

September 28, 2017

To,
Corporate Relationship Department,
BSE Limited,
New Trading Wing,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir,

Sub: Details regarding voting results Pursuant to Regulation 44(3) of Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Scrip Code- 530079

This is to inform you that the 32nd Annual General Meeting of the Company was held on 27th September, 2017. Please find attached herewith the following voting reports:

- 1. Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure I.
- 2. Consolidated report of the Scrutinizer dated 28th September, 2017 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

ANKIT PAREKH
Company Secretary

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

Date of AGM	27th September, 2017	
Total number of shareholders on record date	4289	
No. of shareholders present in the meeting either in person or	17	
Promoters and Promoter Group:	5	
Public:	12	
No. of Shareholders attended the meeting through Video	0	

RESOLUTION - 1	ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017
INCOCOTION - 1	TOGETHER WITH THE REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS THEREON

Resolution required: (Ord	Resolution required: (Ordinary/ Special)			ion				
Category	Mode of Voting	No. of shares held	polled	% of Votes Polled on	in favour	No. of Votes - Against	% of Votes in favour on votes	% of Votes against on votes polled
				outstandi ng shares			polled	
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	9630697	8630447	89.61	8630447	0	100.000	0.000
	Poll	9630697	0	0.00	0	0	0.000	0.000
	Postal Ballot	9630697	0	0.00	0	0	0.000	0.000
	Total	9630697	8630447	89.61	8630447	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	12888303	7056370	54.75	7056170	200	100.000	0.000
	Poll	12888303	236	0.00	236	0	100.000	0.000
	Postal Ballot	12888303	0	0.00	0	0	0.000	0.000
	Total	12888303	7056606	54.75	7056406	200	100.000	0.000
Total		23619000	15687053	66.42	15686853	200	99.999	0.001



RESOLUTION - 2

VACATION OF OFFICE OF MR. BHEEMANNA CHIKKERUR (DIN: 07371496) Director OF COMPANY WHO HAS NOT OFFERED HIMSELF FOR RE-APPOINTMENT

Resolution required: (Ord	inary/ Special)		Ordinary Resolut	ion				
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(7)=[(5)/(2)]*100
Promoter and Promoter	E-voting	9630697	8630447	89.61	8630447	0	100.000	0.000
group	Poll	9630697	0	0.00	0	0	0.000	0.000
	Postal Ballot	9630697	0	0.00	0	0	0.000	0.000
	Total	9630697	8630447	89.61	8630447	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	12888303	7056370	54.75	7056160	210	100.000	0.000
	Poll	12888303	236	0.00	236	0	100.000	0.000
	Postal Ballot	12888303	0	0.00	0	0	0.000	0.000
	Total	12888303	7056606	54.75	7056396	210	100.000	0.000
Total		23619000	15687053	66.42	15686843	210	99.999	0.001



RESOLUTION - 3

APPOINTMENT OF M/s. MSKA & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY IN PLACE OF M/s. THAKUR VAIDYANATH AIYAR & CO. AND FIX THEIR REMUNERATION

Resolution required: (Ord	inary/ Special)		Ordinary Resolut	ion	W. W			
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(7)=[(5)/(2)]*100
Promoter and Promoter	E-voting	9630697	8630447	89.61	8630447	0	100.000	0.000
group	Poll	9630697	0	0.00	0	0	0.000	0.000
	Postal Ballot	9630697	0	0.00	0	0	0.000	0.000
	Total	9630697	8630447	89.61	8630447	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	12888303	7054870	54.74	7054660	210	100.000	0.000
	Poll	12888303	236	0.00	236	0	100.000	0.000
	Postal Ballot	12888303	0	0.00	0	0	0.000	0.000
	Total	12888303	7055106	54.74	7054896	210	100.000	0.000
Total		23619000	15685553	66.41	15685343	210	99.999	0.001



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ADOPTION OF NEW ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013

Resolution required: (Ord	inary/ Special)	· · · · · · · · · · · · · · · · · · ·	Special Resolution	n				
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(7)=[(5)/(2)]*100
Promoter and Promoter	E-voting	9630697	8630447	89.61	8630447	0	100.000	0.000
g-oup	Poll	9630697	0	0.00	0	0	0.000	0.000
	Postal Ballot	9630697	0	0.00	0	0	0.000	0.000
	Total	9630697	8630447	89.61	8630447	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	12888303	7056370	54.75	7056160	210	100.000	0.000
	Poll	12888303	236	0.00	236	0	100.000	0.000
	Postal Ballot	12888303	0	0.00	0	0	0.000	0.000
	Total	12888303	7056606	54.75	7056396	210	100.000	0.000
Total		23619000	15687053	66.42	15686843	210	99.999	0.001



RESOLUTION - 5

REVISION OF REMUNERATION OF MR. AJAY ANAND, CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

Resolution required: (Ordi		Special Resolution						
Category	Mode of	No. of shares held	No of votes	% of	No. of Votes –	No. of	% of Votes in	% of Votes against
	Voting		polled	Votes	in favour	Votes -	favour on	on votes polled
				Polled on		Against	votes	
				outstandi			polled	
				ng shares				
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*100
Promoter and Promoter	E-voting	9630697	8630447	89.61	8630447	0	100.000	0.000
group	Poll	9630697	0	0.00	0	0	0.000	0.000
	Postal Ballot	9630697	0	0.00	0	0	0.000	0.000
	Total	9630697	8630447	89.61	8630447	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	12888303	7056370	54.75	7056160	210	100.000	0.000
	Poll	12888303	236	0.00	236	0	100.000	0.000
	Postal Ballot	12888303	0	0.00	0	0	0.000	0.000
	Total	12888303	7056606	54.75	7056396	210	100.000	0.000
Total		23619000	15687053	66.42	15686843	210	99.999	0.001



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APPROVAL OF RELATED PARTY TRANSACTIONS

Resolution required: (Ord	inary/ Special)		Ordinary Resolut	ion				
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(7)=[(5)/(2)]*100
Promoter and Promoter	E-voting	9630697	0	0.00	0	0	0.000	0.000
group	Poll	9630697	0	0.00	0	0	0.000	0.000
	Postal Ballot	9630697	0	0.00	0	0	0.000	0.000
	Total	9630697	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	9 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	12888303	7056370	54.75	7056160	210	100.000	0.000
	Poll	12888303	236	0.00	236	0	100.000	0.000
	Postal Ballot	12888303	0	0.00	. 0	0	0.000	0.000
	Total	12888303	7056606	54.75	7056396	210	100.000	0.000
Total		23619000	7056606	29.88	7056396	210	99.997	0.003



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SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

213, Gr. Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067. © : 2807 3233 98700 31365 E-mail : sanjayrd65@yahoo.com

Date: 28th September, 2017

SCRUTINIZER'S REPORT

To,
The Chairperson of
Thirty-Second Annual General Meeting (AGM) of the Members of
Faze Three Limited
held on Wednesday, 27th September, 2017 at 11.30 a.m. at
Conference Hall, Plot No 146, Waghdhara Village,
Dadra, Dadar Nagar Haveli – 396193.

Dear Sir,

- The Board of Directors of the Company at its meeting held on 1st September, 2017, 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 have not cast their vote by Remote e-voting.
- I submit my report as under:
 - 4.1 The Company has given the Ballot Paper to the Members who were present at the AGM held on Wednesday, the 27th September, 2017 at 11.30 a.m. at Conference Hall, Plot No 146, Waghdhara Village, Dadra, Dadar Nagar Haveli 396193.
 - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.



SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

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213, Gr. Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067. © : 2807 3233 98700 31365 E-mail : sanjayrd65@yahoo.com

- 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.
- 4.4 The ballot box was opened in my presence.
- 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 20th September, 2017.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Sunday, 24th September, 2017 (9.00 a.m.) and ended on Tuesday, 26th September, 2017 (5.00 p.m.).
- 4.8 I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 26th September, 2017 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 27th September, 2017 at 11.50 a.m. (IST) in the presence of two witnesses, Mr. Chandan Jha and Mr. Akshay Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Chandan Jha

Name: Akshay Shah

- 4.9 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 the combined voting results of the votes cast through Ballot 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 Chairperson who 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 Resolution no. 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.





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

213, Gr. Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067. © : 2807 3233 98700 31365 E-mail : sanjayrd65@yahoo.com

8. You may accordingly declare the aforesaid voting result of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates Practising Company Secretary

Dh harland So Sanjay Dholakia

Proprietor

Membership No. 2655 /CP No. 1798

Date: 28th September, 2017

Place: Mumbai



Annexure 1

RESOLUTION 1-ABOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 TOGETHER WITH THE REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS THEREON

						1 . 1 . 1	Dog: 160
Particulars	Remote E-voting	3-voting	Polling a	Polling at the AGM	Ē	Consolidated voting lesuits	ing wesuits
							to work the last of 10
	No. of	of No. of valid No.		No. of Valid	Total No. of	Total No. of	of No. of Valid Total No. of Total No. of % or total number of
	phore	vofes cast	nbers	votes cast	Members	valid votes	valid votes valid votes cast
	included		Proxy voted		voted	cast	
	voied		manch from				
In favour of the	VC	15686617	65	236	27	15686853	100
Resolution	£7	1100001	S				
Against the		200	0	0	1	200	0
Resolution	1						

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	0	
	Invalid votes 0	

RESOLUTION 2 – VACATION OF OFFICE OF MR. BHEEMANNA CHIKKERUR (DIN: 07371496) DIRECTOR OF COMPANY WHO HAS NOT OFFERED HIMSELF FOR RE-APPOINTMENT.

Particulars	Remote	Remote E-voting	Polling a	Polling at the AGM	ပိ	Consolidated voting Results	ing Results	
		The second second	The state of the s	T-Manual State of the State of				_
	No. of	of No. of valid No.		No. of Valid	Total No. of	Total No. of	of No. of Valid Total No. of Total No. of % of total number of	
	pers	votes cast	Members /	votes cast	Members	valid votes	valid votes valid votes cast	
	voted		Proxy voted		voted	cast		_
In favour of the	23	15686607	3	236	26	15686843	100	-
Resolution	}							\top
Against the	c	210	0	0	2	210	0	
Resolution	1							7
								(),





RESOLUTION 3 - APPOINTMENT OF M/S. MSKA & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY IN PLACE OF M/S. THAKUR VAIDYANATH AIYAR & CO., AND FIX THEIR REMUNERATION

				11.7	S	Consolidated voting Nesure	ang venic
Particulars	Remote	Remote E-voting	Polling a	Polling at the AGM	}		
						7- 111	of of total number of
e compagnione comp	No. of	of No. of valid	No. of Members /	f No. of Valid votes cast	Total No. of Members	lotal No. or valid votes	of No. of Valid Total No. of Iotal No. of Notes Cast / votes cast Members valid votes cast
	voted		Proxy voted		voted	cast	
I famous of the	200			956	22	15685343	100
In ravour or the	22	15685107	3	000			
Resolution							c
Against the	2	210	0	0	7	210	
Resolution							
							Tile.
Invalid votes	0	0	0	0			

RESOLUTION 4 – ADOPTION OF NEW ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013.

Particulars	Remote	Remote E-voting	Polling a	Polling at the AGM	ပိ	Consolidated voting Kesults	ing Kesuits
	ers	of No. of valid votes cast	No. of Members /	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	of No. of Valid Total No. of Total No. of Workes cast
	voted		1104) 1000				
In favour of the	23	15686607	3	236	26	15686843	100
Resolution							¢
Against the	2	210	0	0	7	210	0
Resolution							

TISSO TIME
0 0 0

Invalid votes



RESOLUTION 5 - REVISION OF REMUNERATION OF MR. AJAY ANAND, CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY.

							. D 16.
Particulars	· · · · · · · · · · · · · · · · · · ·	Remote E-voting	Polling	Polling at the AGM	ී	Consolidated voting nesuits	ing ivesuits
						7 . 1.1.	of of total number of
	Jo oN	of No of valid No.		No. of Valid	Total No. of	Total No. or	of No. of Valid Total No. of Total No. or 70 Ut total number of
		toto cotor	hore	/ votes cast	Members	valid votes	valid votes valid votes cast
	Members	VOICE CASI			woted	cast	
-	voted		Proxy voted		VOICE		
Voted in favour	6	15686607	m	236	26	15686843	100
of the Resolution	3						
Voted against the	6	210	0	0	2	210	0
Resolution	ı						

RESOLUTION 6 - APPROVAL OF RELATED PARTY TRANSACTIONS

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Invalid votes

0

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ing Results)1	of No. of Valid Total No. of Total No. of Walid Total No. of Workes of Members valid votes ast voted cast		100	c			
Consolidated voting Results		Total No. of valid votes		7056396	010	210		
O)		Total No. of Members	330	17		2		
Polling at the AGM		of No. of Valid	ed	236		0		
Po			Proxy voted	m		0		
E-voting		of No. of valid votes cast		7056160		210		
Remote E-voting		No. of Members	voted	14		2		
D	Laureniais			In favour of the	Resolution	Against the	Resolution	



0

Invalid votes