October 1, 2019

Corporate Relationship Department
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Dear Sir(s),

Sub: Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Ref: **FAZE THREE LIMITED (STOCK CODE: 530079)**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the following voting reports of the 34rd Annual General Meeting of the Company held on 30th September 2019:

1. Disclosure pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015
2. Consolidated report of the Scrutinizer dtd. 1st October 2019 on remote e-voting and voting through poll at the AGM.

We request you to kindly take this on record and bring it to the notice of the stakeholders.

Thanking you.

Yours faithfully,
For FAZE THREE LIMITED

AD Parekh

FAZE THREE LTD. MUMBAI

Ankit Parekh
Company Secretary
M No. 31990

FAZE THREE LIMITED
(CIN: L99999DN1985PLC000197)
Regd. Office: Survey 380/1, KhanvelSilvassa Road, Dapada, Silvassa – 396 230, UT of D&NH
Corporate Office: 63/64, 6th Floor, Wing C, Mittal Court, Nariman Point, Mumbai - 400021.
Tel. : 91 (22) 43514444, 66604600 * Fax : 91 (22) 24936811 * E-mail : info@fazethree.com * Website : www.fazethree.com

ANNEXURE I

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015

Date of AGM	**30th September 2019**
Total number of shareholders on record date	**4057**
No. of shareholders present in the meeting either in person or through proxy:	**17**
Promoters and Promoter Group:	**8**
Public:	**9**
No. of Shareholders attended the meeting through Video Conferencing:	**0**

RESOLUTION - 1

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 TOGETHER WITH THE REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS THEREON

Resolution required: (Ordinary/ Special)	**Ordinary**
Whether promoter/ promoter group are interested in the agenda/ resolution?	**No**

Category	**Mode of Voting**	**No. of shares held**	**No of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes - Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		1	**2**	**(3)=[(2)/(1)]* 100**	**4**	**5**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter group	E-voting	11125697	9975447	89.66	9975447	0	100.000	0.000
	Poll	11125697	0	0.00	0	0	0.000	0.000
	Postal Ballot	11125697	0	0.00	0	0	0.000	0.000
	Total	**11125697**	**9975447**	**89.66**	**9975447**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1100000	0	0.00	0	0	0.000	0.000
	Poll	1100000	0	0.00	0	0	0.000	0.000
	Postal Ballot	1100000	0	0.00	0	0	0.000	0.000
	Total	**1100000**	**0**	**0.00**	**0**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	12093303	7435638	61.49	7435138	500	99.990	0.010
	Poll	12093303	3322	0.03	3322	0	100.000	0.000
	Postal Ballot	12093303	0	0.00	0	0	0.000	0.000
	Total	**12093303**	**7438960**	**61.51**	**7438460**	**500**	**99.990**	**0.010**
Total		**24319000**	**17414407**	**71.61**	**17413907**	**500**	**99.997**	**0.003**

RESOLUTION - 2

APPOINTMENT OF MR. SANJAY ANAND (DIN: 01367853) AS A DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

Resolution required: (Ordinary/ Special)	**Ordinary**							
Whether promoter/ promoter group are interested in the agenda/ resolution?	**No**							
Category	**Mode of Voting**	**No. of shares held**	**No of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes - Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		1	**2**	**(3)=[(2)/(1)]* 100**	**4**	**5**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter group	E-voting	11125697	9975447	89.66	9975447	0	100.000	0.000
	Poll	11125697	0	0.00	0	0	0.000	0.000
	Postal Ballot	11125697	0	0.00	0	0	0.000	0.000
	Total	**11125697**	**9975447**	**89.66**	**9975447**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1100000	0	0.00	0	0	0.000	0.000
	Poll	1100000	0	0.00	0	0	0.000	0.000
	Postal Ballot	1100000	0	0.00	0	0	0.000	0.000
	Total	**1100000**	**0**	**0.00**	**0**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	12093303	7435638	61.49	7434738	900	99.990	0.010
	Poll	12093303	3322	0.03	3322	0	100.000	0.000
	Postal Ballot	12093303	0	0.00	0	0	0.000	0.000
	Total	**12093303**	**7438960**	**61.51**	**7438060**	**900**	**99.990**	**0.010**
Total		**24319000**	**17414407**	**71.61**	**17413507**	**900**	**99.995**	**0.005**

RESOLUTION - 3

REGULARISATION OF APPOINTMENT OF MRS. RASHMI ANAND (DIN: 00366258) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

Resolution required: (Ordinary/ Special)			**Ordinary**					
Whether promoter/ promoter group are interested in the agenda/ resolution?			**No**					
Category	**Mode of Voting**	**No. of shares held**	**No of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes - Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		1	**2**	**(3)=[(2)/(1)]* 100**	**4**	**5**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter group	E-voting	11125697	9975447	89.66	9975447	0	100.000	0.000
	Poll	11125697	0	0.00	0	0	0.000	0.000
	Postal Ballot	11125697	0	0.00	0	0	0.000	0.000
	Total	**11125697**	**9975447**	**89.66**	**9975447**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1100000	0	0.00	0	0	0.000	0.000
	Poll	1100000	0	0.00	0	0	0.000	0.000
	Postal Ballot	1100000	0	0.00	0	0	0.000	0.000
	Total	**1100000**	**0**	**0.00**	**0**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	12093303	7435638	61.49	7434738	900	99.990	0.010
	Poll	12093303	3322	0.03	3322	0	100.000	0.000
	Postal Ballot	12093303	0	0.00	0	0	0.000	0.000
	Total	**12093303**	**7438960**	**61.51**	**7438060**	**900**	**99.990**	**0.010**
Total		**24319000**	**17414407**	**71.61**	**17413507**	**900**	**99.995**	**0.005**

RESOLUTION - 4

RE-APPOINTMENT OF MR. AJAY ANAND (DIN: 00373248) AS THE MANAGING DIRECTOR OF THE COMPANY

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	**Mode of Voting**	**No. of shares held**	**No of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes - Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		1	**2**	**(3)=[(2)/(1)]* 100**	**4**	**5**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter group	E-voting	11125697	9975447	89.66	9975447	0	100.000	0.000
	Poll	11125697	0	0.00	0	0	0.000	0.000
	Postal Ballot	11125697	0	0.00	0	0	0.000	0.000
	Total	**11125697**	**9975447**	**89.66**	**9975447**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1100000	0	0.00	0	0	0.000	0.000
	Poll	1100000	0	0.00	0	0	0.000	0.000
	Postal Ballot	1100000	0	0.00	0	0	0.000	0.000
	Total	**1100000**	**0**	**0.00**	**0**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	12093303	7435638	61.49	7434738	900	99.990	0.010
	Poll	12093303	3322	0.03	3322	0	100.000	0.000
	Postal Ballot	12093303	0	0.00	0	0	0.000	0.000
	Total	**12093303**	**7438960**	**61.51**	**7438060**	**900**	**99.990**	**0.010**
Total		**24319000**	**17414407**	**71.61**	**17413507**	**900**	**99.995**	**0.005**

AARZE THREE LTD. MUMBAI

RESOLUTION - 5

RE-APPOINTMENT OF MR. SANJAY ANAND (DIN: 01367853) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY

Resolution required: (Ordinary/ Special)			**Special**					
Whether promoter/ promoter group are interested in the agenda/ resolution?			**No**					
Category	**Mode of Voting**	**No. of shares held**	**No of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes - Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		1	**2**	**(3)=[(2)/(1)]* 100**	**4**	**5**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter group	E-voting	11125697	9975447	89.66	9975447	0	100.000	0.000
	Poll	11125697	0	0.00	0	0	0.000	0.000
	Postal Ballot	11125697	0	0.00	0	0	0.000	0.000
	Total	**11125697**	**9975447**	**89.66**	**9975447**	**0**	**100.000**	**0.000**
Public Institutions	E-voting	1100000	0	0.00	0	0	0.000	0.000
	Poll	1100000	0	0.00	0	0	0.000	0.000
	Postal Ballot	1100000	0	0.00	0	0	0.000	0.000
	Total	**1100000**	**0**	**0.00**	**0**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	12093303	7435638	61.49	7434738	900	99.990	0.010
	Poll	12093303	3322	0.03	3322	0	100.000	0.000
	Postal Ballot	12093303	0	0.00	0	0	0.000	0.000
	Total	**12093303**	**7438960**	**61.51**	**7438060**	**900**	**99.990**	**0.010**
Total		**24319000**	**17414407**	**71.61**	**17413507**	**900**	**99.995**	**0.005**

RESOLUTION - 6

APPROVAL OF RELATED PARTY TRANSACTIONS

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	**Mode of Voting**	**No. of shares held**	**No of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes - Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		1	**2**	**(3)=[(2)/(1)]* 100**	**4**	**5**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter group	E-voting	11125697	0	0.00	0	0	0.000	0.000
	Poll	11125697	0	0.00	0	0	0.000	0.000
	Postal Ballot	11125697	0	0.00	0	0	0.000	0.000
	Total	**11125697**	**0**	**0.00**	**0**	**0**	**0.000**	**0.000**
Public Institutions	E-voting	1100000	0	0.00	0	0	0.000	0.000
	Poll	1100000	0	0.00	0	0	0.000	0.000
	Postal Ballot	1100000	0	0.00	0	0	0.000	0.000
	Total	**1100000**	**0**	**0.00**	**0**	**0**	**0.000**	**0.000**
Public Non-Institutions	E-voting	12093303	7435638	61.49	7435138	500	99.990	0.010
	Poll	12093303	3322	0.03	3322	0	100.000	0.000
	Postal Ballot	12093303	0	0.00	0	0	0.000	0.000
	Total	**12093303**	**7438960**	**61.51**	**7438460**	**500**	**99.990**	**0.010**
Total		**24319000**	**7438960**	**61.51**	**7438460**	**500**	**99.99**	**0.010**

FAZE THREE LTD. MUMBAI

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
: 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

SCRUTINIZER'S REPORT

To,
The Chairperson of
Thirty-Fourth Annual General Meeting (AGM) of the Members of
Faze Three Limited
held on Monday, 30th September, 2019 at 10.00 a.m. at
Plot No 146, Waghdhara Village,
Dadra, Dadar Nagar Haveli – 396193.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 23rd August, 2019, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting process and polling process conducted at the AGM, for all the Resolutions as set out in the Notice of the AGM.

2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by National Securities Depository Limited (NSDL) for all the Resolutions as set out in the Notice of the said AGM.

3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / proxy holders who attended the AGM and did not cast their vote by Remote e-voting.

4. I submit my report as under:

   4.1 The Company gave ballot paper to the Members who were present at the AGM held on Monday, 30th September 2019 at 10.00 am at Plot No. 146, Waghdhara Village Road, Dadra, UT of Dadra & Nagar Haveli – 396193.

   4.2 The Remote e-Voting period had commenced on Friday, 27th September, 2019 (9.00 a.m.) and ended on Sunday, 29th September, 2019 (5.00 p.m.).

SANJAY DHOLAKIA & ASSOCIATES * MUMBAI *

SANJAY DHOLAKIA & ASSOCIATES
BCOM LLB FCS
COMPANY SECRETARIES
GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
: 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

4.3 I have received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 29th September, 2019 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 30th September, 2019 at 10.47 a.m. (IST) in the presence of two witnesses, Mr. Akshay Shah and Mr. Hiten Gohil who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Akshay.L.Shah

Name: Mr. Akshay Shah

Name: Hiten Gohil

4.4 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions, as set in the Notice of the AGM.

5. A summary of thecombined voting results of the votes cast throughBallot Papers received and Remote e-voting is given as **Annexure 1**.

6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Chairpersonwho has been authorized by the Board to supervise the Ballot process.

7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the ResolutionNo. 1 to Resolution no. 6 as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.

8. You may accordingly declare the aforesaid voting result of votes cast.

Thanking you,

For Sanjay Dholakia & Associates
Practicing Company Secretary

Dholakia Sanjay

Sanjay Dholakia
Proprietor
Membership No. 2655 /CP No. 1798

SANJAY DHOLAKIA & ASSOCIATES * PRACTICING COMPANY SECRETARY * FCS No. 2655 CP No. 1798

Date : 1st October, 2019
Place : Mumbai
UDIN : F002655A000021377

Annexure 1

RESOLUTION 1– ORDINARY RESOLUTION - ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 TOGETHER WITH THE REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS THEREON

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	29	17410585	3	3322	32	17413907	99.99
Against the Resolution	1	500	0	0	1	500	0.01

Invalid votes	0	0	0	0

RESOLUTION2 – ORDINARY RESOLUTION - APPOINTMENT OF MR. SANJAY ANAND (DIN: 01367853) AS A DIRECTOR OF COMPANY WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERSHIMSELF FOR RE-APPOINTMENT.

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
Infavour of the Resolution	28	17410185	3	3322	31	17413507	99.99
Against the Resolution	2	900	0	0	2	900	0.01

Invalid votes	0	0	0	0

SANJAY DHOLAKIA & ASSOCIATES * MUMBAI *

SPECIAL BUSINESS:

RESOLUTION 3– ORDINARY RESOLUTION - REGULARISATION OF APPOINTMENT OF MRS. RASHMI ANAND (DIN: 00366258) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	28	17410185	3	3322	31	17413507	99.99
Against the Resolution	2	900	0	0	2	900	0.01

Invalid votes	0	0	0	0

RESOLUTION 4–SPECIAL RESOLUTION - RE-APPOINTMENT OF MR. AJAY ANAND (DIN: 00373248) AS THE MANAGING DIRECTOR OF THE COMPANY

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	28	17410185	3	3322	31	17413507	99.99
Against the Resolution	2	900	0	0	2	900	0.01

Invalid votes	0	0	0	0

SANJAY DHOLAKIA & ASSOCIATES ★ MUMBAI ★

RESOLUTION 5–SPECIAL RESOLUTION - RE-APPOINTMENT OF MR. SANJAY ANAND (DIN: 01367853) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	28	17410185	3	3322	31	17413507	99.99
Against the Resolution	2	900	0	0	2	900	0.01

Invalid votes	0	0	0	0

RESOLUTION 6–ORDINARY RESOLUTION - APPROVAL OF RELATED PARTY TRANSACTIONS

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	21	7435138	3	3322	24	7438460	99.99
Against the Resolution	1	500	0	0	1	500	0.01

Invalid votes	0	0	0	0

*Promoter and Promoter Group being interested party in the above resolution, the votes casted by them is not considered.

SANJAY DHOLAKIA & ASSOCIATES * MUMBAI *