



September 27, 2024

To,

BSE Limited Department of Corporate Services, P. J. Towers, Dalal Street, Mumbai – 400 001. Scrip Code: 530079	National Stock Exchange of India Limited Listing Compliance Department, Exchange Plaza, Plot No. C/ 1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051. Symbol: FAZE3Q
--	---

Dear Sir/Ma'am,

Sub: Proceedings of the 39th Annual General Meeting (AGM) of the Company

Pursuant to Regulation 30 of read with Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the summary of the proceedings of the 39th AGM of the Company held today, i.e, Friday, September 27, 2024 at 05:00 p.m. through Video Conferencing facility.

You are requested to kindly take the same on record.

Thanking You,

Yours Sincerely,

For Faze Three Limited

Akram Sati
Company Secretary & Compliance Officer
M. No.: A50020

Encl: a/a



PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING ('AGM') OF FAZE THREE LIMITED PURSUANT TO REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The 39th AGM of the Members of Faze Three Limited ('the Company') was held on Friday, September 27, 2024 at 05.00 p.m. (IST) through Video Conferencing ('VC') facility ("OAVM") (deemed venue- registered office of the Company situated at Survey 380/1, Khanvel Silvassa Road, Dapada, Silvassa – 396 230, UT of D&NH).

The Meeting was conducted in accordance with the General Circulars issued by the Ministry of Corporate Affairs ('MCA') and the circulars issued by the Securities and Exchange Board of India ('SEBI'), applicable provisions of the Companies Act, 2013 ('the Act') and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

44 (Forty-Four) shareholders attended the Meeting through Video Conferencing Mode to form the quorum.

Mr. Akram Sati, Company Secretary and Compliance Officer of the Company, welcomed the Members to the Meeting and briefed them on the details relating to their participation at the Meeting through VC.

He informed the members that since the physical attendance of members is not required at the meeting, the facility for appointment of proxies by shareholders has not been made available. He also informed that, the registers required to be maintained under the Act and the documents referred in the Notice convening the AGM had been made available for inspection of the Members.

He then introduced the Board of Directors, Key Managerial Personnel and Auditors of the Company who were attending the meeting through VC to the members as mentioned below:

Mr. Ajay Anand	Chairman and Managing Director
Mr. Vinit Rathod	Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
Mr. Manan Shah	Independent Director
Mr. James Barry Leonard	Independent Director
Mr. Chuji Kondo	Independent Director
Mr. Ankit Madhwani	Chief Financial Officer
Mr. Vishnu Anand	Group President
Mr. Rajesh Murarka and Mr. Taikhoom Dawoodkhan	On behalf of M/s. MSKA & Associates, Chartered Accountants, Mumbai, the Statutory Auditors of the Company
Mr. Sanjay Dholakia	Proprietor at M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, Secretarial Auditor of the Company & Scrutinizer for the meeting.

He informed the Members that Mrs. Rashmi Anand, Non-Executive Director of the Company and Mr. Sanjay Anand, Whole Time Director were unable to attend the meeting due to pre-occupancy and has expressed their regret for not being able to attend the Meeting.

Thereafter, Mr. Sati requested Mr. Ajay Anand, Chairman and Managing Director of the Company to commence the meeting by addressing the members.

Mr. Ajay Anand then took the Chair and welcomed the Members of the Company. On confirmation of the requisite quorum being present for the meeting, Mr. Ajay Anand called the meeting to order. He then requested Mr. Sati to take the meeting forward.

On request of Mr. Ajay Anand, Mr. Akram Sati proceeded further with the meeting.

Mr. Sati apprised the Members that the Company had provided the Shareholders, the opportunity to send their queries through email to be answered at the AGM. Accordingly, all the queries/ questions received by the Company from the shareholders were read out and suitably addressed at the AGM by Mr. Ajay Anand, Managing Director & Chairman and Mr. Ankit Madhwani, CFO.

Thereafter, he called upon the members who had registered themselves as speakers for the AGM. Out of the registered speaker shareholders, only one was present at the meeting and raised certain queries which were too suitably addressed by Mr. Ajay Anand, Managing Director & Chairman and Mr. Ankit Madhwani, CFO.

Members were further informed that pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company had provided remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. For this purpose, the Company had availed the services of National Securities Depository Limited (NSDL). The Remote e-voting period commenced on Tuesday, September 24, 2024 at 09.00 a.m. and ended on Thursday, September 26, 2024 at 05.00 p.m. Members who did not cast their votes through remote e-voting and who had participated in the meeting were given an opportunity to cast their votes during the meeting.

Mr. Sati apprised the Members about the appointment of Mr. Sanjay Dholakia, Proprietor at M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, as the scrutinizer for remote e-voting and e-voting at the AGM.

He further informed that the Notice convening the 39th AGM, the Report of the Board of Directors, the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2024 along with the Auditors Report thereon on were taken as read, as the same were already circulated to the Members. Further, there were no observations, adverse comments, reservation or remarks, in the Statutory Auditor's Report on the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2024 and Secretarial Auditor's Report for the Financial Year ended March 31, 2024, hence the same were not required to be read.

The following resolutions as set out in the AGM Notice, were transacted at the Meeting:

Item No.	Agenda	Resolution Type
Ordinary Businesses		
1.	Receive, consider and adopt a. Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the reports of Board of Directors and Auditors thereon. b. Audited Consolidated Financial Statements for the Financial Year ended March 31, 2024 together with the report of Auditors thereon.	Ordinary Resolution
2.	Appointment of Director in place of Mr. Ajay Anand (DIN: 00373248) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution
Special Businesses		
3.	Re-appointment of Mr. Ajay Anand (DIN: 00373248) as the Managing Director of the Company.	Special Resolution
4.	Re-appointment of Mr. Sanjay Anand (DIN: 01367853) as the Whole-time Director of the Company.	Special Resolution
5.	Enhancement of limits of Material Related Party Transactions for Financial Year 2024-25	Ordinary Resolution
6.	Approval of Material Related Party Transactions for a period of 5 years from FY 2025-26 to FY 2029-30	Ordinary Resolution
7.	Introduction, Adoption and Implementation of 'Faze Three Employee Stock Option Scheme 2024'	Special Resolution
8.	Extension of Faze Three Employee Stock Option Scheme 2024 to the employees of group company(ies) including subsidiary company(ies) or its associate company(ies), in India or Outside India.	Special Resolution
9.	Implementation of Faze Three Employee Stock Option Scheme, 2024 through Trust and secondary acquisition of equity shares of the Company by the Trust.	Special Resolution
10.	Provision of money by the Company for purchase of its own shares by the trust / trustees for the benefit of employees under Faze Three Employee Stock Option Scheme, 2024.	Special Resolution

Mr. Sati then announced that the E-voting results along with the Scrutinizers' Report would be intimated to the Stock Exchanges and would also upload the same on the website of the Company and NSDL within two working days after the conclusion of the Meeting.

Thereafter, he thanked the Members, Board of Directors, Senior Management and the Auditors for attending the Meeting and after covering all the agenda items and disseminating other information to the members, the meeting was concluded.



The e-voting facility was kept open for 15 minutes post conclusion of the meeting to enable the Members to cast their vote.

The meeting commenced at 05:00 p.m. and concluded at 05:40 p.m. (including time allowed for e-voting post AGM).

For **Faze Three Limited**

Akram Sati
Company Secretary & Compliance Officer
M. No. A50020