



August 14, 2019

Corporate Relationship Department
BSE Limited,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Dear Sirs,

Sub: Un-Audited Financial Results (Standalone and Consolidated) of the Company for the quarter ended June 30, 2019

Ref: Faze Three Limited (STOCK CODE: 530079)

Pursuant to the provisions contained in Regulation 33 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company (the "Board") at its meeting held today has, *inter alia*, approved the Un-Audited Financial Results (Standalone and Consolidated) of the Company for the quarter ended June 30, 2019.

We enclose herewith a copy of the said Un-Audited Financial Results together with Limited Review Report of even date issued by MSKA & Associates, Statutory Auditors of the Company.

The meeting of the Board of Directors commenced at 11.30 a.m. and concluded at 01.30 p.m.

You are requested to kindly take the same on record and bring it to the notice of your constituents.

Yours faithfully,
For Faze Three Limited


Ankit Parekh
Company Secretary
M No. 31990



Encl. as above

Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors of
Faze Three Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Faze Three Limited ('the Company') for the quarter ended June 30, 2019 ('the Statement'), being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation').
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatements. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



MSKA

& Associates

Chartered Accountants

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited standalone financial results prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.105047W

Amrish Vaidya

Partner

Membership No.: 101739

UDIN: 19101739AAAABV1884



Place: Mumbai

Date: August 14, 2019

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of Faze Three Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors of
Faze Three Limited

1. We have reviewed the accompanying statement of consolidated unaudited financial results of Faze Three Limited ('the Holding Company') and a subsidiary (the Holding Company and a subsidiary together referred to as the 'Group') for the quarter ended June 30, 2019 ('the Statement'), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation'). Attention is drawn to the fact that the figures for the corresponding quarter ended June 30, 2018 and March 31, 2019 as reported in these consolidated unaudited financial results have been approved by the Holding Company's Board of Directors but have not been subjected to review.
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



4. The Statement includes the results of the following entity:

Sr. No	Name of the Company	Relationship with the Holding Company
1.	Faze Three US LLC	Wholly owned subsidiary

5. Based on our review conducted and procedures performed as stated in paragraph 3 above nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the financial information of a subsidiary included in the Statement, whose financial information reflect total revenues of Rs.0.29 crores, total net loss after tax of Rs.0.49 crores and total comprehensive income of Rs. (0.49) crores for the quarter ended June 30, 2019, as considered in the consolidated unaudited financial results. This financial information is unaudited and have been furnished to us by the Management and our conclusion on the consolidated unaudited financial results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited financial information approved by the Management. According to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matter.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.105047W



Amrish Vaidya

Partner

Membership No.: 101739

UDIN: 19101739AAAABW9140



Place: Mumbai

Date: August 14, 2019

FAZE THREE LIMITED

CIN : L99999DN1985PLC000197 | www.fazethree.com | info@fazethree.com | 022 435 14444 |
 Regd off: Survey no 380/1, Khanvel Silvassa road, Village Dapada, Silvassa - 396 230
 Statement of Unaudited Financial Results for the quarter ended June 30, 2019

(Rs. in Crores)

Particulars	Standalone				Consolidated			
	Quarter Ended		Year Ended		Quarter Ended		Year Ended	
	June 30, 2019	March 31, 2019 (Refer note 4)	June 30, 2018	March 31, 2019	June 30, 2019	March 31, 2019 (Refer note 5)	June 30, 2018	March 31, 2019
	Unaudited	Audited	Unaudited	Audited	Unaudited	Audited	Unaudited	Audited
I Revenue from operations	74.47	63.47	60.54	265.71	74.50	63.93	61.18	268.55
II Other income	1.17	0.55	0.40	1.77	1.17	0.55	0.40	1.77
III Total Income (I + II)	75.64	64.02	60.94	267.48	75.67	64.48	61.58	270.32
IV Expenses								
(a) Cost of materials consumed and other inputs	31.91	28.99	28.69	116.60	31.91	28.98	28.69	118.04
(b) Changes in inventories of finished goods and work-in-progress	4.81	(0.68)	(2.50)	0.18	4.87	(0.34)	(1.92)	1.59
(c) Employee benefits expense	12.77	11.09	9.88	42.62	12.77	11.09	9.88	42.62
(d) Finance costs	1.81	1.58	1.73	6.73	1.81	1.58	1.74	6.75
(e) Depreciation and amortisation expense	1.93	1.48	1.16	5.21	1.93	1.48	1.16	5.21
(f) Other expenses	16.80	16.09	18.50	77.08	17.26	16.33	18.91	78.29
Total expenses (IV)	70.03	58.55	57.46	248.42	70.55	59.12	58.46	252.50
V Profit before exceptional items and tax (III-IV)	5.61	5.47	3.48	19.06	5.12	5.36	3.12	17.82
VI Exceptional Items	-	-	-	-	-	-	-	-
VII Profit before tax (V-VI)	5.61	5.47	3.48	19.06	5.12	5.36	3.12	17.82
VIII Tax expense								
(a) Current tax	1.33	1.10	0.75	4.10	1.33	1.10	0.75	4.10
(b) Deferred tax (net)	(0.42)	0.14	(0.22)	(1.33)	(0.42)	0.14	(0.22)	(1.33)
Total tax expense (VIII)	0.91	1.24	0.53	2.77	0.91	1.24	0.53	2.77
IX Profit for the period / year (VII-VIII)	4.70	4.23	2.95	16.29	4.21	4.12	2.59	15.05
X Other comprehensive income								
Items that will not be reclassified to profit or loss								
(a) Remeasurement of the net defined benefit obligations	(0.07)	(0.07)	(0.06)	(0.25)	(0.07)	(0.07)	(0.06)	(0.25)
(b) Tax relating to items that will not be reclassified to profit or loss	0.02	0.02	0.02	0.08	0.02	0.02	0.02	0.08
Other comprehensive income for the period / year (X)	(0.05)	(0.05)	(0.04)	(0.17)	(0.05)	(0.05)	(0.04)	(0.17)
XI Total comprehensive income (IX+X)	4.65	4.18	2.91	16.12	4.16	4.07	2.55	14.88
Paid-up Equity Share capital (Face Value ₹ 10 per Share)	24.32	24.32	24.32	24.32	24.32	24.32	24.32	24.32
Other Equity (excluding revaluation reserve)				106.84				106.84
Earnings per share (₹) (not annualised for the quarters) :								
Basic	1.93	1.74	1.22	6.70	1.73	1.70	1.07	6.19
Diluted (refer note 6)	1.93	1.74	1.22	6.70	1.73	1.70	1.07	6.19

Notes as annexed to this Financial Results



Mumbai
August 14, 2019

By Order of the Board
For Faze Three Limited

Ajay Anand
Chairman & Managing Director
DIN: 00373248



Notes to Unaudited Financial Results for quarter ended June 30, 2019

1. The Unaudited Standalone and Consolidated Financial Results were reviewed and recommended by the Audit Committee and thereafter approved by the Board of Directors at their respective meetings held on August 14, 2019. The statutory auditors have expressed an unmodified opinion on these results.
2. These financial results have been prepared in accordance with the recognition and measurement principles under Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.
3. The Company operates in only one reportable segment viz. manufacturing of home textiles.
4. The figures for the quarter ended March 31, 2019 are the balancing figures between audited figures in respect of full financial year then ended and the published year to date reviewed figures upto the end of the third quarter of the financial year.
5. In the consolidated results, the figures for the quarter ended March 31, 2019 are the balancing figures between audited figures in respect of full financial year ended March 31, 2019 and the unaudited year to date figures upto December 31, 2018, which was not subjected to limited review. In the previous year, the Company had adopted to publish consolidated financial results on an annual basis. Accordingly the consolidated financial results for the quarter ended June 30, 2018 and March 31, 2019 are approved by the board of directors of the Company but have not been subjected to review by the statutory auditors.
6. There is no dilution to the basic EPS as there are no outstanding potentially dilutive shares.
7. The Company has adopted Ind AS 116 with modified retrospective approach, with effect from April 1, 2019 and applied the same to all lease contracts existing in force as on April 1, 2019. Accordingly the comparatives for the quarter ended June 30, 2018 and quarter and year ended March 31, 2019 have not been restated. There is no impact of Ind AS 116 adoption to the retained earnings as at April 1, 2019. The Company has recognised ₹ 9.86 crores as right of use assets and the corresponding lease liability as on the date of transition i.e. April 1, 2019. Further an amount of ₹ 0.63 crores has been reclassified from non-current assets to right of use assets for lease rentals. There is no material impact on profit after tax and earnings per share for the quarter ended June 30, 2019, on adoption of Ind AS 116.
8. Consolidated Financial Results includes, results of the Company's wholly owned foreign subsidiary (Faze Three US LLC). For the purpose of consolidation, the unaudited financial information have been converted and approved by the management as per Ind AS and stated in Indian currency (INR).
9. The figures for the previous period/year have been regrouped / reclassified wherever necessary, to make them comparable.

By Order of the Board
For Faze Three Limited



Ajay Anand
Chairman & Managing Director
DIN: 00373248

Mumbai
August 14, 2019

