



Date: 1<sup>st</sup> October, 2016

To,  
The Secretary  
BSE Limited  
Corporate Relations Department,  
P. J. Towers, Dalal Street,  
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

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith the details of voting results of Extra Ordinary General Meeting held on 30<sup>th</sup> September 2016 as per Annexure 1 as prescribed by SEBI.

We also enclose herewith the Scrutinizer Report.

Kindly take the above on your records.

Thanking you.

Yours faithfully,

For FAZE-THREE LIMITED

*A.D. Parekh*  
ANKIT PAREKH  
COMPANY SECRETARY



**Annexure I**

**Voting Results**

Date of the EOGM	30 <sup>th</sup> September 2016
Total number of shareholders on record date	3844
No. of shareholders present in the meeting either in person or through proxy:	Promoter and Promoter Group: 4 Public: 14
No. of Shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was provided

**Detail of Agenda:**

Mode of voting: Remote E-voting as provided by NSDL and the polling process at the EOGM.

ITEM NO. 1 - TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6619494	4137119	62.50	4137119	0	100.00	0.00
	Poll		2482125	37.49	2482125	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>6619494</b>	<b>6619244</b>	<b>99.99</b>	<b>6619244</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	5569303	1475657	26.50	1475657	0	100.00	0.00
	Poll		1638501	29.42	1638501	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>5569303</b>	<b>3114158</b>	<b>55.92</b>	<b>3114158</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>12188797</b>	<b>9733402</b>	<b>79.86</b>	<b>9733402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



ITEM NO.2 TO ALTER THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6619494	4137119	62.50	4137119	0	100.00	0.00
	Poll		2482125	37.49	2482125	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>6619494</b>	<b>6619244</b>	<b>99.99</b>	<b>6619244</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	5569303	1475657	26.50	1475657	0	100.00	0.00
	Poll		1638501	29.42	1638501	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>5569303</b>	<b>3114158</b>	<b>55.92</b>	<b>3114158</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>12188797</b>	<b>9733402</b>	<b>79.86</b>	<b>9733402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Item No.3- TO ALTER CLAUSE 5. OF ARTICLES OF ASSOCIATION OF THE COMPANY

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6619494	4137119	62.50	4137119	0	100.00	0.00
	Poll		2482125	37.49	2482125	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>6619494</b>	<b>6619244</b>	<b>99.99</b>	<b>6619244</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	5569303	1475657	26.50	1475657	0	100.00	0.00
	Poll		1638501	29.42	1638501	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>5569303</b>	<b>3114158</b>	<b>55.92</b>	<b>3114158</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>12188797</b>	<b>9733402</b>	<b>79.86</b>	<b>9733402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



ITEM NO.4- TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS TO NON- PROMOTER INVESTORS

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6619494	4137119	62.50	4137119	0	100.00	0.00
	Poll		2482125	37.49	2482125	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>6619494</b>	<b>6619244</b>	<b>99.99</b>	<b>6619244</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	5569303	1475657	26.50	1475657	0	100.00	0.00
	Poll		1638501	29.42	1638501	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>5569303</b>	<b>3114158</b>	<b>55.92</b>	<b>3114158</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>12188797</b>	<b>9733402</b>	<b>79.86</b>	<b>9733402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



ITEM NO.5- TO ISSUE CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER / PROMOTER GROUP

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6619494	4137119	62.50	4137119	0	100.00	0.00
	Poll		2482125	37.49	2482125	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>6619494</b>	<b>6619244</b>	<b>99.99</b>	<b>6619244</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	5569303	1475657	26.50	1475657	0	100.00	0.00
	Poll		1638501	29.42	1638501	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>5569303</b>	<b>3114158</b>	<b>55.92</b>	<b>3114158</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>12188797</b>	<b>9733402</b>	<b>79.86</b>	<b>9733402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Accordingly, the above mentioned resolutions have been passed with requisite majority.  
Kindly take the above on record.

Thanking you,

Yours faithfully,

For FAZE-THREE LIMITED

*A.P. Parekh*  
ANKIT PAREKH  
COMPANY SECRETARY





213, Gr. Floor, Raghuleela Mall,  
Behind Poincur Bus Depot,  
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233  
98700 31365

E-mail : sanjayrd65@yahoo.com

**SCRUTINIZER'S REPORT**

To,  
The Chairperson of  
**Extra Ordinary General Meeting (EOGM) of the Members of  
Faze Three Limited**  
held on Friday, 30<sup>th</sup> September, 2016 at 11.00 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 3<sup>rd</sup> September, 2016, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting process and polling process conducted at the EOGM, for all the Resolutions as set out in the Notice of the EOGM.
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 EOGM.
3. Further, the facility for voting through Ballot Paper was also made available at the EOGM for those Members / proxy holders who attended the EOGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
  - 4.1 The Company has given the Ballot Paper to the Members who were present at the EOGM held on Friday, the 30<sup>th</sup> September, 2016 at 11.00 a.m. at 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


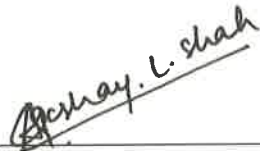
COMPANY SECRETARIES

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

213, Gr. Floor, Raghuleela Mall,  
Behind Poincur 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 23<sup>rd</sup> September, 2016.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Tuesday, 27<sup>th</sup> September, 2016 (9.00 a.m.) and ended on Thursday, 29<sup>th</sup> September, 2016 (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 29<sup>th</sup> September, 2016 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 30<sup>th</sup> September, 2016 at 11.25 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 EOGM.
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. 5 as set out in the Notice of the EOGM 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,  
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☎ : 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

*Dholakia Sanjay*

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

Date : 1<sup>st</sup> October, 2016

Place : Mumbai



**Annexure 1**

**RESOLUTION 1- TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

Particulars	Remote E-voting		Polling at EOGM		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	22	5612776	7	4120626	29	9733402	100.00
Against the Resolution	0	0	0	0	0	0	0.00

Invalid votes	0	0	0	0
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**RESOLUTION 2 - TO ALTER THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Particulars	Remote E-voting		Polling at EOGM		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	22	5612776	7	4120626	29	9733402	100.00
Against the Resolution	0	0	0	0	0	0	0.00

Invalid votes	0	0	0	0
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**RESOLUTION 3 – TO ALTER CLAUSE 5. OF ARTICLES OF ASSOCIATION OF THE COMPANY**

Particulars	Remote E-voting		Polling at EOGM		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	22	5612776	7	4120626	29	9733402	100.00
Against the Resolution	0	0	0	0	0	0	0.00

Invalid votes	0	0	0	0
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**RESOLUTION 4 - TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS TO NON- PROMOTER INVESTORS**

Particulars	Remote E-voting		Polling at EOGM		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	22	5612776	7	4120626	29	9733402	100.00
Against the Resolution	0	0	0	0	0	0	0.00

Invalid votes	0	0	0	0
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**RESOLUTION 5 – TO ISSUE CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER / PROMOTER GROUP**

Particulars	Remote E-voting		Polling at EOGM		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	22	5612776	7	4120626	29	9733402	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			

