



Date: February 03, 2025

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

Dear Sir/Ma'am,

**Sub: Notice & Agenda for the 5th Board Meeting of the Company for the Financial Year 2024-25
(Sr. No.: 05/2024-25)**

This is to inform you that the 5th Meeting of the Board of Directors of the Company for FY 2024-25 is scheduled to be held on Tuesday, February 11, 2025, 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 FIFTH MEETING OF THE BOARD OF DIRECTORS OF FAZE THREE LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR 2024-25 SCHEDULED ON TUESDAY, FEBRUARY 11, 2025, 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.: 05/2024-25)

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.
<i>Items for Information and Discussion</i>	
4.	<u>MINUTES</u>
4.1.	To take note of the signed minutes of the previous meeting of the Board of Directors of the Company held on November 13, 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 November 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 nine months ended December 31, 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 nine months ended December 31, 2024.
5.3.	To consider and approve the Un-audited Standalone and Consolidated Financial Results of the Company for the quarter and nine months ended December 31, 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 nine months ended December 31, 2024.
6.2.	To take note of the Omnibus approval granted by the Audit Committee of the Company for the Related Party Transactions proposed to be entered into by the Company during Financial Year 2025-26.
7.	<u>OTHER SECRETARIAL AGENDAS</u>
7.1.	To appoint internal auditor of the company for the Financial Year 2024-25.
7.2.	To approve the amendment in Insider Trading Policy 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, 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



7.3.	To consider and review Minimum Information to be placed before the Board pursuant to regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7.4.	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.
7.5.	To take note of the status of complaints under prevention of Sexual Harassment Policy and Whistle Blower Policy.
7.6.	To note quarterly compliance under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the quarter ended December 31, 2024.
7.7.	To note the report on the compliances under the Company's Insider Trading Code for the quarter ended December 31, 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

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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 NOVEMBER 13, 2024.

The signed minutes of the previous Board Meetings held on November 13, 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 November 13, 2024.
- b. The Minutes of the Meeting of Nomination Remuneration Committee held on November 12, 2024.
- c. The Minutes of the Meeting of Stakeholders Relationship Committee held on November 12, 2024.
- d. The Minutes of the Meeting of Management Committee held on November 18, 2024, December 23, 2024 & December 30, 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 November 08, 2024, December 23, 2024 & December 30, 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 NOVEMBER 13, 2024.

No resolution was passed through circulation since the Board Meeting held on November 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 NINE MONTHS ENDED DECEMBER 31, 2024.

The Un-Audited Financial Results of the Foreign Wholly Owned Subsidiary - Faze Three US LLC, for the quarter and nine months ended December 31, 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 NINE MONTHS ENDED DECEMBER 31, 2024.

The Un- Audited Financial Results of Wholly Owned Subsidiary - Mats and More Private Limited for the quarter and nine months ended December 31, 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 NINE MONTHS ENDED DECEMBER 31, 2024

The Copy of the un-audited financial results (Standalone and Consolidated) for the quarter and nine months ended December 31, 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 nine months ended December 31, 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.”

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AGENDA NO. 5.4.

TO REVIEW AND DISCUSS THE BUSINESS OF THE COMPANY.

The Board shall review and discuss in general regarding the business of the Company for the Quarter and nine months ended December 31, 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 NINE MONTHS ENDED DECEMBER 31, 2024

A summary of Transactions with Related Parties entered during the quarter and nine months ended December 31, 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 TAKE NOTE OF THE OMNIBUS APPROVAL GRANTED BY THE AUDIT COMMITTEE OF THE COMPANY FOR THE RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED INTO BY THE COMPANY DURING THE FINANCIAL YEAR 2025-26

Regulation 23(3) of the SEBI (LODR) Regulation provides for the Audit Committee to grant omnibus approval for the related party transactions proposed to be entered into by the Company which are repetitive in nature subject to the conditions specified thereunder.

The Audit committee at its meeting scheduled to be held prior to this meeting shall consider the related party transactions proposed to be entered into by the Company during the Financial Year 2025-26 and if thought fit, shall grant omnibus approval for the same.

The Board shall be requested to take note of such transactions.

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7. OTHER SECRETARIAL AGENDAS

AGENDA NO. 7.1.

TO APPOINT THE INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25

The Audit Committee at its meeting scheduled to be held before this meeting shall evaluate the proposed firms/professionals for the appointment of the Internal Auditor of the Company for the Financial Year 2024-25 and recommended the best fit to the Board for their approval.

The Board accordingly shall be requested to consider the recommendation of the Audit Committee and if thought fit, approve the appointment of a suitable firm/professional as the Internal Auditor of the Company for the Financial Year 2024-25 and fix the remuneration sought to be paid to them for conducting the Internal Audit of the Company for the said Financial Year and also review the scope of the Internal Audit to be conducted by them.

The Board shall consider the recommendation and if thought fit, pass the following resolution:

RESOLUTION NO. 02

“RESOLVED THAT pursuant to the provisions of Section 138 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other relevant rules framed thereunder, M/s., Chartered Accountants (having Firm Registration No.), be and hereby appointed as the Internal Auditor of the Company for the Financial Year 2024-25 on such terms and conditions, as may be mutually discussed and agreed with them.

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

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AGENDA NO. 7.2.

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

The Board shall be apprised that the Securities and Exchange Board of India ('SEBI') vide its notification dated December 04, 2024 has introduced the SEBI (Prohibition of Insider Trading) (Third 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 December 06, 2024.

Consequently, the Company needs to amend its Insider Trading Policy again (last amended in the previous Board meeting held on November 13, 2024) 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. 03

"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) (Third 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. 7.3.

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 E.**

The Board is requested to take note of the same.

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AGENDA NO. 7.4.

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 December 31, 2024 is annexed to the agenda as **Annexure F**.

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. 7.5.

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

The Board shall be requested to take note that no Complaints were received under prevention of Sexual Harassment policy and Whistle Blower Policy for the quarter ended December 31, 2024.

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AGENDA NO. 7.6.

TO NOTE QUARTERLY COMPLIANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 FOR THE QUARTER ENDED DECEMBER 31, 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 December 31, 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.	21/01/2025	09/01/2025
2.	Quarterly Compliance Report on Corporate Governance, pursuant to Regulation 27(2) of the Listing Regulations.	21/01/2025	09/01/2025
3.	Quarterly Shareholding Pattern, pursuant to Regulation 31(1)(b) of the Listing Regulations.	21/01/2025	20/01/2025
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.	30/01/2025	10/01/2025
5.	Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018.	15/01/2025	09/01/2025
6.	Integrated Reporting - Governance	15/02/2025	24/01/2025

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



AGENDA NO. 7.7.

TO NOTE THE REPORT ON THE COMPLIANCES UNDER THE COMPANY'S INSIDER TRADING CODE FOR THE QUARTER ENDED DECEMBER 31, 2024

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

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

The Board shall take note of the same

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AGENDA NO. 8

ANY OTHER BUSINESS WITH PERMISSION OF THE CHAIR

The Board may transact any other business with the permission of the chair and consent of the majority of the Directors present at the Meeting.

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

NOTES:

A series of approximately 32 horizontal dotted lines provided for entering notes.

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