October 1, 2020

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 35th Annual General Meeting of the Company held on 30th September 2020:

1. Disclosure pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015;
2. Consolidated report of the Scrutinizer dtd. 30th September 2020 on remote e-voting and e-voting during 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**

AOParekh

FAZE THREE LTD. MUMBAI

**Ankit Parekh**
Company Secretary
M No. 31990

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

FAZE THREE LIMITED

| Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015 | |
|---|---|
| Date of AGM | 30.09.2020 |
| Total number of shareholders on record date | 3987 |
| No. of shareholders attending the meeting through VC | 31 |
| Promoters and Promoter Group | 8 |
| Public | 23 |
| | |

| | |
|---|---|
| **Resolution Required : (Ordinary)** | **1 - To receive,consider and adopt the Audited Financial Statements(including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2020 together with the Reports of the Auditors and Board of Directors thereon** |
| **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 | 11962629 | 8952636 | 74.8384 | 8952636 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **8952636** | **74.8384** | **8952636** | **0** | **100.0000** | **0.0000** |
| Public Institutions | E-Voting | 1100000 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **0** | **0.0000** | **0** | **0** | **0.0000** | **0.0000** |
| Public Non Institutions | E-Voting | 11256371 | 6360101 | 56.5022 | 6360001 | 100 | 99.9984 | 0.0016 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **6360101** | **56.5022** | **6360001** | **100** | **99.9984** | **0.0016** |
| **Total** | | **24319000** | **15312737** | **62.9661** | **15312637** | **100** | **99.9993** | **0.0007** |

FAZE THREE LTD. MUMBAI

| **Resolution Required : (Ordinary)** | | | **2 - Re-appointment of Mr. Ajay Anand (DIN: 00373248), who retires by rotation and being eligible, offered himself for re-appointment** | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **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 | 11962629 | 8952636 | 74.8384 | 8952636 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **8952636** | **74.8384** | **8952636** | **0** | **100.0000** | **0.0000** |
| Public Institutions | E-Voting | 1100000 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **0** | **0.0000** | **0** | **0** | **0.0000** | **0.0000** |
| Public Non Institutions | E-Voting | 11256371 | 6360101 | 56.5022 | 6359601 | 500 | 99.9921 | 0.0079 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **6360101** | **56.5022** | **6359601** | **500** | **99.9921** | **0.0079** |
| **Total** | | **24319000** | **15312737** | **62.9661** | **15312237** | **500** | **99.9967** | **0.0033** |

FAZE THREE LTD. MUMBAI

| Resolution Required : (Ordinary) | | | 3 - Regularisation of appointment of Mr. Kartik Jethwa(DIN: 08587759) as an Independent Director of the Company | | | | | |
|---|---|---|---|---|---|---|---|---|
| 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 | 11962629 | 8952636 | 74.8384 | 8952636 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **8952636** | **74.8384** | **8952636** | **0** | **100.0000** | **0.0000** |
| Public Institutions | E-Voting | 1100000 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **0** | **0.0000** | **0** | **0** | **0.0000** | **0.0000** |
| Public Non Institutions | E-Voting | 11256371 | 6360101 | 56.5022 | 6359601 | 500 | 99.9921 | 0.0079 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **6360101** | **56.5022** | **6359601** | **500** | **99.9921** | **0.0079** |
| **Total** | | **24319000** | **15312737** | **62.9661** | **15312237** | **500** | **99.9967** | **0.0033** |

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 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

# SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
**The Chairman**
**Of 35th Annual General Meeting**
**Of FAZE THREE LIMITED**
held on Wednesday, 30th September, 2020
Through Video Conferencing / Other Audio Visual means

Dear Sir,

I, Sanjay Dholakia & Associates, Practicing Company Secretaries, represented by Mr. Sanjay Dholakia, (Membership No. FCS - 2655), Proprietor, was appointed as the Scrutinizer for the purpose of the remote e-voting process prior to the Annual General Meeting (AGM) and e-voting process during the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in respect of below mentioned resolutions proposed at the AGM of Faze Three Limited held on Wednesday, 30th September, 2020 at 10.00 a.m. through Video Conferencing / Other Audio Visual means (VC/OAVM).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the 35th AGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process at the AGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions contained in the notice of 35th AGM, based on the reports generated from the e-voting platform / system provided by the National Securities Depository Limited (NSDL) the authorized agency to provide e-voting facilities, engaged by the Company.

SANJAY DHOLAKIA & ASSOCIATES ★ MUMBAI ★

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
: 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com


As informed to us by the Management, the notice dated 04$^{th}$ September, 2020 convening the 35$^{th}$ AGM of the Company through VC/OAVM held on 30$^{th}$ September, 2020 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Members of the Company holding shares on the record date ("Cut off" date) of 23$^{rd}$ September, 2020 were entitled to vote on the resolutions as set out in the notice of said AGM.

In this regard, we hereby submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), for conducting remote e-voting prior to AGM and e-voting during the AGM by the Members of the Company.

2. The remote e-voting prior to AGM period remained open from Sunday, 27$^{th}$ September, 2020 (9.00 a.m. IST) to Tuesday, 29$^{th}$ September, 2020 (5.00 p.m. IST) NSDL e-voting platform was disabled thereafter.

3. The Company had also provided e-voting facility to the Members present / logged-in at the AGM through VC and who had not cast their vote earlier.

4. We have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 29$^{th}$ September, 2020 from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 30$^{th}$ September, 2020 at 10.35 a.m. (IST) in the presence of two witnesses, who are not in the employment of the Company.

5. We have scrutinized the votes cast through both remote e-voting and e-voting during the AGM processes for the purpose of this report.

6. The particulars of all the electronic votes cast by the Members through both remote e-voting and e-voting during the AGM has been recorded in the separate registers maintained for the purpose.

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 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com


7. The result of the voting through both remote e-voting and e-voting during the AGM is as per annexure attached herewith.

**Recommendation:**

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

**For Sanjay Dholakia & Associates**

Dholakia Sanjay

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

**SANJAY R DHOLAKIA**
**Practicing Company Secretary**
**Proprietor**

**Membership No. FCS 2655**
**CP No. 1798**

**UDIN: F002655B000819988**

**Place: Mumbai**
**Date: 30th September, 2020**

**Annexure to the Scrutinizer's Report of Faze Three Limited**

**Result of Remote e-voting prior to AGM and E-voting during the AGM:**

| Reso. No. /Item No. | Heading of Resolution | Type of Resolution | Type of Voting | Voting in Favour (Assent) | | | Voted Against (Dissent) | | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | No. of Members Voting | No. of Votes Cast | % of valid votes | No. of Members Voting | No. of Votes Cast | % of valid votes | No. of Members Voting | No. of Votes Cast |
| 1 | To consider, approve and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the year ended 31st March, 2020. | Ordinary Resolution | Remote E-Voting prior to AGM | 58 | 10005536 | 65.34 | 1 | 100 | 100.00 | 59 | 10005636 |
| | | | E-Voting during the AGM | 4 | 5307101 | 34.66 | - | - | - | 4 | 5307101 |
| | | | **Total** | **62** | **15312637** | **100.00** | **1** | **100** | **100.00** | **63** | **15312737** |
| 2 | Re-appointment of Director Mr. Ajay Anand (DIN: 00373248) who retires by rotation. | Ordinary Resolution | Remote E-Voting prior to AGM | 57 | 10005136 | 65.34 | 2 | 500 | 100.00 | 59 | 10005636 |
| | | | E-Voting during the AGM | 4 | 5307101 | 34.66 | - | - | - | 4 | 5307101 |
| | | | **Total** | **61** | **15312237** | **100.00** | **2** | **500** | **100.00** | **63** | **15312737** |

SANJAY DHOLAKIA & ASSOCIATES MUMBAI

**Annexure to the Scrutinizer's Report of Faze Three Limited**
**Result of Remote e-voting prior to AGM and E-voting during the AGM:**

| Reso. No. /Item No. | Heading of Resolution | Type of Resolution | Type of Voting | Voting in Favour (Assent) | | | Voted Against (Dissent) | | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | No. of Members Voting | No. of Votes Cast | % of valid votes | No. of Members Voting | No. of Votes Cast | % of valid votes | No. of Members Voting | No. of Votes Cast |
| 3 | Regularisation of appointment of Mr. Kartik Jethwa (DIN: 08587759) as an Independent Director of the Company | Ordinary Resolution | Remote E-Voting prior to AGM | 57 | 10005136 | 65.34 | 2 | 500 | 100.00 | 59 | 10005636 |
| | | | E-Voting during the AGM | 4 | 5307101 | 34.66 | - | - | - | | |
| | | | **Total** | **61** | **15312237** | **100.00** | **2** | **500** | **100.00** | **63** | **15312737** |

**For Sanjay Dholakia & Associates**

Dholakia Sanjay

**SANJAY R DHOLAKIA**
**Practicing Company Secretary**
**Proprietor**

**Membership No. FCS 2655**
**CP No. 1798**

**UDIN: F002655B000819988**

**Place: Mumbai**
**Date: 30th September, 2020**

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