



September 25, 2023

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
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Dear Sir/Ma'am,

Sub: Declaration of Voting Results of the 38th Annual General Meeting of the Company along with the Scrutinizer's Report

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed are the Voting Results of the 38th Annual General Meeting of the Company held on Friday, September 22, 2023 at 04.30 p.m. (IST) through video conferencing, in the prescribed format together with the Scrutinizer's Report.

All the resolutions proposed at the AGM were passed with requisite majority.

The Voting Results along with the Scrutinizer's Report will also be made available on the Company's website at <https://www.fazethree.com/>

You are requested to kindly take the same on record.

Thanking you,

Yours Sincerely,

For Faze Three Limited

Samruddhi Varadkar
Company Secretary & Compliance Officer
M. No.: A57168

Encl.: a/a

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 38th Annual General Meeting
of FAZE THREE LIMITED
held on Friday, 22nd September, 2023
Through Video Conferencing

Dear Sir,

We, 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 and e-voting process during the 38th Annual General Meeting ("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 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022 and 10/2022 dated 28th December 2022 respectively issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars") read with SEBI Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 05th January 2023 in respect of the resolutions proposed at the AGM of **Faze Three Limited** held on Friday, 22nd September, 2023 at 4.30 p.m. through Video Conferencing (VC).

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 38th 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 38th 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.

As informed to us by the Management, the notice dated 11th August, 2023 convening the 38th AGM of the Company through VC held on 22nd September, 2023 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.

The Members of the Company holding shares on the record date ("Cut off" date) i.e. 15th September, 2023 were entitled to vote on the resolutions as set out in the notice of said 38th AGM.

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

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

2. The remote e-voting prior to the AGM period remained open from Tuesday, 19th September, 2023 (9.00 a.m. IST) to Thursday, 21st September, 2023 (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 21st September, 2023 from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 22nd September, 2023 at 5.15 p.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 process 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.
7. The result of the voting through both remote e-voting prior to AGM and e-voting during the AGM is as per annexure attached herewith.

Recommendation:

8. All the resolutions as set out in Item Nos. 1 to 3 of the Notice dated. 11th August, 2023, convening the 38th Annual General Meeting of the Company, have been passed with requisite majority of votes. The Chairperson may accordingly declare the result of voting.

Thanking you,

Yours truly,

FOR SANJAY DHOLAKIA & ASSOCIATES

Sanjay Rasiklal
Dholakia

Digitally signed by
Sanjay Rasiklal Dholakia
Date: 2023.09.25
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SANJAY R DHOLAKIA

**PRACTICING COMPANY SECRETARY
PROPRIETOR**

MEMBERSHIP NO. FCS 2655

CP NO. 1798

Peer Reviewed Firm No. 2036/2022

PLACE: MUMBAI

DATE: 25th September, 2023

UDIN: F002655E001074275

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinisur Bus Depot, Kandivali (West), Mumbai - 400 067.

☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

Annexure to the Scrutinizer's Report of Faze Three Limited Result of Remote e-voting prior to 38th AGM and E-voting during the AGM:

Resol. 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 total No. of valid votes Cast	No. of Members Voting	No. of Votes Cast	% of total No. of valid votes Cast	No. of Members Voting	No. of Votes Cast
1	To receive, consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2023 together with the reports of Board of Directors and Auditors thereon AND Audited consolidated financial statements for the financial year ended March 31, 2023 together with the report of Auditors thereon.	Ordinary Resolution	Remote E-Voting prior to AGM	78	19045126	99.998	1	15	100	79	19045141
			E-Voting during the AGM	2	300	0.002	-	-	-	2	300
			Total	80	19045426	100	1	15	100	81	19045441

Total Votes Cast in favour: 19045426 (99.9999 % of total valid votes)

Total Votes cast Against: 15 (0.0001 % of total valid votes)

Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice has been passed with requisite majority.

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

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Annexure to the Scrutinizer's Report of Faze Three Limited Result of Remote e-voting prior to 38th AGM and E-voting during the AGM:

Resol. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Member s Voting	No. of Votes Cast	% of total No. of valid votes Cast	No. of Members Voting	No. of Votes Cast	% of total No. of valid votes Cast	No. of Members Voting	No. of Votes Cast
2	To appoint a Director in place of Mr. Sanjay Anand (DIN: 01367853), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-Voting prior to AGM	79	19045128	99.998	1	15	100	80	19045143
			E-Voting during the AGM	2	300	0.002	-	-	-	2	300
			Total	81	19045428	100	1	15	100	82	19045443

Total Votes Cast in favour: 19045428 (99.9999 % of total valid votes)

Total Votes cast Against: 15 (0.0001 % of total valid votes)

Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice has been passed with requisite majority.

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

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Annexure to the Scrutinizer's Report of Faze Three Limited

Result of Remote e-voting prior to 38th AGM and E-voting during the AGM:

Resol. 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 total No. of valid votes Cast	No. of Members Voting	No. of Votes Cast	% of total No. of valid votes Cast	No. of Members Voting	No. of Votes Cast
3	To Approve the Material Related Party Transactions with Faze Three Autofab Limited ("FTAL") a related party within the meaning of Section 2(76) of the Companies Act 2013 and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value not exceeding INR 87.50 Crores (Indian Rupees Eighty Seven Crores and Fifty Lakhs) (excluding applicable taxes) for the financial year 2024-25	Ordinary Resolution	Remote E-Voting prior to AGM	66	2563643	99.9996	2	11453	97.5304	68	2575096
			E-Voting during the AGM	1	10	0.0004	1	290	2.4696	2	300
			Total	67	2563653	100	3	11743	100	70	2575396

Total Votes Cast in favour: 2563653 (99.54 % of total valid votes)

Total Votes cast Against: 11743 (0.46 % of total valid votes)

Total Invalid Votes: 2812450 Shares (As per the Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, any shareholder holding more than 10% equity shares of the Company w.e.f. 1.4.2023, shall be considered as Related Party of listed entity and hence, voting done by Mr. Ajay Shrikrishan Jindal is not counted for the purpose of Resolution No. 3)

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

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Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice has been passed with requisite majority.

FOR SANJAY DHOLAKIA & ASSOCIATES

Sanjay
Rasiklal
Dholakia

Digitally signed by
Sanjay Rasiklal Dholakia
Date: 2023.09.25
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SANJAY R DHOLAKIA

PRACTICING COMPANY SECRETARY
PROPRIETOR

MEMBERSHIP NO. FCS 2655

CP NO. 1798

Peer Reviewed Firm No. 2036/2022

PLACE: MUMBAI

DATE: 25th September, 2023

UDIN: F002655E001074275

Faze Three Limited								
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015								
Date of AGM				22.09.2023				
Total number of shareholders on record date i.e., 15.09.2023				9918				
No. of shareholders attending the meeting through VC								
a. Promoters and Promoter Group				9				
b. Public				40				
No. of shareholders present in the meeting either in person or through proxy								
a. Promoters and Promoter Group				Not Applicable				
b. Public								
Resolution No. 1								
Resolution Required (Ordinary/Special):			Ordinary Resolution					
Description of Resolution:			To receive, consider and adopt the: a. audited financial statements of the Company for the financial year ended March 31, 2023 together with the reports of Board of Directors and Auditors thereon. b. audited consolidated financial statements for the financial year ended March 31, 2023 together with the report of Auditors 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	1,36,57,097	1,36,57,097	100.0000	1,36,57,097	0	100.0000	0.0000
	Poll		0	0.0000	0.00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0.00	0	0.0000	0.0000
	Total		1,36,57,097	100.0000	1,36,57,097	0	100.0000	0.0000
Public Institutions	E-Voting	95,435	88,500	92.7333	88,500	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		88,500	92.7333	88,500	0	100.0000	0.0000
Public Non Institutions	E-Voting	1,05,66,468	52,99,844	50.1572	52,99,829	15	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		52,99,844	50.1572	52,99,829	15	99.9997	0.0003
Total		2,43,19,000	1,90,45,441	78.3151	1,90,45,426	15	99.9999	0.0001
Whether resolution is Pass or Not								YES

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution No. 2								
Resolution Required (Ordinary/Special):			Ordinary Resolution					
Description of Resolution:			To appoint a Director in place of Mr. Sanjay Anand (DIN: 01367853), who retires by rotation and being eligible, offers 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	1,36,57,097	1,36,57,097	100.0000	1,36,57,097	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		1,36,57,097	100.0000	1,36,57,097	0	100.0000	0.0000
Public Institutions	E-Voting	95,435	88,500	92.7333	88,500	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		88,500	92.7333	88,500	0	100.0000	0.0000
Public Non Institutions	E-Voting	1,05,66,468	52,99,846	50.1572	52,99,831	15	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		52,99,846	50.1572	52,99,831	15	99.9997	0.0003
Total		2,43,19,000	1,90,45,443	78.3151	1,90,45,428	15	99.9999	0.0001
Whether resolution is Pass or Not								YES

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution No. 3								
Resolution Required (Ordinary/Special):			Ordinary Resolution					
Description of Resolution:			Approval of the Material Related Party Transactions					
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	1,36,57,097	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 Institutions	E-Voting	95,435	88,500	92.7333	88,500	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		88,500	92.7333	88,500	0	100.0000	0.0000
Public Non Institutions	E-Voting	1,05,66,468	24,86,896	23.5357	24,75,153	11,743	99.5278	0.4722
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24,86,896	23.5357	24,75,153	11,743	99.5278	0.4722
Total		2,43,19,000	25,75,396	10.5901	25,63,653	11,743	99.5440	0.4560
Whether resolution is Pass or Not								YES

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	2812450