

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Tuesday, November 15, 2022 at 9:00 a.m. (IST)	Wednesday, December 14, 2022 at 5:00 p.m. (IST)

To,
The Members of Faze Three Limited ("the Company")

NOTICE is hereby given that pursuant to the provisions of 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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), [including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force] and General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and any other applicable law, rules and regulations, the resolutions set out below are proposed to be passed by the Members of Faze Three Limited ("Company") through Postal Ballot by remote e-voting process only.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions set out in this Postal Ballot Notice is annexed hereto.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes of this Postal Ballot Notice so as to cast their vote electronically not later than **05:00 p.m. IST on Wednesday, December 14, 2022**, (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors has appointed M/s. Sanjay Dholakia & Associates, Practicing Company Secretary, (Membership No. 2655, CP No. 1798), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of **National Securities Depository Limited ("NSDL")** as the agency to provide remote e-voting facility.

The Scrutinizer shall, after conclusion of the voting period, submit his report to the Chairman of the Company. Results of the voting will be declared by placing the same along with the Scrutinizer's report on the Company's website under "Investors" section at www.fazethree.com and on the website of NSDL at www.evoting.nsdl.com and will also be communicated to the Stock Exchange where shares of the Company are listed, within two working days from last date of e-voting, i.e., on or before Friday, December 16, 2022. Subject to receipt of requisite number of votes, the resolutions mentioned in the Notice shall be deemed to be passed on Wednesday, December 14, 2022, i.e., last day of the voting period.

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SPECIAL BUSINESS:

Item No. 1

Appointment of Mr. James Barry Leonard (DIN: 09744803) as the Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of Companies Act, 2013 (“the Act”) 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] and Schedule IV to the Act and Regulations 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and the Articles of Association of the Company, Mr. James Barry Leonard (DIN: 09744803) who was appointed as an Additional Director, designated as ‘Non-Executive Independent Director’ of the Company, by the Board on recommendation of Nomination and Remuneration Committee, with effect from October 05, 2022 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as the ‘Non-Executive Independent Director’ of the Company to hold office for a first term of 5 (five) consecutive years commencing from October 05, 2022 to October 04, 2027 and that he shall not be liable to retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses as may be permissible under the law from time to time;

RESOLVED FURTHER THAT the Board of Directors and/ or a duly constituted Committee thereof and/or the Key Managerial Personnel of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

Item No. 2

Appointment of Mr. Chuji Kondo (DIN: 09744760) as the Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of Companies Act, 2013 (“the Act”) 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] and Schedule IV to the Act and Regulations 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended from time to time, and the Articles of Association of the Company, Mr. Chuji Kondo (DIN: 09744760) who was appointed as an Additional Director, designated as ‘Non-Executive Independent Director’ of the Company, by the Board on recommendation of Nomination and Remuneration Committee, with effect from October 05, 2022 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as the ‘Non-Executive Independent Director’ of the Company to hold office for a first term of 5 (five) consecutive years commencing from October 05, 2022 to October 04, 2027, and that he

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shall not be liable to retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses as may be permissible under the law from time to time;

RESOLVED FURTHER THAT the Board of Directors and/ or a duly constituted Committee thereof and/or the Key Managerial Personnel of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

Item No. 3

Approval of the Material Related Party Transactions for FY 2022-23

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

“RESOLVED THAT pursuant to the provisions of the Regulation 23(4) and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended from time to time and the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for time being in force] and the Company’s Policy on ‘Materiality of Related Party Transactions and on dealing with Related Party Transactions’, and based on the approval and recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to the Company to continue with the existing contract(s)/ arrangement(s)/ transaction(s)/ agreement(s) and/ or enter into and/ or carry out new contract(s)/arrangement(s)/transaction(s)/ agreement(s) in terms of Regulation 2(1)(zc)(i) of the Listing Regulations (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with Faze Three Autofab Limited (“FTAL”), a related party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and FTAL, for an aggregate value not exceeding INR 63 Crores (Indian Rupees Sixty Three crores) (excluding applicable taxes) for the financial year 2022-23, subject to such contract(s)/arrangement(s)/transaction(s)/ agreement(s) being carried out at arm’s length and in the ordinary course of business of the Company;

“RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have approved, ratified and confirmed in all respects thereto expressly by the authority of this resolution.”

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Item No. 4

Approval of the Material Related Party Transactions for FY 2023-24

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

“RESOLVED THAT pursuant to the provisions of the Regulation 23(4) and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended from time to time and the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for time being in force] and the Company’s Policy on ‘Materiality of Related Party Transactions and on dealing with Related Party Transactions’, and based on the approval and recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to the Company to continue with the existing contract(s)/ arrangement(s)/ transaction(s)/ agreement(s) and/ or enter into and/ or carry out new contract(s)/arrangement(s)/transaction(s)/ agreement(s) in terms of Regulation 2(1)(zc)(i) of the Listing Regulations (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with Faze Three Autofab Limited (“FTAL”), a related party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and FTAL, for an aggregate value not exceeding INR 76 Crores (Indian Rupees Seventy Six crores) (excluding applicable taxes) for the financial year 2023-24, subject to such contract(s)/arrangement(s)/transaction(s)/ agreement(s) being carried out at arm’s length and in the ordinary course of business of the Company;

“RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have approved, ratified and confirmed in all respects thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors of
Faze Three Limited**

Date: November 08, 2022
Place: Mumbai

**Sd/-
Nikhil Daga
Company Secretary
M. No.: A37065**

Registered Office address:
Survey No. 380/1, Khanvel Silvassa Road, Village Dapada,
Dadra & Nagar Haveli DN 396230 IN
CIN: L99999DN1985PLC000197
Website: www.fazethree.com
Email id: cs@fazethree.com
Tel: 91 (22) 43514400

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Notes:

1. The Explanatory Statement pertaining to the resolutions setting out the material facts, as required under Section 102 of the Act is annexed to this Postal Ballot Notice.
2. In terms of the General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), this Postal Ballot Notice along with the instructions regarding remote e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or with the depository (ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the **Cut-off date, i.e., Friday, November 11, 2022.**

All Members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Any person who is not a Member as on the Cut-off date shall treat this notice for information purpose only.

As per the MCA Circulars, physical copy of the Postal Ballot Notice and Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

3. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 and any other Rules made thereunder and Regulation 44 of the Listing Regulations, as amended, read with MCA Circulars and Circular of SEBI on e-Voting Facility to be provided by Listed Entities, dated December 09, 2020, the Company is providing facility to the Members to exercise their right to votes through electronic voting system ("e-voting") on the e-voting platform provided by **NSDL** to enable them to cast their votes electronically. The instructions for remote e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
4. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
5. This Postal Ballot Notice will also be available on Company's website under "Investors" section at www.fazethree.com and on the website of the BSE Limited at www.bseindia.com and on website of NSDL at www.evoting.nsdl.com.
6. The Company has made necessary arrangements for the members to register their e-mail address on temporary basis:
 - a) Members holding shares in physical form and who have not registered their email addresses with the Company/ Link Intime India Private Limited (Company's Registrar and Share Transfer Agent) may get their email addresses registered by visiting link - https://linkintime.co.in/emailreg/email_register.html and thereafter select the Company name from drop box and provide the details such as Folio Number, Share Certificate Number, Shareholder's Name, PAN , Mobile Number, Email ID and upload the image of share certificate and PAN card in PDF or JPEG format (up to 1MB).
 - b) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Postal Ballot Notice. Members holding

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shares in dematerialised mode are requested to register their email addresses with their respective Depository Participant.

7. The facility for registration of bank details for the Members holding shares in physical form is also available at https://linkintime.co.in/emailreg/email_register.html by providing details such as Bank Account No., Bank Name, IFSC code and also upload self-attested cancelled cheque leaf along with duly signed request letter.
8. The remote e-voting shall commence on **Tuesday, November 15, 2022 at 09.00 a.m. (IST) and will end on Wednesday, December 14, 2022 at 05.00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company holding shares as on the **cut-off date, i.e., Friday, November 11, 2022**, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. Resolutions passed by the shareholders through Postal Ballot shall be deemed to have been duly passed at a general meeting of the Company.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@fazethree.com.
11. The physical shareholders are requested to take note of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on mandatory updation of KYC and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 on issuance of securities in dematerialized form only by listed entities. The said SEBI circulars, key highlights of said circulars and the necessary forms are available on the Company' website for shareholder's information at link: <https://www.fazethree.com/important-announcement-for-physical-shareholders/> and <https://www.fazethree.com/important-announcement-for-physical-shareholders-2/>, respectively.
12. The details of the process and manner for e-voting are explained herein below:

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 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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

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	<p>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.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

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	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 toll free no. 1800 22 55 33.

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

<ol style="list-style-type: none"> 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. <p>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.</p> <ol style="list-style-type: none"> 4. Your User ID details are given below :

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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

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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 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. 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)
2. 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 (cs@fazethree.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. 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.
4. 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.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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.
3. In case of any queries, you may refer 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 to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

POSTAL BALLOT NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 and 2

Pursuant to the provision of Sections 149, 150, 152, 161 and other applicable provisions, if any, of Companies Act, 2013 (“the Act”) read with the Rules made thereunder and Regulations 16, 25 and any other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. James Barry Leonard (DIN: 09744803) and Mr. Chuji Kondo (DIN: 09744760) as Additional Directors, designated as ‘Non-Executive Independent Directors’ with effect from October 05, 2022, for a first term of 5 (five) consecutive years, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act & Rules made thereunder, appointment of Independent Directors requires approval of the Members of the Company. Further, in terms of the Listing Regulations, effective January 01, 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. Accordingly, the appointment of Mr. Leonard and Mr. Kondo requires the approval of the Members of the Company by January 04, 2023.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing the candidature of Mr. Leonard and Mr. Kondo for the office of Director of the Company. Mr. Leonard and Mr. Kondo shall not be liable to retirement by rotation.

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

The Company has also received a declaration from Mr. Leonard and Mr. Kondo, confirming that they meet the criteria of independence as prescribed under the Act and Listing Regulations.

In the opinion of the Board of Directors of the Company, Mr. Leonard and Mr. Kondo fulfills the conditions specified in the Act, the Rules made thereunder and Listing Regulations for their appointment as Independent Directors of the Company and that they are independent of the management of the Company.

The Nomination & Remuneration Committee and Board is of the view that Mr. Leonard’s knowledge, experience and expertise in textile industry, operations, sales, strategic planning and risk management, would be of immense benefit and value to the Company.

The Nomination & Remuneration Committee and Board is of the view that Mr. Kondo’s knowledge, experience and expertise in handling home-textile and floor-covering products, overseas trade operation practices and strong leadership, communication, management, creative and analytical skills, would be of immense benefit and value to the Company.

The copy of the letter of appointment of Mr. Leonard and Mr. Kondo setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

The Brief profile of Mr. Leonard and Mr. Kondo and their expertise are provided in Annexure I forming part of this Postal Ballot Notice.

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Accordingly, the Board recommends the passing of the resolutions set out in Item Nos. 1 and 2 of the accompanying Postal Ballot Notice as the **Special Resolutions**.

Mr. Leonard and Mr. Kondo are interested in the resolutions set out respectively at Item Nos. 1 and 2 of the accompanying Postal Ballot Notice, with regard to their respective appointments.

Save and except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in passing of the resolutions set out at Item Nos. 1 and 2 of this Postal Ballot Notice.

Item Nos. 3 and 4

Pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

As per the provisions of Section 188 of the Companies Act, 2013 ('Act'), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of Members.

The Company has been entering into certain transactions as mentioned in the table below ("said transactions"), with Faze Three Autofab Limited (FTAL), a related party on mutually agreed terms and conditions. During the Financial Year (FY) 2022-23 the aggregate value of such transaction(s) is likely to exceed the applicable materiality thresholds as mentioned hereinabove. The aggregate value of the proposed transactions for the FY 2022-23 is estimated upto INR 63 crores (excluding applicable taxes). Further, for the FY 2023-24, the aggregate value of said transactions is estimated at INR 76 crores (excluding applicable taxes).

The approval of the Members for Resolution Nos. 3 and 4 is being sought for the following related party transactions / contracts / agreements / arrangements as set out in this explanatory statement. In addition to the transactions set out in this explanatory statement, approval of the Members is also being sought for any other transactions between the Company and FTAL for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The value of such additional transactions are included in the values set out in this explanatory statement.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the minimum information to be placed before the Members for consideration of Related Party Transaction is as under:

Sr. No.	Description								
A	Type, material terms and particulars of the proposed transactions	Sale or supply of Services such as dyeing services, Stentering services and washing services etc.	or of such as Yarn, Dyes & Chemicals, etc.	Sale or supply of Goods such as Yarn, Dyes & Chemicals, etc.	Purchase of goods & materials such as yarn and fabrics, etc.	Purchase of services such as Jobwork services.	Rental Expenses	Rental Income	Reimbursement of expenses

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B	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Both Faze Three Limited (FTL) and Faze Three Autofab Limited (FTAL) are part of Faze Three Group where Mr. Ajay Anand and Mrs. Rashmi Anand are the common promoters and directors.						
C	Tenure of the proposed transactions (particular tenure shall be specified)	The above arrangements are continuing business transactions (Ongoing and perpetual transactions). However, approval of the Members is being sought for FY 2022-23 and FY 2023-24.						
D	Value (excluding applicable taxes) of the proposed transactions for FY 2022-23 (INR in Crores)	40.00	15.00	5.00	2.00	0.25	0.25	0.50
E	The percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e. as on March 31, 2022), that is represented by the value of the proposed transactions for FY 2022-23	7.92%	2.97%	0.99%	0.40%	0.05%	0.05%	0.10%
F	Value (excluding applicable taxes) of the proposed transactions for FY 2023-24 (INR in Crores)	40.00	15.00	15.00	5.00	0.25	0.25	0.50
G	The percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e. as on March 31, 2022), that is represented by the value of the proposed transactions for FY 2023-24	7.92%	2.97%	2.97%	0.99%	0.05%	0.05%	0.10%
H	Justification as to why the RPT is in the interest of the listed entity	Both FTL and FTAL, being part of the Faze Three Group, these transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.						

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I	A copy of the valuation or other external party report, if any such report has been relied upon	NOT APPLICABLE
K	Any other information	NOT APPLICABLE
	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given by the Company or its Subsidiary	
i.	Source of funds	
ii.	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> • nature of indebtedness • cost of funds and • tenure of the indebtedness 	
iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	
iv.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	

Based on the approval and recommendation of the Audit Committee, the Board of Directors, at its meeting held on November 08, 2022 has approved the above related party transactions, subject to the approval of the Members of the Company, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Pursuant to Regulation 23(4) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve the relevant resolutions irrespective of whether the entity is a party to the particular transaction or not.

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The Board recommends the passing of the resolutions set out in Item Nos. 3 and 4 of the accompanying Postal Ballot Notice as an **Ordinary Resolutions**.

Except Mr. Ajay Anand (Managing Director), Mr. Sanjay Anand (Whole-time Director) and Mrs. Rashmi Anand (Non-Executive Director) none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions.

**By Order of the Board of Directors of
Faze Three Limited**

Date: November 08, 2022

Place: Mumbai

**Sd/-
Nikhil Daga
Company Secretary
M. No.: A37065**

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Annexure I

Details of Directors seeking appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard -2

Particulars	Mr. James Barry Leonard	Mr. Chuji Kondo
Director Identification Number ('DIN')	09744803	09744760
Age	69 years	66 years
Qualification	Mr. Leonard has completed Advanced Management Program from Harvard University, Harvard Business School in 1990; Masters of Science in Textile Technology from Institute of Textile Technology in 1977 and Bachelor of Science in Textile Technology from North Carolina State University in 1975	Mr. Kondo has completed his "Bachelor of Art in Economics" from Keio University, Tokyo in 1979.
Brief Resume & Experience/ Expertise	<p>Mr. Leonard is a Foreign National and citizen of United States of America.</p> <p>Mr. Leonard has more than 30 years of experience in the global textile industry, operations, sales, strategic planning and risk management, with a record of turnarounds and market expansion in the USA. His experience includes various Senior Leadership / Executive Management positions held in large Home Textile companies viz. Welspun USA Inc., Croscill Home Inc., Excell Home Fashions Inc., Glenoit Home Inc. , Spartan International Inc., Spring Industries Inc, etc. operating in USA.</p>	<p>Mr. Chuji Kondo is a Foreign National and citizen of Japan.</p> <p>Mr. Kondo has more than 35 years of experience in Home Textiles and Floor covering products, overseas business, etc. He has held several executive positions as Director/Board Member in Kawashima Selkon Textiles Co Ltd, Kyoto. Kawashima Selkon Textiles Co Ltd, is one of the leading manufacturers and distributors in home improvements & interior space and supplier to large customers across Japan & globally.</p>
Terms and conditions of appointment or re-appointment	Appointment for a first term of 5 (five) consecutive years commencing from October 05, 2022 to October 04, 2027 and shall not be liable to retirement by rotation.	Appointment for a first term of 5 (five) consecutive years commencing from October 05, 2022 to October 04, 2027 and shall not be liable to retirement by rotation.
Remuneration to be paid	Eligible for sitting fees as approved.	Eligible for sitting fees as approved.
Remuneration last drawn	Not applicable	Not applicable
Date of first appointment on the Board	05/10/2022	05/10/2022
Shareholding in the Company including beneficial ownership	NIL	NIL
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Leonard is not related to any Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Kondo is not related to any Directors, Manager and other Key Managerial Personnel of the Company.
The Number of Meetings of the Board attended during FY 2022-23	1 (one) out of 1 (one) meeting held since his appointment.	1 (one) out of 1 (one) meeting held since his appointment.

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Directorship in other listed entities (in India)	NIL	NIL
Chairmanship/ Membership of the Committees of the Board of Directors (in India)	NIL	NIL
Resignation from listed entity (in India), if any in the past three years.	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	<p>I. Skills and capabilities required for the role of Independent Director</p> <ul style="list-style-type: none"> • Operational Experience • Leadership • Industry Knowledge, Research & Development and Innovation • Financial, Regulatory / Legal & Risk Management • Understanding of laws, rules and regulations • Corporate Governance • Information Technology • Integrity and ethical standards <p>II. Manner in which the proposed appointee meets the above requirement</p> <p>Considering Mr. Leonard's knowledge, experience and expertise in textile industry, operations, sales, strategic planning and risk management and Senior Leadership / Executive Management positions held in large Home Textile companies operating in USA, the Nomination and Remuneration Committee and Board is of the opinion that Mr. Leonard meets the above mentioned skills and capabilities required for the role of Independent Director.</p>	<p>I. Skills and capabilities required for the role of Independent Director:</p> <ul style="list-style-type: none"> • Operational Experience • Leadership • Industry Knowledge, Research & Development and Innovation • Financial, Regulatory / Legal & Risk Management • Understanding of laws, rules and regulations • Corporate Governance • Information Technology • Integrity and ethical standards <p>III. Manner in which the proposed appointee meets the above requirement</p> <p>Considering Mr. Kondo's knowledge, experience and expertise in handling home-textile and floor-covering products, overseas trade operation practices and strong leadership, communication, management, accounting, creative and analytical skills and several executive positions as Director/Board Member held in Kawashima Selkon Textiles Co Ltd, Kyoto, the Nomination and Remuneration Committee and Board is of the opinion that Mr. Kondo meets the above mentioned skills and capabilities required for the role of Independent Director.</p>

**By Order of the Board of Directors of
Faze Three Limited**

Sd/-
Nikhil Daga
Company Secretary
M. No.: A37065

Date: November 08, 2022
Place: Mumbai