



Date: November 06, 2024

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 2024-25
(Sr. No.: 04/2024-25)**

This is to inform you that the 4th Meeting of the Board of Directors of the Company for FY 2024-25 is scheduled to be held on Wednesday, November 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 FOURTH MEETING OF THE BOARD OF DIRECTORS OF FAZE THREE LIMITED (“THE COMPANY”) FOR THE FINANCIAL YEAR 2024-25 SCHEDULED ON WEDNESDAY, NOVEMBER 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.: 04/2024-25)

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4.	<u>MINUTES</u>
4.1.	To take note of the signed minutes of the previous meetings of the Board of Directors of the Company held on August 13, 2024, August 28, 2024 and September 04, 2024.
4.2.	To take note of the signed minutes of previous Committee Meetings
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 August 13, 2024.
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 and half year ended September 30, 2024.
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 half year ended September 30, 2024.
5.3.	To consider and approve the Un-audited Standalone and Consolidated Financial Results of the Company for the quarter and half year ended September 30, 2024
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 and half year ended September 30, 2024
6.2.	To review and take note of the Related Party Transactions on a consolidated basis for the half year ended September 30, 2024 for stock exchange submission.
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7.	<u>OTHER SECRETARIAL AGENDAS</u>
7.1.	To consider and approve the appointment of Mr. Devajyoti Bhattacharya (DIN: 00868751) as an Additional Director (Independent) of the Company
7.2.	To note the disclosures received from Mr. Devajyoti Bhattacharya a. Notice of interest in Form MBP-1.

	<ul style="list-style-type: none"> b. Intimation in Form DIR-8. c. Declaration of Independence d. Disclosure under the SEBI (Prohibition of Insider Trading) Regulations, 2015
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7.9.	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.
7.10.	To take note of the status of complaints under prevention of Sexual Harassment Policy and Whistle Blower Policy.
7.11.	To note quarterly compliance under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the quarter ended September 30, 2024.
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 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, 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.

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

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AGENDA NO. 3

TO GRANT LEAVE OF ABSENCE, IF ANY

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

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4. AGENDA ITEMS FOR NOTING OF MINUTES

AGENDA NO. 4.1

TO TAKE NOTE OF THE SIGNED MINUTES OF THE PREVIOUS MEETINGS OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON AUGUST 13, 2024, AUGUST 28, 2024 AND SEPTEMBER 04, 2024.

The signed minutes of the previous Board Meetings held on August 13, 2024, August 28, 2024 and September 04, 2024, 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.

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AGENDA NO. 4.2

TO TAKE NOTE OF THE SIGNED MINUTES OF PREVIOUS COMMITTEE MEETINGS

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

- a. The Minutes of the Meetings of Audit Committee held on August 13, 2024 and August 27, 2024.
- b. The Minutes of the Meeting of Corporate Social Responsibility Committee held on August 08, 2024.
- c. The Minutes of the Meeting of Nomination Remuneration Committee held on August 08, 2024 and August 27, 2024.
- d. The Minutes of the Meeting of Management Committee held on September 17, 2024.

The Board to take note of the above.

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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 August 06, 2024 are enclosed as **Annexure C** to the agenda and the same shall be noted and taken on record by the Board.

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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 AUGUST 13, 2024.

No resolution was passed through circulation since the Board Meeting held on August 13, 2024.

The Board is requested to take note of the same.

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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 AND HALF YEAR ENDED SEPTEMBER 30, 2024.

The Un-Audited Financial Results of the Foreign Wholly Owned Subsidiary - Faze Three US LLC, for the quarter and half year ended September 30, 2024, 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 to review and take note of the same.

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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 HALF YEAR ENDED SEPTEMBER 30, 2024.

The Un- Audited Financial Results of Wholly Owned Subsidiary - Mats and More Private Limited for the quarter and half year ended September 30, 2024, 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 to review and take note of the same.

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AGENDA NO. 5.3

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

The Copy of the un-audited financial results (Standalone and Consolidated) for the quarter and half year ended September 30, 2024 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, 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 and Chief Financial Officer certifying that the said financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading, would be presented at the Meeting.

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

The Board 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 half year ended September 30, 2024 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 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.”

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 half year ended September 30, 2024.

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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 AND HALF YEAR ENDED SEPTEMBER 30, 2024

A summary of Transactions with Related Parties entered during the quarter and half year ended September 30, 2024, enclosed in **Annexure D** and as reviewed by the Audit Committee in its meeting prior to this Board Meeting, shall be placed before the Board for its noting.

The Board shall review and take note of the same.

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AGENDA NO. 6.2.

TO REVIEW AND TAKE NOTE OF THE RELATED PARTY TRANSACTIONS ON A CONSOLIDATED BASIS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2024 FOR STOCK EXCHANGE SUBMISSION.

Pursuant to Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entities are required to submitted on the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the prescribed format to the stock exchange(s) where its securities are listed and also publish the same on its website.

Accordingly, the aforementioned records/details in the prescribed format enclosed in **Annexure E**, which would be reviewed by the Audit Committee in its meeting prior to this Board Meeting.

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

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AGENDA NO. 6.3.

TO NOTE THE REVISED LIMIT FOR THE RELATED PARTY TRANSACTION WITH AND APPROVE THE INTER-CORPORATE LOAN TO MATS AND MORE PRIVATE LIMITED

The Audit Committee at its meeting to be held prior to the Board Meeting shall consider the revision in limit approved by them at their meeting held on February 02, 2024 for the related party transaction with the wholly owned subsidiary of the company i.e. Mats and More Private Limited considering the proposed future business transactions. The details of the said revision in limit is mentioned below:

<u>Nature of Transaction</u>	<u>Maximum Amount of Transaction (Rs. In Crore)</u>	<u>Tenure</u>
Granting of Loan	50.00 for outstanding balance of loans (i.e. net outstanding excluding the repayment)	5 years (FY 2024-25 till FY 2028-29)

The board to note the above revised limit if approved by the Audit Committee.

Consequently, pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board shall be requested to approve the increase in limit of the inter-corporate loan to Mats and More Private Limited by passing the following resolution: **(RESOLUTION NO. 2)**

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 the consent of the Board of Directors of the Company be and is hereby accorded to grant /increase the limit of the inter-corporate loan to Mats and More Private Limited, Wholly Owned Subsidiary of the Company to Rs. 50,00,00,000 (Rupees Fifty Crores) on such terms and conditions as detailed in the draft supplemental deed of inter-corporate loan placed before the Board.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds and to do all such things as may be necessary to give effect to this resolution.”

Mr. Ajay Anand, Mr. Sanjay Anand and Mrs. Rashmi Anand being interested in the above agenda, shall not participate in the same.

7. OTHER SECRETARIAL AGENDAS

AGENDA NO. 7.1.

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. DEVAJYOTI BHATTACHARYA (DIN: 00868751) AS AN ADDITIONAL DIRECTOR (INDEPENDENT) OF THE COMPANY

The Board shall be informed that the Company seeks to appoint Mr. Devajyoti Bhattacharya as an Independent Director of the Company, subject to the approval of Shareholders of the Company.

The Board shall be apprised that the Company views this is a strategic plan owing to Mr. Devajyoti's tenure of over 15 Years as group executive president at Aditya Birla Group which can provide us with a competitive edge.

The Board shall be briefed on the profile of Mr. Devajyoti Bhattacharya.

Mr. Devajyoti's consent to act as the Director of the Company (Form DIR 2) shall be placed before the Board. The Nomination and Remuneration Committee of the Company at its meeting scheduled to be held on November 12, 2024 shall also consider and if deemed fit, recommend the appointment of Mr. Devajyoti to the Board.

The Board to consider and if deemed fit, approve the appointment of Mr. Devajyoti Bhattacharya as an Additional Director (Independent) in the Company by passing the following resolution with or without modification: **(RESOLUTION NO. 3)**

"RESOLVED THAT pursuant to the provisions of the Sections 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Articles of Association of the Company, the Board of Directors of the Company hereby approve the appointment of Mr. Devajyoti Bhattacharya (DIN: 00868751), who has consented to act as a Director of the Company in Form DIR-2, as an Additional Director (Independent) of the Company, not liable to retire by rotation, till the conclusion of the ensuing Annual General Meeting.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnels of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filing forms / documents with the Ministry of Corporate Affairs and / or other authorities as may be required."

Consequently, the Board shall also be requested to consider and recommend the appointment of Mr. Devajyoti as an Independent Director of the Company to the shareholders of the Company for their approval.

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

AGENDA NO. 7.2.

TO NOTE THE DISCLOSURES RECEIVED FROM MR. DEVAJYOTI BHATTACHARYA

The following disclosures received from Mr. Devajyoti Bhattacharya shall be placed before the Board for their consideration:

- i. Notice of interest in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013.
- ii. Intimation in Form DIR-8 pursuant to Section 164(2) of the Companies Act, 2013.
- iii. Declaration of Independence pursuant to Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iv. Disclosure under Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

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

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AGENDA NO. 7.3.

TO FIX CUT OFF DATE AND E-VOTING PERIOD FOR THE PURPOSE OF POSTAL BALLOT AND DECIDE MATTERS RELATING THERETO.

The Board to be informed that pursuant to the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and other applicable provisions of the Act & Rules made thereunder, the appointment of Independent Directors requires approval of the Members of the Company. Further, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, effective 1st January, 2022, the listed Companies are required to obtain the approval of the Members for appointment of a director, at the next general meeting or within a time period of three months from the date of their appointment by the Board of Directors, whichever is earlier. Hence, to give effect to the business mentioned in agenda no 7.2, the company seeks to obtain shareholders' approval by way of postal ballot.

As per Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars, the Company is required to provide e-voting facility to the shareholders on all resolutions proposed to be passed through postal ballot.

Accordingly, the Board shall be briefed about the process, appointment of scrutinizer, relevant dates etc. relating to voting by shareholders through electronic means in respect of the Postal Ballot.

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 it's proposed to appoint NSDL again for providing e-voting platform.

The Board shall decide on the following matters:

- (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 & Secretarial Auditor of the Company, are being recommended for appointment as Scrutinizer for the purpose of e-voting. Further, M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, have given their consent to Act as scrutinizer for monitoring the voting process.

The Board, if deemed fit, are requested to pass the following resolution with or without modification:
(RESOLUTION NO. 04)

"RESOLVED THAT pursuant to Section 110 read with 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, 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

- (i) provide facility to the shareholders of the Company to exercise their votes through electronic means (e-voting) on resolutions to be passed by Postal Ballot
- (ii) the calendar of events 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 through Postal Ballot and give report thereon;

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 Mr. Ajay Anand, Managing Director, Mr. Sanjay Anand, Whole-time Director, Mr. Ankit Madhwani, Chief Financial Officer or Mr. Akram Sati, Company Secretary of the Company, be and are hereby severally authorized to do the following acts and deeds;

- (i) To finalize the period of e-voting
- (ii) To finalize the terms, appointment letter and fees of the Scrutinizer.
- (iii) To appoint appropriate agency for providing e-voting facilities, finalize terms, consideration and sign necessary agreement, letters etc.
- (iv) 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.

To sign and publish necessary notices in newspaper, sign and certify necessary documents and to do all things and to take all incidental and necessary steps in this regard including filing forms/documents as may be required, to determine date and calendar for this purpose and to settle all questions or difficulties that may arise in the course of implementing this resolution and e-voting."

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AGENDA NO. 7.4.

TO APPROVE THE DRAFT OF THE POSTAL BALLOT NOTICE

The draft of the Postal Ballot Notice, pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with Section 108 of the Companies Act, 2013, seeking approval of the Members for regularisation of appointment of Mr. Devajyoti Bhattacharya (DIN: 00868751) as the Non-Executive Independent Director shall be placed before the Board for their consideration and approval.

The Directors shall review the same and if thought fit, pass following resolution with or without modifications: **(RESOLUTION NO. 05)**

“RESOLVED THAT pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circulars issued by the Ministry of Corporate Affairs and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the notice of Postal Ballot along with Explanatory Statement, as per the draft placed before the Board, be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors or 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 who are entitled to receive the Notice as per provisions of the Companies Act, 2013, through electronic mode and/or other mode as may be permitted, publish advertisement in the newspapers, and to do necessary acts, deeds, actions as deemed necessary in this regard.”

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AGENDA NO. 7.5.

TO SET A LIMIT FOR THE MANAGEMENT COMMITTEE TO EXERCISE ITS POWERS FOR THE PURPOSE OF SECTION 186(2) OF THE COMPANIES ACT, 2013.

The Board of Directors at its Meeting held on January 10, 2022, constituted a Management Committee for the ease of carrying out day to day transactions/ matters relating to banking, availing of credit facilities, borrowings, legal matters and other matters as may be deemed necessary.

Further, Board of Directors at its meeting held on May 23, 2023 entrusted Management Committee with power to give loan to any person or other body corporate or provide any guarantee/security in connection with a loan to any other body corporate or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to the limit as approved by the Board or the Shareholders as per section 186(2) of the Companies Act, 2013 and other applicable laws for time being in force.

The Board of Directors is requested to set a limit for the Management Committee to exercise the above mention power entrusted to it by passing below resolution with or without any modification:
(RESOLUTION NO. 06)

“RESOLVED THAT in furtherance of of the earlier resolution passed by the Board of Directors on May 23, 2023 and pursuant to Section 179 read with 186(2) of the Companies Act 2013 and other applicable provisions, if any, the Board hereby empowers the Management Committee to give loan to any person or other body corporate or provide any guarantee/security in connection with a loan to any other body corporate or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to a limit of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) on such terms and conditions as may be deemed fit by the Committee.

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

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AGENDA NO. 7.6.

TO DESIGNATE COMPLIANCE OFFICER FOR THE PURPOSE OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

The Board shall be apprised that as per the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations')-

“Compliance Officer” means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

The Board shall be further apprised that for the purpose of the SEBI PIT Regulations and in terms of the Insider Trading Policy of the Company, the Company Secretary has been appointed as the Compliance Officer. However, it has been discerned that in case of vacancy of Company Secretary in the Company, it is essential to designate another senior official for the said post.

Accordingly, it shall be proposed to the Board that in case of vacancy of Company Secretary, Chief Financial Officer of the Company also be designated as the Compliance Officer for the purpose of the said Regulations.

The Board to consider the same and if deemed fit, pass the following resolution: **(RESOLUTION NO. 07)**

“**RESOLVED THAT** the Board of Directors of the Company hereby designate the Company Secretary of the Company (whenever appointed) and in case of vacancy of the said post, the Chief Financial Officer of the Company (whenever appointed) as the Compliance Officer for the purpose of and in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

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. 7.7.

TO APPROVE THE AMENDMENT IN INSIDER TRADING POLICY OF THE COMPANY TO THE BOARD

The Board shall be apprised that the Securities and Exchange Board of India ('SEBI') vide its notification dated June 25, 2024 has introduced the SEBI (Prohibition of Insider Trading) (Second Amendment) Regulations, 2024 which has amended certain provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The said Amended Regulations have come into force with effect from September 23, 2024.

Consequently, the Company needs to amend its Insider Trading Policy in order to incorporate the amendments and align it with the said amended Regulations. The said amended Regulations and the draft of the amended Insider Trading Policy of the Company shall be placed before the Board for their review.

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 Board shall peruse through the amended policy and if deemed fit, shall approve the same by passing the following resolution: **(RESOLUTION NO. 08)**

"RESOLVED THAT the Board of Directors of the Company hereby approve and adopt the amended Insider Trading Policy of the Company, as placed before it, incorporating the amendments as notified by the Securities and Exchange Board of India ('SEBI') vide SEBI (Prohibition of Insider Trading) (Second Amendment) Regulations, 2024.

RESOLVED FURTHER THAT the amended Insider Trading Policy 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. 7.8.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, minimum information to be placed before the Board is enclosed to the agenda as **Annexure F**.

The Board is requested to take note of the same.

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AGENDA NO. 7.9.

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

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

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

The Board shall take note of the same.

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AGENDA NO. 7.10.

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 September 30, 2024.

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AGENDA NO. 7.11.

TO NOTE QUARTERLY COMPLIANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 FOR THE QUARTER ENDED SEPTEMBER 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 September 30, 2024:

Sr. No.	Particulars	Due date of Compliance	Complied On
1.	Quarterly compliance Certificate, giving status of Investors Complaints, pursuant to Regulation 13(3) of the Listing Regulations.	21/10/2024	07/10/2024
2.	Quarterly Compliance Report on Corporate Governance, pursuant to Regulation 27(2) of the Listing Regulations.	21/10/2024	08/10/2024
3.	Quarterly Shareholding Pattern, pursuant to Regulation 31(1)(b) of the Listing Regulations.	21/10/2024	19/10/2024
4.	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.	30/10/2024	09/10/2024
5.	Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018.	30/10/2024	07/10/2024

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



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.

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