

NOTICE
36TH ANNUAL GENERAL MEETING OF
FAZE THREE LIMITED

Notice is hereby given that the **THIRTY SIXTH ANNUAL GENERAL MEETING** of the Members of **FAZE THREE LIMITED** will be held on Monday, 9th August, 2021 at 10.00 a.m. through Video Conferencing to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2021 together with the Reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mrs. Rashmi Anand (DIN: 00366258), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Ajay Anand (DIN: 00373248) as Managing Director of the Company**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 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), approval of the members be and is hereby accorded for re-appointment of Mr. Ajay Anand (DIN: 00373248), as the Managing Director of the Company for a period of three (3) years with effect from April 1, 2022 to March 31, 2025 on such terms and conditions and such remuneration, including the remuneration to be paid in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and conditions of re-appointment and / or remuneration and / or increments and / or any other components of the remuneration, as may be necessary from time to time within the maximum limits of remuneration for Managing Director approved by the Members of the Company subject to the same being as per compliance of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate during the tenure of services of Mr. Ajay Anand (DIN: 00373248), the remuneration including the perquisites as approved by the Board of Directors (including committees thereof) shall be paid to him in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules thereunder and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. **Re-appointment of Mr. Sanjay Anand (DIN: 01367853) as Whole-time Director of the Company**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 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), approval of the members be and is hereby accorded for re-appointment of Mr. Sanjay Anand (DIN: 01367853),

as the Whole-time Director of the Company for a period of three (3) years with effect from April 1, 2022 to March 31, 2025 on such terms and conditions and such remuneration, including the remuneration to be paid in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and conditions of re-appointment and / or remuneration and / or increments and / or any other components of the remuneration, as may be necessary from time to time, within the maximum limits of remuneration for whole-time Director approved by the Members of the Company subject to the same being as per compliance of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate during the tenure of services of Mr. Sanjay Anand (DIN: 01367853), the remuneration including the perquisites as approved by the Board of Directors (including committees thereof) shall be paid to him in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules thereunder and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. Re-appointment of Mr. Vinit Rathod (DIN: 07589863) as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, modifications, variations or re-enactments thereof and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Mr. Vinit Rathod (DIN:07589863), be and is hereby re-appointed for a second term as an Independent Director of the Company to hold office for a period of five (5) years commencing from August 12, 2021 to August 11, 2026 and that he shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses as may be permissible under the law from time to time.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Re-appointment of Mr. Manan Shah (DIN: 07589737) as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, modifications, variations or re-enactments thereof and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Mr. Manan Shah (DIN: 07589737), be and is hereby re-appointed for a second term as an Independent Director of the Company to hold office for a period of five (5) years commencing from August 12, 2021 to August 11, 2026 and that he shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses as may be permissible under the law from time to time.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof and/or the Company

Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board of Directors
For Faze Three Limited

Place: Mumbai
Date: 30th June, 2021

Akram Sati
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the “Act”), in respect of businesses to be transacted at the Annual General Meeting (“AGM”), as set out under Item No(s). 3 to 6 above and the relevant details of the Directors as mentioned under Item No(s). 3 to 6 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
2. In view of the outbreak of COVID 19 pandemic early in the year 2020 and the restrictions on movement of people and social distancing norms which followed and which are still in place, the Ministry of Corporate Affairs allowed conducting Annual General Meetings (hereinafter referred to as ‘AGM’) through Video Conference (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. The Ministry vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 prescribed the guidelines and manner of conducting the Annual General Meeting through VC/OAVM. Complying with the said circulars, the 36th Annual general meeting (AGM) of the members of the Company is to be held through Video conferencing (VC) where the Members can attend and participate in the AGM through the provided VC facility. The Company has availed the services of National Securities Depository Limited (NSDL) for the VC and E-voting arrangements. The detailed procedure for participating in the meeting through VC is annexed herewith (Serial No. 19).
3. Since the AGM is being conducted through VC, there is no provision for appointment of proxies and hence proxy form and attendance slip are not included in this notice. The members will have to make themselves available at the scheduled time if they wish to attend the meeting. The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at www.fazethree.com, on the website of Stock Exchanges i.e. BSE Limited and on the website of NSDL at www.evoting.nsdl.com.
4. Members will be eligible to participate on first come first serve basis, as participation through VC is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
5. Members who wish to raise queries/ questions shall send an email with the query/ questions at cs@fazethree.com along-with their name, demat account number/folio number, at least 48 hours before the AGM scheduled time. The same will be addressed to and answered by the Company representative at the AGM.
6. Corporate members are requested to send at rnt.helpdesk@linkintime.co.in or sanjayrd65@gmail.com before e-voting/ attending Annual General Meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
7. The Register of Members and Share transfer books of the Company will remain closed from Tuesday, August 03, 2021 to Monday, August 09, 2021, both days inclusive.

8. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli West, 400 083 (RTA) enclosing their share certificate(s) to enable the Company to consolidate their holdings in one single folio.
9. Members holding shares in physical form are requested to notify immediately any change in their address/ mandate/ bank details to the Company or to the office of the RTA, quoting the folio number. The Members updation form is available on the website of the Company.
10. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('The Rules') notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more are to be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. As on the date of this notice, the Company has no such shares on which dividend has not been claimed or paid for a consecutive period of seven years.
11. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, the Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to rnt.helpdesk@linkintime.co.in or cs@fazethree.com. Upon receipt of the member updation form, please submit the duly filled and signed member updation form to the abovementioned email ids. Post verification of the Form the email id will be registered with the Company.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to cs@fazethree.com.
13. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 02, 2021, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 Hours (IST) on Friday, August 06, 2021 and will end at 17.00 Hours (IST) on Sunday, August 08, 2021.
14. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
15. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
16. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Friday, August 06, 2021 at 09:00 A.M. and ends on Sunday, August 08, 2021 at 17:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 02, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 02, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="638 684 1479 1035">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="638 1073 1479 1199">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="638 1236 1479 1619">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="638 1656 1479 1743">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants.</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

17. General Guidelines for shareholders:

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- b) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.
- c) The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at www.fazethree.com.

18. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (cs@fazethree.com).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investors@fazethree.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@fazethree.com). The same will be replied by the company suitably.

20. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@fazethree.com.

21. Others:

- a) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- b) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration

of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Link Intime India Pvt. Ltd./ Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through email at cs@fazethree.com. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

- c) During the 36th AGM, the Chairman shall, response to the questions raised by the Members in advance at the 36th AGM.

ANNEXURE TO THE NOTICE OF THE 36TH ANNUAL GENERAL MEETING OF FAZE THREE LIMITED

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out material facts relating to the business under Item No. 3 to Item No. 6

Item No. 3

The Members at the 34th Annual General Meeting of the Company held on September 30, 2019 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, 2019 to March 31, 2022. Recognizing the significant role of Mr. Ajay Anand for the overall growth and progress of the Company during the period and keeping in view the role and responsibilities shouldered by him, the Board of Directors at its meeting held on 30th June, 2021, on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Ajay Anand as the Managing Director of the Company for a further period of 3 years, who shall be liable to retirement by rotation, with effect from April 1, 2022 to March 31, 2025 on the terms and conditions as set out hereunder, subject to the approval of the Members. The Company has also received a notice under Section 160 of the Act from a Member of the Company signifying his candidature as a Managing Director of the Company.

Members are informed that Mr. Ajay Anand is also the Managing Director of Faze Three Autofab Limited, a listed Company having common Promoters. Such role of Mr. Ajay Anand as Managing Director of both the Companies and the terms and payment of remuneration is/ will be in conformity with Section 196, 197 and Schedule V of the Companies Act, 2013.

Except Mr. Ajay Anand (the appointee Managing Director), Mrs. Rashmi Anand (Non-Executive Director) and Mr. Sanjay Anand (Whole-time Director) none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholdings, in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Broad particulars of the terms of re-appointment of Mr. Ajay Anand:

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;

Commission: Upto 1% of annual net profits.

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.

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 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.

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.

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.

Other terms: Mr. Ajay Anand, shall be vested with substantial powers of the management subject to the supervision, control and direction of the Board. As long as Mr. Ajay Anand functions as Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof. His office as a Managing Director shall be liable to retire by rotation, however his retirement will not break his length of service.

In the absence, or, inadequacy of the profits in any financial year, the remuneration will be paid to the Managing Director(s) in accordance with the applicable provisions of Schedule V of the Act.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice, for approval of the Members.

Item No. 4

The members at the 34th Annual General Meeting of the Company held on September 30, 2019 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, 2019 to March 31, 2022. Recognizing the significant role of Mr. Sanjay Anand for the overall growth and progress of the Company during the period and keeping in view the role and responsibilities shouldered by him, the Board of Directors at its meeting held on 30th June, 2021, on the recommendations of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Sanjay Anand as the Whole-time Director of the Company for a further period of 3 years, who shall be liable to retirement by rotation, with effect from April 1, 2022 to March 31, 2025 on the terms and conditions as set out hereunder, subject to the approval of the members. The Company has also received a notice under Section 160 of the Act from a Member of the Company signifying his candidature as a Whole-time Director of the Company.

Except Mr. Sanjay Anand (the appointee Whole-time Director), Mrs. Rashmi Anand (Non-Executive Director) and Mr. Ajay Anand (Managing Director), none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholdings, in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Broad particulars of the terms of re-appointment of Mr. Sanjay Anand:

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;

Commission: Upto 0.50% of annual net profits.

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.

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 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.

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.

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.

Other terms: Mr. Sanjay Anand shall be vested with such powers as may be conferred upon him by the Board of Directors from time to time. As long as Mr. Sanjay Anand functions as Whole-time Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof. His office as a Whole-time Director shall be liable to retire by rotation, however his retirement will not break his length of service.

In the absence, or, inadequacy of the profits in any financial year, the remuneration will be paid to the Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act.

The Board recommends the Special Resolution as set out in Item No. 4 of the Notice, for approval of the Members.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT FOR ITEM NO 3 & 4:

I. General Information

1. Nature of industry:

Faze Three Limited is engaged in manufacturing and exports of Home Textile Products, cotton handlooms, furnishing fabrics and textile made ups. It has 6 state of the art manufacturing units Silvassa, Vapi and Panipat. It has a diversified product basket which includes cotton and rubber backed bathmats, durries, chairpads, tufted bed spreads and throws, hand tufted carpets and rugs made of cotton and wool, cushion covers, curtains as well as poly cotton and cotton damask table covers, napkins amongst others.

The Company caters to high end home textiles segment and the orders are custom made as per the client specifications. Majority of the revenue (~90% FY 2021) is derived from the international market. The key export markets include the United States of America (USA), United Kingdom (UK), Germany, Australia, Hong Kong, Canada, South Africa, Brazil and others.

2. Date or expected date of commencement of commercial production:

Not applicable since the Company is established since the year 1985.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable since the Company is established since the year 1985.

4. Financial performance based on given indicators:

The key highlights of the financial performance of the Company is as stated below: (in crores)

Particulars	For the Year ended 31.03.2021	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Revenue from Operations	326.72	306.29	268.55
Profit before tax	35.33	21.18	17.82
Profit for the year	24.93	18.14	15.05
Total comprehensive income for the year	24.82	17.89	14.88

5. Foreign investments or collaborations, if any:

There is no foreign direct investment in the Company or any foreign collaboration. The business of the Company is managed and controlled by Indian Promoters.

II. Information about the appointee:

1. Background details:

Mr. Ajay Anand

Mr. Ajay Anand, Indian Inhabitant, aged 65 years, is the founder promoter of the Company and is associated with the Company since its inception. He was re-appointed as Managing Director effective from 1st April 2019 for a period of 3 years and also acts as a Chairman to the Board of Directors. Mr. Ajay Anand holds graduate level qualification with expert and specialized knowledge in the field of home and automotive textiles. He has more than 3 decades of experience in the industry and has led the Company throughout. His quest for innovation and consistency has helped the business of the Company grow year on year and become one of the most preferred vendors among the retail giants in the US and European markets in the field of Home Textiles.

Mr. Sanjay Anand

Mr. Sanjay Anand is associated with the Company since its inception and has been actively involved in the Company's manufacturing operations at Panipat, Haryana. He was re-appointed as whole-time Director effective from 1st April 2019 for a period of 3 years. He holds a bachelor degree and plays a key role in business development and sealing business deals and large orders with the customers, most of which are top retail giants in the key cities across the world. He has an experience of more than 3 decades in the textile industry.

2. Past remuneration:

The remuneration drawn for the financial year 2020-21:

Mr. Ajay Anand - INR 68.61 Lakhs

Mr. Sanjay Anand – INR 38.40 Lakhs

3. Recognition or Awards:

On 20th November 2019, the Company, under the leadership of Mr. Ajay Anand and Mr. Sanjay Anand, was awarded Dun and Bradstreet- RBL Bank SME Business Excellence Awards 2019 in the Mid-Corporate Segment for excellence in the Textiles Sector.

The company was recognised as one of the leading Mid-Corporates in India - 2020 by Dun and Bradstreet's premier publication released on 25th November 2020.

4. Job profile and his suitability:

Mr. Ajay Anand:

As a Managing Director, Mr. Ajay Anand has shouldered the Company throughout the period and is entrusted with such duties and powers as have been or may from time to time be entrusted or conferred upon him by the Board. He is a first generation entrepreneur of proven calibre and skill and has a successful experience in business management as a leader.

Mr. Sanjay Anand:

Mr. Sanjay Anand plays a key role in the business development. He has successfully explored new markets and customers overseas during the years and has been able to tap the top retailers across the world and secure orders consistently. He manages the operations of the Company's handloom unit at Panipat, Haryana.

5. Remuneration proposed:

As per item no 3 and 4 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The Company being in a very niche segment, it is very difficult to compare the remuneration in the industry as there are very few competitors in India having similar business structure. Having regard to the type of industry, trends in the industry, size of the Company, the responsibilities, the experience, expertise, efforts and capabilities, the Company believes that the remuneration proposed to be paid to Mr. Ajay Anand as a Managing Director and Mr. Sanjay Anand as a Whole-time Director for the responsibility shouldered by Mr. Ajay Anand and Mr. Sanjay Anand in navigating the business in these challenging times, the Committee and Board of Directors of the Company considers that the remuneration proposed for Mr. Ajay Anand and Mr. Sanjay Anand is justified and commensurate with other organizations of the similar type, size and nature.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Ajay Anand is Husband of Mrs. Rashmi Anand (Promoter & Non-Executive Director) and brother of Mr. Sanjay Anand (Promoter & Whole-time Director) of the Company and Mr. Sanjay Anand is Brother of Mr. Ajay Anand, (Promoter & Managing Director) and brother in law of Mrs. Rashmi Anand (Promoter & Non-Executive Director) of the Company. None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise.

Except for receiving remuneration and to the extent of their respective shareholdings, Mr. Ajay Anand and Mr. Sanjay Anand has no other pecuniary relationship with the Company.

III. Other information:

1. Reasons of loss or inadequate profits:

The Company is making adequate profits as commensurate with the size and type of business activities. The Company expects increase in the turnover and profit margins in the coming years.

2. Steps taken or proposed to be taken for improvement:

The Company is taking a number of steps including exploring new products, new markets and customers in the US and European countries by engaging local firms in the respective countries for business development. It is also working to restrict the fixed costs so as to increase the profit margin.

3. Expected increase in productivity and profits in measurable terms:

The Company expects a growth in the range of 18-20% and increase in the profit margin by 10-15% in the next two years.

Item No. 5 & 6

The members at the 31st Annual General Meeting of the Company held on September 30, 2016 had approved the appointment of Mr. Vinit Rathod (DIN: 07589863) & Manan Shah (DIN: 07589737) as Independent Directors of the Company for a period of 5 (five) consecutive years commencing from August 12, 2016 to August 11, 2021. The Board of Directors of the Company in its meeting held on June 30, 2021, on the recommendations of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Vinit Rathod & Mr. Manan Shah for a second term of 5 (five) consecutive years commencing from August 12, 2021 to August 11, 2026 as an Independent Director of the Company, subject to the approval of the members at the 36th AGM. It may be noted that Section 149 of the Companies Act, 2013 allows independent directors to be appointed for two consecutive terms of maximum five years each, subject to approval of members by Special Resolution for the appointment for second such term. The Company has also received a notice under Section 160 of the Act from a Member signifying the candidatures of Mr. Vinit Rathod & Mr. Manan Shah as Independent Directors of the Company.

The Company has received consent from appointees in writing to act as Directors in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Company has received declarations from Mr. Manan Shah and Mr. Vinit Rathod that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the Management. In compliance with the provisions of section 149 & 150 read with Schedule IV of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 the proposal for the re-appointment as Independent Directors is now being placed before the Members for their approval.

Except Mr. Vinit Rathod & Mr. Manan Shah, the appointee Independent Directors, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholdings, in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution as set out in Item No. 5 & 6 of the Notice, for approval of the Members.

INFORMATION PURSUANT TO SECRETARIAL STANDARDS-2 AND REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015

Details of the Directors proposed to be appointed/ re-appointed and the terms of proposed remuneration of the Directors are given herein below:

Item No.: 3 & 4

Sr. No.	Particulars	Mr. Ajay Anand	Mr. Sanjay Anand
1.	Director Identification Number	00373248	01367853
2.	Age	67 years	60 years
3.	Qualification	Graduate	Graduate
4.	Brief Resume & Experience/ Expertise	Mr. Ajay Anand is Founder & Promoter of the Company and is currently designated as Chairman and Managing Director. He has diverse knowledge and experience in textiles and technical textiles and having more than three decades of experience in the industry, Mr. Ajay Anand oversees day-	Mr. Sanjay Anand is Whole Time Director of the Company. He has experience of more than 3 decades in the textile industry. He heads the Marketing team of the Company along-with administering and looking after overall functioning of the Panipat units of FTL. Mr. Sanjay Anand plays a key role in

		to-day management and administration and plays a vital role in decision making of the Company. His expertise and contribution towards product innovation and business development has led FTL to become one of the most preferred and reliable vendor by the customers throughout the years.	business development and seizing deals with the customers, most of which are top retail giants such as Wal-Mart, Target, Costco, J C Penny, M & S etc. in the key cities across the world.				
5.	Terms and conditions of appointment or re-appointment	Appointment for a period of 3 years commencing from April 01, 2022 to March 31, 2025, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company.	Appointment for a period of 3 years commencing from April 01, 2022 to March 31, 2025, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company.				
6.	Remuneration last drawn	Rs. 68,61,000 p.a.	Rs. 38,40,000 p.a.				
7.	Date of first appointment on the Board	09/01/1985	01/12/2009				
8.	Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Husband of Mrs. Rashmi Anand (Promoter & Non-Executive Director) and brother of Mr. Sanjay Anand (Promoter & Whole-time Director) of the Company.	Brother of Mr. Ajay Anand, (Promoter & Managing Director) and brother in law of Mrs. Rashmi Anand (Promoter & Non-Executive Director) of the Company.				
9.	The Number of Meetings of the Board attended during the year	9/9	7/9				
10.	Directorship in other listed entities	Faze Three Autofab Limited (Chairman and Managing Director)	V.R.Woodart Limited (Non-Executive Director)				
11.	Memberships/ Chairmanship of Committees of other Companies	Position	Committee	Company	Position	Committee	Company
		Chairman	Corporate Social Responsibility	Faze Three Autofab Limited	Chairman	Nomination & Remuneration	V.R. Woodart Limited
		Member	Audit		Member	Audit	
		Member	Stakeholders Relationship		Member	Stakeholders Relationship	

Item No.: 5 & 6

Sr. No.	Particulars	Mr. Vinit Rathod	Mr. Manan Shah
1.	Director Identification Number	07589863	07589737
2.	Age	32 years	29 years
3.	Qualification	Chartered Accountant	Chartered Accountant
4.	Brief Resume & Experience/ Expertise	Mr. Vinit Rathod is a Chartered Accountant and has sound exposure of Taxation & Finance and has rich work experience as a professional as well as an entrepreneur. Besides better corporate governance, his association provides valuable insights and perspectives to the Board for deliberation on complex financial matters.	Mr. Manan Shah is a Chartered Accountant and has a comprehensive experience in business management. He has diverse knowledge of Packing Industry from manufacturing to supply chain to sales. His association with the company would help the company to have an independent

			approach helping it to enhance industry & manufacturing best practices.																						
5.	Terms and conditions of appointment or re-appointment	Appointment for a period of 5 years commencing from August 12, 2021 to August 11, 2026, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company.	Appointment for a period of 5 years commencing from August 12, 2021 to August 11, 2026, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company.																						
6.	Date of first appointment on the Board	12/08/2016	12/08/2016																						
7.	Shareholding in the Company including beneficial ownership	Nil	Nil																						
8.	Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Vinit Rathod is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company.	Mr. Manan Shah is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company																						
9.	The Number of Meetings of the Board attended during the year	8/9	8/9																						
10.	Shareholding in the Company including beneficial ownership	Nil	Nil																						
11.	Directorship in other listed entities	Faze Three Autofab Limited (Independent Director)	Faze Three Autofab Limited (Independent Director)																						
12.	Memberships/ Chairmanship of Committees of other Companies	<table border="1"> <thead> <tr> <th>Position</th> <th>Committee</th> <th>Company</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>Audit</td> <td rowspan="4">Faze Three Autofab Limited</td> </tr> <tr> <td>Chairman</td> <td>Stakeholders Relationship</td> </tr> <tr> <td>Chairman</td> <td>Nomination & Remuneration</td> </tr> </tbody> </table>	Position	Committee	Company	Chairman	Audit	Faze Three Autofab Limited	Chairman	Stakeholders Relationship	Chairman	Nomination & Remuneration	<table border="1"> <thead> <tr> <th>Position</th> <th>Committee</th> <th>Company</th> </tr> </thead> <tbody> <tr> <td>Member</td> <td>Audit</td> <td rowspan="4">Faze Three Autofab Limited</td> </tr> <tr> <td>Member</td> <td>Stakeholders Relationship</td> </tr> <tr> <td>Member</td> <td>Nomination & Remuneration</td> </tr> <tr> <td>Member</td> <td>Corporate Social Responsibility</td> </tr> </tbody> </table>	Position	Committee	Company	Member	Audit	Faze Three Autofab Limited	Member	Stakeholders Relationship	Member	Nomination & Remuneration	Member	Corporate Social Responsibility
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DETAILS OF DIRECTOR ELIGIBLE TO RETIRE BY ROTATION – Mrs. Rashmi Anand (Item No.:2)

Sr. No.	Particulars	Mrs. Rashmi Anand
1.	Director Identification Number	00366258
2.	Age	62 years
3.	Qualification	Law Graduate
4.	Brief Resume & Experience/ Expertise	Mrs. Rashmi Anand, a Law Graduate is designated as Non-Executive Non-Independent Director. She has vast experience in policy making and strategic decision making. A socially active person, she has been instrumental in contributing towards the society well-being and uplifting through various initiatives. She has adequate expertise of the operations of textile industry and has led a number of assignments related to setting up of textile business independently. She is wife of the Managing Director, Mr. Ajay Anand and a member of promoter group of Faze Three Limited.

5.	Terms and conditions of appointment or re-appointment	Mrs. Rashmi Anand (DIN: 00366258), retires by rotation and being eligible, offers herself for re-appointment to the members at the ensuing Annual General Meeting of the Company.		
6.	Date of first appointment on the Board	From 28/11/1996 upto 17/06/2014 and again appointed on 23/08/2019		
7.	Shareholding in the Company including beneficial ownership	3,43,990 (1.41%) Equity shares		
8.	Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Rashmi Anand is wife of Mr. Ajay Anand (Promoter and Managing Director) and sister in law of Mr. Sanjay Anand (Promoter & Whole-time Director) of the Company.		
9.	The Number of Meetings of the Board attended during the year	7/9		
10.	Directorship in other listed entities	Faze Three Autofab Limited – Non-Executive Non-Independent Director V.R.Woodart Limited – Whole-time Director		
11.	Memberships/ Chairmanship of Committees of other Companies	Position	Committee	Company
		Member	Nomination & Remuneration	
		Member	Corporate Social Responsibility	
Faze Three Autofab Limited				

By order of the Board of Directors
For Faze Three Limited

Place: Mumbai
Date: 30th June, 2021

Akram Sati
Company Secretary