



Date: August 05, 2024

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

Dear Sir/Ma'am,

**Sub: Notice & Agenda for the 2nd Board Meeting of the Company for the Financial Year 2024-25
(Sr. No.: 02/2024-25)**

This is to inform you that the 2nd Meeting of the Board of Directors of the Company for FY 2024-25 is scheduled to be held on Tuesday, August 13, 2024, 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 SECOND MEETING OF THE BOARD OF DIRECTORS OF FAZE THREE LIMITED (“THE COMPANY”) FOR THE FINANCIAL YEAR 2024-25 SCHEDULED ON TUESDAY, AUGUST 13, 2024, 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.: 02/2024-25)

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
Items for Information and Discussion	
4.	MINUTES
4.1	To note the signed minutes of previous Board Meeting held on 23 May, 2024
4.2	To note the signed minutes of previous Committee Meetings.
4.3	To note the signed minutes of Board Meeting of Mats and More Private Limited, Wholly Owned Subsidiary of the Company.
4.4	To note any circular resolutions passed during the period since the last meeting of the Board of Directors held on 23 May, 2024
Items for Consideration and Approval	
5.	FINANCIALS MATTERS
5.1	To review and take note of the Financial Results/Statements of Faze Three US LLC, Wholly Owned Subsidiary of the Company for the Quarter ended 30 June, 2024.
5.2	To review and take note of the Unaudited financial results of Mats & More Private Limited, wholly owned subsidiary of the company for the quarter ended June 30, 2024.
5.3	To consider and approve the Un-Audited Standalone and Consolidated Financial Results of the Company for the First quarter ended June 30, 2024 along with Limited Review Report thereon.
5.4	to review and discuss the business of the company.
6	RELATED PARTY TRANSACTIONS
6.1	To review and note the related party transactions entered into by the company during the quarter ended June 30, 2024
6.2	To recommend the Material Related Party Transactions proposed to be entered into by the Company
7.	DIRECTOR’S APPOINTMENT RELATED MATTERS
7.1	To take note of the director’s retirement by rotation
7.2	To consider and approve the re-appointment of Mr. Ajay Anand (DIN: 00373248) as the Managing Director of the Company
7.3	To consider and approve re-appointment of Mr. Sanjay Anand (DIN: 01367853) as Whole-time Director of the Company

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

8	ANNUAL GENERAL MEETING
8.1	To consider and approve the day, date, time and venue for the 39th Annual General Meeting of the Company (AGM) to be held through video conferencing mode, along with the draft Notice convening the 39th AGM of the Company and decide the dates for book closure.
8.2	To fix cutoff date and e-voting period for the purpose of 39th Annual General Meeting of the Company and decide matters relating thereto.
9.	OTHER SECRETERIAL AGENDAS
9.1	To consider and approve the payment of sitting fees for financial year 2024-25
9.2	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.
9.3	To take note of the Certificate of compliance u/r 17(3) of Sebi (Listing Obligations and Disclosures Requirements) Regulations, 2015 for compliances with all the applicable laws.
9.4	To consider and approve the CSR budget for financial year 2024-25
9.5	To consider and approve the annual action plan as recommended by CSR Committee for financial year 2024-25
9.6	To note the quarterly compliances under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the quarter ended June 30, 2024.
9.7	To note the status of complaints under Prevention of Sexual Harassment Policy and Whistle Blower Policy for the quarter ended June 30, 2024
9.8	To take note of the performance evaluation of the Board, it's Committees and Individual Directors of the Company
10	Any other business with the permission of the board

Yours Faithfully,

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

Sd/-

Akram Seti

Company Secretary

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

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

AGENDA NO. 1

CHAIRMAN OF THE MEETING

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

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

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

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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



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.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

4. AGENDA ITEMS FOR NOTING OF MINUTES

AGENDA NO. 4.1

TO NOTE THE SIGNED MINUTES OF PREVIOUS BOARD MEETING HELD ON MAY 23, 2024

The signed minutes of the previous Board Meeting held on May 23, 2024, draft of which was circulated earlier, shall be placed before the Board at the meeting for their noting.

AGENDA NO. 4.2

TO NOTE THE SIGNED MINUTES OF PREVIOUS COMMITTEE MEETINGS

The signed minutes of the previous meeting of the following Committees shall be placed before the Board at the meeting:

- a. The Minutes of the Meeting of CSR Committee held on May 22, 2024.
- b. The Minutes of the Meeting of Audit Committee held on May 23, 2024.
- c. The Minutes of the Meeting of Management Committee held on May 27, 2024.
- d. The Minutes of the Meeting of Management Committee held on July 19, 2024.

The Board to take note of the above.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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



AGENDA NO. 4.3

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

The minutes of the Board Meeting of Mats and More Private Limited, Wholly Owned Subsidiary of the Company, held on May 20, 2024 shall be placed before the Board at the meeting for their noting.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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



AGENDA NO. 4.4

TO NOTE ANY CIRCULAR RESOLUTIONS PASSED DURING THE PERIOD SINCE THE LAST MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 23, 2024

No resolutions were passed through circulation since the last Board Meeting held on May 23, 2024.

The Board is requested to 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: 63/64, 6th Floor, Wing C, Mittal Court, Nariman Point, Mumbai - 400021.

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

5. AGENDA ITEMS FOR FINANCIAL MATTERS

AGENDA NO. 5.1

TO REVIEW AND TAKE NOTE OF THE FINANCIAL RESULTS/STATEMENTS OF FAZE THREE US LLC, FOREIGN WHOLLY OWNED SUBSIDIARY OF THE COMPANY

- i. **Audited Financial Statements for the year ended December 31, 2023.**
- ii. **Un-audited Financial Results for the quarter ended June 30, 2024**

The Audited Financial Statements for the financial year ended on December 31, 2023 and The Un-Audited Financial Results for the Quarter ended June 30, 2024 of the Foreign Wholly Owned Subsidiary - Faze Three US LLC would be presented before the Board at the Meeting. The Audit Committee would also review the aforesaid financial results/statements in its meeting scheduled to be held prior to this Board Meeting.

The Board to review and take note of the same.

Consequently, for the process of filing of Form APR with the RBI, for the year ended 2023, the Board shall be requested to pass the following resolution:

“RESOLVED THAT the Audited Annual Financial Statements for the financial year ended December 31, 2023 of Faze Three US LLC, the Foreign Wholly Owned Subsidiary of the Company, as prepared and filed with the US Tax Authorities along with the Tax Return be and is hereby reviewed and noted.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to file and submit Form APR for the Year ended December 31, 2023 with the RBI.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to provide a certified copy of the said Financial Statements to the concerned authorities as may be required.”

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

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 ENDED JUNE 30, 2024.

The Un-Audited Financial Results of Wholly Owned Subsidiary of the Company- Mats and More Private Limited for the quarter ended June 30, 2024, would be presented before the Board at the Meeting. The Audit Committee would also review the said financial results in its meeting scheduled to be held prior to this Board Meeting.

The Board to review and take note of the same.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

AGENDA NO. 5.3

TO CONSIDER AND APPROVE THE UN-AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS OF THE COMPANY FOR THE FIRST QUARTER ENDED JUNE 30, 2024

The Copy of the Unaudited Financial Results (Standalone and Consolidated) of the Company for the quarter ended June 30, 2024 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be presented at the meeting for, consideration and approval of the Board of Directors of the Company.

Further, pursuant to the provisions of Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certificate from the Managing Director (MD) and Chief Financial Officer (CFO) certifying that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading, would be presented at the Meeting.

The Audit Committee in its meeting scheduled to be held prior to this Board meeting would also review the said financial results.

The financial results being Unpublished Price Sensitive Information would be presented before the Board at the Meeting.

The Board to review and approve the said results 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 Unaudited Financial Results (Standalone and Consolidated) of the Company for the first quarter ended June 30, 2024 as reviewed and recommended by 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 Unaudited Financial Results (Standalone and Consolidated) of the Company and the same be submitted to the 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 or 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 to get the said financial results published in the newspapers as required under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and to do all such acts, deeds, matters and things as may be necessary to give full effect to this resolution.”



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 ended June 30, 2024.

6. AGENDA ITEMS FOR RELATED PARTY TRANSACTIONS

AGENDA NO 6.1.

TO REVIEW AND NOTE THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE QUARTER ENDED JUNE 30, 2024.

A summary of Transactions with Related Party entered during the quarter ended June 30, 2024, enclosed in **Annexure A** and as reviewed by the Audit Committee shall be placed before the Board for its noting thereon.

The Board shall review and 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: 63/64, 6th Floor, Wing C, Mittal Court, Nariman Point, Mumbai - 400021.

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

AGENDA NO 6.2

TO RECOMMEND THE MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED INTO BY THE COMPANY

The Board shall be apprised that Regulation 23 of the Listing Regulations, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions. Effective from April 1, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company has been entering into certain transactions (“said transactions”), the summary of which is enclosed as **Annexure B** and shall be placed at the meeting, with Faze Three Autofab Limited (FTAL), a related party, on mutually agreed terms and conditions. The Company proposes to enter into the said transaction(s) during the next 5 financial years i.e., from FY 2025-26 to FY 2029-30, on mutually agreed terms and conditions, however, the aggregate value of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned hereinabove (considering the consolidated turnover of the Company for FY 2023-34). The aggregate value of the proposed transactions is upto INR 87.50 crores (excluding applicable taxes). The said transactions shall be on an arms' length basis and in the ordinary course of business of the Company.

The Board shall be further informed that the Audit Committee at its meeting scheduled to be held prior to this meeting shall be considering the proposal for entering into the said transactions and if deemed fit, shall recommend the same for the approval of the members of the Company.

The Board, based on the recommendation of the Audit Committee, shall consider and recommend the said transactions to the members of the Company for their approval at the forthcoming AGM.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

7. DIRECTORS' APPOINTMENT RELATED MATTERS

AGENDA NO. 7.1

TO TAKE NOTE OF THE DIRECTOR'S RETIREMENT BY ROTATION

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

Accordingly, the Board shall be apprised that Mr. Ajay Anand (DIN: 00373248) is liable to retire at the forthcoming AGM and being eligible, has offered himself for re-appointment.

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

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

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

AGENDA NO. 7.2

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. AJAY ANAND (DIN: 00373248) AS THE MANAGING DIRECTOR OF THE COMPANY.

The Board shall be apprised that the Members at the 36th Annual General Meeting of the Company held on August 09, 2021 had approved the re-appointment of Mr. Ajay Anand (DIN: 00373248), as the Managing Director of the Company for a period of 3 (three) years commencing from April 01, 2022 to March 31, 2025. Considering the aforementioned, the term of Mr. Ajay Anand as the Managing Director of the Company is near to conclusion on March 31, 2025.

Further the Board shall be informed that Mr. Ajay Anand is currently aged 69 years and during his new term, if reappointed, will be crossing age mark of 70 years.

The Board shall be further informed that the NRC at its meeting scheduled to be held before the Board meeting shall also consider the re-appointment of Mr. Ajay Anand as the Managing Director of the Company for a further period of 5 years, with effect from April 1, 2025 to March 31, 2030, subject to the further approval of the Members.

The Board based on the recommendation of NRC, shall be requested to consider and if deemed fit, pass the following resolution, with or without modification:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company but subject to the approval of the members in the ensuing AGM, the Board hereby approves the re-appointment of Mr. Ajay Anand (DIN: 00373248) as the Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from April 1, 2025 to March 31, 2030 on the terms mentioned below:

- i. **Basic Salary:** INR 96.00 Lakhs (Rupees Ninety-Six Lakhs) per annum with an annual increase based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, subject to a maximum of INR 120.00 Lakhs per annum;
- ii. **Commission:** Upto 1% of annual net profits.
- iii. **Performance linked bonus:** Managing Director shall be paid Performance Linked Bonus as may be decided by the Board of Directors or a Committee thereof from year to year, based on achievement of such performance parameters as may be determined by the Board of Directors or a Committee thereof from time to time.
- iv. **Perquisites:** In addition to the remuneration as stated above, Mr. Ajay Anand shall also be entitled, as per the Rules of the Company, to perquisites like accommodations (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and air passage and / or leave travel concession / allowances for self and family

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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



including dependents, personal accident insurance premium, reimbursement of club memberships and such other perquisites and allowances in accordance with the rules of the Company. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or reenactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- v. **Retirement Benefits:** The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration above.
- vi. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites

RESOLVED FURTHER THAT notwithstanding anything contained herein but subject to the approval of members, where in any financial year during the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Ajay Anand the afore-mentioned remuneration as the minimum remuneration for a period of 3 (three) years from the date of appointment or such other period as may be statutorily permitted, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution inter alia, taking approval of the members of the Company at the ensuing AGM, filing of required forms with the ROC, etc."

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

AGENDA NO. 7.3

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. SANJAY ANAND (DIN: 01367853) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY.

The Board shall be apprised that the members at the 36th Annual General Meeting of the Company held on August 09, 2021 had approved the re-appointment of Mr. Sanjay Anand (DIN: 01367853) as Whole-time Director of the Company for a period of 3 (Three) years commencing from April 01, 2022 to March 31, 2025. Considering the aforementioned, his term as the Whole Time Director of the Company is near to conclusion on March 31, 2025.

The Board shall be further informed that the NRC at its meeting scheduled to be held before the Board meeting shall also consider the re-appointment of Mr. Sanjay Anand as the Whole-time Director of the Company for a further period of 5 years, with effect from April 1, 2025 to March 31, 2030, subject to the further approval of the Members.

The Board based on the recommendation of NRC, shall be requested to consider and if deemed fit, pass the following resolution, with or without modification:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company but subject to the approval of the members in the ensuing AGM, the Board hereby approved to the re-appointment of Mr. Sanjay Anand (DIN: 01367853), as the Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from April 1, 2025 to March 31, 2030 on the terms mentioned below:

- i. **Basic Salary:** INR 48.00 Lakhs (Rupees Forty-Eight Lakhs) per annum with an annual increase based on the recommendation of the Nomination and Remuneration Committee and approval of Board, subject to a maximum of INR 75.00 Lakhs per annum;
- ii. **Commission:** Upto 0.50% of annual net profits.
- iii. **Performance linked bonus:** Whole-time Director shall be paid Performance Linked Bonus as may be decided by the Board of Directors or a Committee thereof from year to year, based on achievement of such performance parameters as may be determined by the Board of Directors or a Committee thereof from time to time.
- iv. **Perquisites:** In addition to the remuneration as stated above, Mr. Sanjay Anand shall also be entitled, as per the Rules of the Company, to perquisites like accommodations (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and air passage and / or leave travel concession / allowances for self and family including dependents, personal accident insurance premium, reimbursement of club memberships and such other perquisites and allowances in accordance with the rules of the Company. The said perquisites and allowances shall be evaluated, wherever applicable, as per the

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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



provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or reenactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- v. **Retirement Benefits:** The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration above.
- vi. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

RESOLVED FURTHER THAT notwithstanding anything contained herein but subject to the approval of members, where in any financial year during the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Sanjay Anand the afore-mentioned remuneration as the minimum remuneration for a period of 3 (three) years from the date of appointment or such other period as may be statutorily permitted, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution inter alia, taking approval of the members of the Company at the ensuing AGM, filing of required forms with the ROC, etc."

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

8. ANNUAL GENERAL MEETING

AGENDA NO 8.1.

TO CONSIDER AND APPROVE THE DAY, DATE, TIME AND VENUE FOR THE 39th ANNUAL GENERAL MEETING OF THE COMPANY (AGM) TO BE HELD THROUGH VIDEO CONFERENCING MODE ALONGWITH THE DRAFT NOTICE CONVENING THE 39th AGM OF THE COMPANY AND DECIDE THE DATES FOR BOOK CLOSURE.

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the Company is required to convene its 39th Annual General Meeting (AGM) and hold the same on or before September 30, 2024, i.e. within 6 (Six) months from the closure of the financial year and time gap between two annual general meetings should not exceed 15 months.

The Ministry of Corporate Affairs vide its General Circular 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 9/2023 dated September 25, 2023, ('MCA Circulars') has continued the relaxation for conducting the Annual General Meeting (AMG) through video conferencing mode for the AGMs which are due on or before September 30, 2024.

In compliance to the above circulars the draft notice for convening the 39th Annual General Meeting of the Company shall be placed before the Board of Directors at the meeting and the Board shall be further requested to decide the day, date and time for convening 39th AGM through video conferencing facility.

For Book Closure: Pursuant to the provisions of the Section 91 of the Companies Act, 2013, the Company is also required to close its Register of Members and Register of Share Transfer, at least once a year at the time of the Annual General Meeting of the Company and to give to the Exchange an advance notice of at least 7 working days, stating the dates of closure and specifying the purpose for which the Transfer Books are to be closed.

After discussion on the above, the following resolution may be passed with or without modification;

“RESOLVED THAT pursuant to the Section 96 of the Companies Act, 2013, the 39th Annual General Meeting of the Company be convened on _____ day, _____, 2024, at _____ a.m./ p.m. through video conferencing or other audio-visual means.

RESOLVED FURTHER THAT the notice convening the 39th Annual General Meeting of the Company along with explanatory statement, as per the draft placed before the Board, be and is hereby approved.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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



RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to finalize the Notice, make amendments as may be deemed appropriate, sign and send the same to the members, auditors and others who are entitled to receive the Notice as per Section 101(3) of Companies Act, 2013, through electronic mode and/or other mode as may be permitted, publish advertisement in the newspapers, reschedule the meeting and related events if necessary, and to do necessary acts, deeds, actions and to decide any questions/matters in this regard.

RESOLVED FURTHER THAT pursuant to the provisions of Section 91 and all other applicable provisions of the Companies Act, 2013, applicable rules made thereunder, the Register of Members and the Share Transfer Register of the Company be closed from _____day, _____, 2024 to _____day, _____day, _____, 2024 (both days inclusive) for the purpose of the 39th AGM, and that any Director, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to reschedule the above dates, if necessary, publish notice thereof in the newspaper and do all such acts, deeds and take actions in this regards as may be necessary.”

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

AGENDA NO. 8.2

TO FIX CUT OFF DATE AND E-VOTING PERIOD FOR THE PURPOSE OF 39TH ANNUAL GENERAL MEETING OF THE COMPANY AND DECIDE MATTERS RELATING THERETO.

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

The Board shall be briefed about the process, scrutinizer, relevant dates etc. relating to voting by shareholders through electronic means in respect of the 39th Annual General Meeting.

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

The Board is requested to decide the following:

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

M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, is being recommended for appointment as Scrutinizer for the purpose of remote e-voting and e-voting at the 39th AGM. Further, M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, have given their consent to Act as scrutinizer for monitoring the voting process for the 39th AGM of the Company.

After discussion, following resolution may be passed with or without modification:

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

RESOLVED FURTHER THAT M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries (Certificate of Practice Number: 1798 and Membership. No.: 2655), be and is hereby appointed to act as a Scrutinizer for e-voting process for the 39th AGM and give report thereon.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

Regd. Office: Survey 380/1, Khanvel Silvassa Road, Dapada, Silvassa – 396 230, UT of D&NH
Corporate Office: 63/64, 6th Floor, Wing C, Mittal Court, Nariman Point, Mumbai - 400021.

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



RESOLVED FURTHER THAT the Chairman or in his absence, Company Secretary of the Company be and is hereby authorized to receive Scrutinizer's report on e-voting and other related papers with requisite details.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to do the following acts and deeds;

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

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

9. OTHER SECRETARIAL MATTERS

AGENDA NO. 9.1

TO APPROVE THE PAYMENT OF SITTING FEES FOR FINANCIAL YEAR 2024-25

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

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

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

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

AGENDA NO. 9.2

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

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

The Board shall be requested to peruse through it and 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: 63/64, 6th Floor, Wing C, Mittal Court, Nariman Point, Mumbai - 400021.

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

AGENDA NO. 9.3

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

A certificate of compliance with respect to all applicable laws pursuant to Regulation 17(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as issued by the Managing Director of the Company, based on the certificates issued by the functional heads for the quarter ended June 30, 2024 is annexed as **Annexure D** to the agenda.

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

The Board shall take note of the same.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

AGENDA NO. 9.4

TO CONSIDER AND APPROVE THE CSR BUDGET FOR FINANCIAL YEAR 2024-25

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

Accordingly, since the CSR provisions are applicable to the Company, the CSR Committee at its meeting to be held before this meeting shall be considering the amount to be spent towards the Company's CSR obligations for FY 2024-25 and recommend the same to the Board.

The CSR working and draft budget for FY 2024-25 as recommended by the CSR committee shall be presented before the Board at the Meeting for its approval.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

AGENDA NO. 9.5

TO APPROVE THE ANNUAL ACTION PLAN FOR FINANCIAL YEAR 2024-25

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

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

The draft of the Annual Action Plan for FY 2024-25 as recommended by the CSR Committee shall be presented before the Board at the Meeting for its approval.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

AGENDA NO.9.6

TO NOTE THE QUARTERLY COMPLIANCES UNDER SEBI (LISTING OBLIGATION AND DISCLOSURES REGULATIONS, 2015 FOR THE PERIOD ENDED JUNE 30, 2024.

The Board shall be requested to take note of the following certificates/reports enclosed herewith filed with the Stock Exchanges for the quarter ended June 30, 2024:

Sr. No.	Particulars	Due date of Compliance	Filed On
1.	Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018.	15/07/2024	09/07/2024
2.	Quarterly compliance Certificate, giving status of Investors Complaints, pursuant to Regulation 13(3) of the Listing Regulations.	21/07/2024	09/07/2024
3.	Quarterly Compliance Report on Corporate Governance, pursuant to Regulation 27(2) of the Listing Regulations.	21/07/2024	05/07/2024
4.	Quarterly Shareholding Pattern, pursuant to Regulation 31(1)(b) of the Listing Regulations.	21/07/2024	18/07/2024
5.	Reconciliation of Share Capital Audit Report issued by Practicing Company Secretaries, pursuant to the provisions of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018.	30/07/2024	10/07/2024

The above quarterly compliances filed with Stock Exchanges along with the acknowledgements for the same shall be placed before the Board for its noting.

AGENDA NO. 9.7

TO NOTE THE STATUS OF COMPLAINTS UNDER PREVENTION OF SEXUAL HARASSMENT POLICY AND WHISTLE BLOWER POLICY FOR THE QUARTER ENDED JUNE 30, 2024.

The Board shall be informed and requested to note that no Complaints were received under Prevention of Sexual Harassment policy and Whistle Blower Policy for the quarter ended June 30, 2024.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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

AGENDA NO. 9.8

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

The Board shall be informed that detailed questionnaires covering various parameters of evaluation were circulated to the Directors for evaluation of performance of the Board as a whole, its Committees and individual directors.

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

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

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

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

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



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.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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



FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

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

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

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