTEES OF THE BOARD

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

- a. The Minutes of the meeting of Audit Committee held on November 13, 2025.
- b. The Minutes of the meeting of Stakeholders Relationship Committee held on November 12, 2025.

The Board shall be requested to take note of the same.



AGENDA NO. 4.3

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

The signed minutes of the Board Meeting of Mats and More Private Limited, Wholly Owned Subsidiary of the Company, held on November 11, 2025 are enclosed as **Annexure C** to the agenda and the Board shall be requested to note the same and taken on record.

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AGENDA NO. 4.4

TO TAKE ON RECORD ANY CIRCULAR RESOLUTIONS PASSED DURING THE PERIOD SINCE THE MEETING OF THE BOARD OF DIRECTORS HELD ON NOVEMBER 13, 2025

No resolution was passed through circulation since the Board Meeting held on November 13, 2025 till the date of this Notice. The resolutions, if any, passed later to this Notice shall be placed before the Board for their noting.

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5. AGENDA ITEMS FOR FINANCIAL MATTERS

AGENDA NO. 5.1

TO REVIEW AND TAKE NOTE OF THE UN-AUDITED FINANCIAL RESULTS OF FAZE THREE US LLC, FOREIGN WHOLLY OWNED SUBSIDIARY OF THE COMPANY, FOR THE QUARTER ENDED DECEMBER 31, 2025

The Un-Audited Financial Results of the Foreign Wholly Owned Subsidiary - Faze Three US LLC, for the quarter ended December 31, 2025, would be presented before the Board at the Meeting. The Audit Committee would also review the aforesaid Financial Results In its meeting to be held prior to this Board Meeting.

The Board shall be requested to review and take note of the same.



AGENDA NO. 5.2

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 QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2025

The Un- Audited Financial Results of Wholly Owned Subsidiary - Mats and More Private Limited for the quarter and nine months ended December 31, 2025, would be presented before the Board at the Meeting. The Audit Committee would also review the said Financial Results in its Meeting to be held prior to this Board Meeting.

The Board shall be requested to review and take note of the same.

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AGENDA NO. 5.3

TO CONSIDER, REVIEW AND APPROVE THE STANDALONE AND CONSOLIDATED UN-AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2025 ALONG WITH THENEWSPAPER ADVERTISEMENT TO BE PUBLISHED IN COMPLIANCE WITH THE LISTING REGULATIONS

The Copy of the Un-Audited Financial Results (Standalone and Consolidated) along with the Limited Review Report thereon, for the quarter and nine months ended December 31, 2025 pursuant to Regulation 33 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) would be presented at the Meeting for consideration and approval of the Board of Directors of the Company. The Financial Results being Unpublished Price Sensitive Information are not enclosed with this Notice.

Further, the following shall also be presented before the Board-

- i. the certificate from the Managing Director and Chief Financial Officer, pursuant to the provisions of Regulation 33(2)(a) of the Listing 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,
- ii. Draft of Newspaper advertisement as per Regulation 47 of the LODR Regulations for publication of the Financial Results for the and nine months ended December 31, 2025.

The Audit Committee in its meeting to be held prior to this Board Meeting, shall review and recommend the said Financial Results to the Board for its approval.

The Board shall be requested to review and approve the same by passing the below mentioned resolution with or without any modifications:

(RESOLUTION NO. 1)

“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 and nine months ended December 31, 2025, as reviewed and recommended by the Audit Committee and placed before the Board, be and is hereby approved.

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

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to submit the said results to BSE Limited and National Stock Exchange of India Limited and also arrange publish the said Financial Results in the newspapers as per the requirement and in such manner as specified 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.”

None of the Directors of the Company are concerned or interested in the aforesaid resolution.



AGENDA NO. 5.4.

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 and nine months ended December 31, 2025.

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6. RELATED PARTY TRANSACTIONS

AGENDA NO. 6.1.

TO REVIEW AND TAKE NOTE OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE QUARTER ENDED DECEMBER 31, 2025

A summary of Transactions with Related Parties entered during the quarter ended December 31, 2025, enclosed in **Annexure D** and as reviewed by the Audit Committee in its meeting held 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. 6.2.

TO TAKE NOTE OF THE OMNIBUS APPROVAL GRANTED BY THE AUDIT COMMITTEE OF THE COMPANY FOR THE RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED INTO BY THE COMPANY DURING THE FINANCIAL YEAR 2026-27.

Regulation 23(3) of the Listing Regulations provides for the Audit Committee to grant omnibus approval for the related party transactions proposed to be entered into by the Company which are repetitive in nature subject to the conditions specified thereunder. The said omnibus approval shall be valid for one year and fresh approval shall be required after the expiry of one year.

The Audit Committee at its meeting scheduled to be held prior to this Meeting shall consider the related party transactions proposed to be entered into by the Company during the Financial Year 2026-27 (i.e. from April 01, 2026 to March 31, 2027) along with their required disclosures, and if thought fit, may grant omnibus approval for the same.

The information that is to be placed before the Board in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is enclosed to this Notice as **Annexure E**.

The Board shall be informed and requested to take note of such approval if the same accorded by the Audit Committee.

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 participate, vote nor be present while transacting this particular agenda.

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7. OTHER SECRETARIAL AGENDAS

AGENDA NO. 7.1.

TO RE-APPOINT M/S. N. A. SHAH & ASSOCIATES LLP, CHARTERED ACCOUNTANTS AS THE INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26

Considering the performance and services rendered during the Financial Year 2025-26, the Company proposes to re-appoint M/S. N. A. SHAH & Associates LLP, Chartered Accountants as Internal Auditors of the Company for the Financial Year 2025–26. Alternatively, the Committee may evaluate other firms or professionals, identify the most suitable candidate, and recommend their appointment to the Board.

The Board shall accordingly be requested to consider the recommendation of the Audit Committee and if thought fit, approve such re-appointment/ appointment of a suitable firm/professional as the Internal Auditor of the Company for the Financial Year 2025-26 and fix the remuneration sought to be paid to them for conducting the Internal Audit of the Company for the said Financial Year and also review the scope of the Internal Audit to be conducted by them.

The Board shall consider the recommendation and if thought fit to re-appoint M/s. N. A. Shah & Associates LLP, Chartered Accountants, as Internal Auditor for FY 2025-26, pass the following resolution:

(RESOLUTION NO. 02)

“RESOLVED THAT pursuant to the provisions of Section 138 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other relevant rules framed thereunder, M/s. N. A. Shah & Associates LLP, Chartered Accountants (having Firm Registration No. 116560W/W100149), be and hereby re-appointed as the Internal Auditor of the Company for the Financial Year 2025-26 on such terms and conditions along with the scope and methodology for conducting the internal audit as may be decided in consultation with Audit Committee.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to finalize and fix the remuneration/ fee payable to the Internal Auditor and to settle other terms and conditions, in this regard and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the said Resolution.”

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AGENDA NO. 7.2.

TO APPROVE THE AMENDMENT IN POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS OF THE COMPANY.

The Board shall be apprised that the SEBI vide a notification dated November 18, 2025, has introduced the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025. These amendments modify certain provisions of the Listing Regulations.

Consequently, the Company needs to amend its existing Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions to ensure alignment with the revised regulatory framework.

The Audit Committee at its meeting scheduled to be held before the Board Meeting shall also consider and recommend the same to the Board for its approval.

The amended Regulations and draft of the revised Policy as enclosed in **Annexure F** shall be placed before the Board for their review and noting. The Board shall peruse through the amended policy and if deemed fit, shall approve the same by passing the following resolution:

(RESOLUTION NO. 03)

“RESOLVED THAT the Board of Directors of the Company hereby approve and adopt the amended Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, as placed before it, incorporating the amendments as notified by the Securities and Exchange Board of India (‘SEBI’) vide SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025.

RESOLVED FURTHER THAT the amended Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions shall come into force with immediate effect.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnels of the Company be and are hereby authorised to do all such acts, deed or things as may be necessary to give effect to this resolution.”

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AGENDA NO. 7.3.

TO TAKE NOTE OF THE CONVERSION OF THE COMPANY'S STATUTORY AUDITOR FIRM INTO LIMITED LIABILITY PARTNERSHIP (LLP)

The Board shall be apprised that the Company received an intimation from the Statutory Auditors of the Company, MSKA & Associates, Chartered Accountants, regarding the conversion of their existing partnership firm into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008, with effect from January 13, 2026, and that the firm shall henceforth be known as MSKA & Associates LLP, Chartered Accountants having ICAI Firm Registration Number 105047W/W101187.

The Board shall be informed that the said conversion of the Audit Firm does not result in any change in the ongoing statutory audit engagement of the Company and that the Auditors shall continue to discharge their duties as the Statutory Auditors for the remainder of their existing tenure, on the same terms and conditions as previously approved.

The Board shall take note of the same.

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AGENDA NO. 7.4.

TO TAKE NOTE OF THE NATIONAL FINANCIAL REPORTING AUTHORITY (NFRA) CIRCULAR DATED JANUARY 07, 2026

The Board shall be apprised that the Circular dated January 07, 2026, issued by the National Financial Reporting Authority (NFRA), emphasizes “Effective Communication Between Statutory Auditors and Those Charged with Governance (TCWG), including Audit Committee. The Circular reiterates the statutory requirements under the Companies Act, 2013 and the Standards on Auditing (SA 260 Revised and SA 265), highlighting the need for robust, two-way communication among Auditors, the Board, Audit Committees, and Management. The Circular along with the note of the management thereon shall be placed before the Board for their review.

The Board is requested to take note of the contents of the Circular and to deliberate on measures to ensure its effective implementation in both letter and spirit, thereby strengthening governance and compliance.

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AGENDA NO. 7.5.

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

Pursuant to Regulation 17(7) of the Listing Regulations, minimum information to be placed before the Board, for the quarter ended December 31, 2025 is enclosed to the agenda as **Annexure G**.

The Board is requested to take note of the same.

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AGENDA NO. 7.6.

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

A certificate of compliance as issued by the Managing Director of the Company with respect to all applicable laws pursuant Regulation 17(3) of Listing Regulations, based on the certificates issued by the functional heads for the quarter ended December 31, 2025 is annexed to the agenda as **Annexure H**.

The Board may note that the Company is in compliance of various laws, and rules applicable to the Company.

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AGENDA NO. 7.7.

TO TAKE NOTE OF THE STATUS OF COMPLAINTS UNDER PREVENTION OF SEXUAL HARASSMENT POLICY AND WHISTLE BLOWER POLICY

The Board shall be requested to take note that no Complaints were received under Prevention of Sexual Harassment Policy and Whistle Blower Policy for the quarter ended December 31, 2025.

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AGENDA NO. 7.8.

TO NOTE QUARTERLY COMPLIANCE SUBMITTED WITH THE STOCK EXCHANGE UNDER VARIOUS REGULATIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA FOR THE QUARTER ENDED DECEMBER 31, 2025

The Board shall be requested to take note of the following certificates/reports enclosed herewith filed with the Stock Exchanges for the quarter ended December 31, 2025:

Sr. No.	Particulars	Due date of Compliance	Complied On
1.	Quarterly Shareholding Pattern, pursuant to Regulation 31(1)(b) of the Listing Regulations.	21.01.2026	20.01.2026
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.	30.01.2026	21.01.2026
3.	Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018.	15.01.2026	09.01.2026
4.	Integrated Governance	30.01.2026	28.01.2026

The above quarterly compliances filed with Stock exchanges along with the acknowledgements are enclosed to the agenda as **Annexure I**

AGENDA NO.7.9.

TO NOTE THE REPORT ON THE COMPLIANCES UNDER THE COMPANY'S INSIDER TRADING CODE FOR THE QUARTER ENDED DECEMBER 31, 2025

A Report on the Compliance Status of the Company shall be placed before the Board pursuant to Clause 1 of Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 'SEBI (PIT) Regulations' and the Company's Code of Conduct for Prevention of Insider Trading in Securities, which requires the Compliance Officer required to report on the Compliance status on the 'SEBI (PIT) Regulations' and the Company's Code of Conduct for Prevention of Insider Trading in Securities to the Board of Directors and in particular to the Chairman of the Audit Committee.

The Audit Committee at its meeting scheduled to be held before this Meeting shall also review and note the said report.

The Board shall take note of the same.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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AGENDA NO. 8

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.

