



September 30, 2024

To,

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
--	---

Dear Sir/Ma'am,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted at the 39th Annual General Meeting ("AGM") of the Company.

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) of the Companies (Management and Administration), Rules 2014, please find enclosed herewith the Consolidated Scrutinizer's Report on the remote e-voting and e-voting conducted at 39th AGM of the Company held on Friday, September 27, 2024 at 05.00 p.m. (IST) through Video Conferencing mode.

Accordingly, all the Resolutions as set out in the Notice of 39th AGM have been duly approved by the shareholders with requisite majority.

Kindly take the same on record.

Thanking You.

Yours Sincerely,
For Faze Three Limited

Akram Sati
Company Secretary & Compliance Officer
M. No.: A50020

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 39th Annual General Meeting
of FAZE THREE LIMITED
held on Friday, 27th September, 2024
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 39th 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, 10/2022 dated 28th December 2022 and 9/2023 dated September 25, 2023 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, 05th January 2023 and 07th October, 2023 in respect of the resolutions proposed at the AGM of Faze Three Limited held on Friday, 27th September, 2024 at 5.00 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 39th 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 39th 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 04th September, 2024 convening the 39th AGM of the Company through VC held on 27th September, 2024 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. 20th September, 2024 were entitled to vote on the resolutions as set out in the notice of said 39th 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, 24th September, 2024 (9.00 a.m. IST) to Thursday, 26th September, 2024 (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 26th September, 2024 from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 27th September, 2024 at 5.40 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 10 of the Notice dated. 04th September, 2024, convening the 39th 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: 2024.09.30
12:10:12 +05'30'

SANJAY R DHOLAKIA
PRACTICING COMPANY SECRETARY
PROPRIETOR
MEMBERSHIP NO. FCS 2655
CP NO. 1798
Peer Reviewed Firm No. 2036/2022

PLACE: MUMBAI
DATE: September 30, 2024

UDIN: F002655F001370331

COUNTERSIGNED
FOR FAZE THREE LIMITED

AJAY
BRIJLAL
ANAND

Digitally signed by
AJAY BRIJLAL ANAND
Date: 2024.09.30
17:02:19 +05'30'

AJAY ANAND
CHAIRMAN & MANAGING DIRECTOR
DIN: 00373248

PLACE: USA
DATE: September 30, 2024

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur 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 39th 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, 2024 together with the reports of Board of Directors and Auditors thereon AND Audited consolidated financial statements for the financial year ended March 31, 2024 together with the report of Auditors thereon.	Ordinary Resolution	Remote E-Voting prior to AGM	82	19027518	100.00%	2	515	67.32%	84	19028033
			E-Voting during the AGM	2	3	0.00%	1	250	32.68%	3	253
			Total	84	19027521	100.00%	3	765	100.00%	87	19028286

Total Votes Cast in favour: 19027521 (100.00% of total valid votes)

Total Votes cast Against: 765 (0.00% 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

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur 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 39th 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
2	To appoint a Director in place of Mr. Ajay Anand (DIN: 00373248), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-Voting prior to AGM	81	10497732	100%	2	515	67.32%	83	10498247
			E-Voting during the AGM	2	3	0.00%	1	250	32.68%	3	253
			Total	83	10497735	100.00%	3	765	100.00%	86	10498500

Total Votes Cast in favour: 10497735 (100.00% of total valid votes)

Total Votes cast Against: 765 (0.00 % of total valid votes)

Votes casted by Ajay Anand & Ajay Anand HUF is not counted.

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

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur 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 39th 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 re-appoint Mr. Ajay Anand (DIN: 00373248) as the Managing Director of the Company.	Special Resolution	Remote E-Voting prior to AGM	80	10426848	100.00%	3	71399	99.65%	83	10498247
			E-Voting during the AGM	2	3	0.00%	1	250	0.35%	3	253
			Total	82	10426851	100.00%	4	71649	100.00%	86	10498500

Total Votes Cast in favour: 10426851 (99.32 % of total valid votes)

Total Votes cast Against: 71649 (0.68 % of total valid votes)

Votes casted by Ajay Anand & Ajay Anand HUF is not counted.

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

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur 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 39th 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
4	To re-appoint Mr. Sanjay Anand (DIN: 01367853) as the Whole-time Director of the Company.	Special Resolution	Remote E-Voting prior to AGM	80	18075528	100.00%	3	71399	99.65%	83	18146927
			E-Voting during the AGM	2	3	0.00%	1	250	0.35%	3	253
			Total	82	18075531	100.00%	4	71649	100.00%	86	18147180

Total Votes Cast in favour: 18075531 (99.61 % of total valid votes)

Total Votes cast Against: 71649 (0.39 % of total valid votes)

Votes casted by Sanjay Anand is not counted.

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 4 of the Notice has been passed with requisite majority.

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur 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 39th 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
5	Enhancement of limits of Material Related Party Transactions for Financial Year 2024-25.	Ordinary Resolution	Remote E-Voting prior to AGM	69	5370339	100.00%	2	515	67.32%	71	5370854
			E-Voting during the AGM	2	3	0.00%	1	250	32.68%	3	253
			Total	71	5370342	100.00%	3	765	100.00%	74	5371107

Total Votes Cast in favour: 5370342 (99.99 % of total valid votes)

Total Votes cast Against: 765 (0.01 % of total valid votes)

Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice has been passed with requisite majority.

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur 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 39th 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
6	Approve the Material Related Party Transactions for a period of 5 years from FY 2025-26 to FY 2029-30.	Ordinary Resolution	Remote E-Voting prior to AGM	69	5370339	100.00%	2	515	67.32%	71	5370854
			E-Voting during the AGM	2	3	0.00%	1	250	32.68%	3	253
			Total	71	5370342	100.00%	3	765	100.00%	74	5371107

Total Votes Cast in favour: 5370342 (99.99 % of total valid votes)

Total Votes cast Against: 765 (0.01 % of total valid votes)

Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 6 of the Notice has been passed with requisite majority.

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur 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 39th 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
7	Introduction, Adoption and Implementation of 'Faze Three Employee Stock Option Scheme 2024'.	Special Resolution	Remote E-Voting prior to AGM	80	18956554	100.00%	3	71399	99.65%	83	19027953
			E-Voting during the AGM	2	3	0.00%	1	250	0.35%	3	253
			Total	82	18956557	100.00%	4	71649	100.00%	86	19028206

Total Votes Cast in favour: 18956557 (99.62 % of total valid votes)

Total Votes cast Against: 71649 (0.38 % of total valid votes)

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 7 of the Notice has been passed with requisite majority.

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur 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 39th 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
8	Extension of Faze Three Employee Stock Option Scheme 2024 to the employees of group company(ies) including subsidiary company(ies) or its associate company(ies), in India or Outside India.	Special Resolution	Remote E-Voting prior to AGM	79	18956304	100.00%	4	71649	99.65%	83	19027953
			E-Voting during the AGM	2	3	0.00%	1	250	0.35%	3	253
			Total	81	18956307	100.00%	5	71899	100%	86	19028206

Total Votes Cast in favour: 18956307 (99.62 % of total valid votes)

Total Votes cast Against: 71899 (0.38 % of total valid votes)

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 8 of the Notice has been passed with requisite majority.

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur 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 39th 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
9	Implementation of Faze Three Employee Stock Option Scheme, 2024 through Trust and secondary acquisition of equity shares of the Company by the Trust.	Special Resolution	Remote E-Voting prior to AGM	79	18956304	100.00%	4	71649	99.65%	83	19027953
			E-Voting during the AGM	2	3	0.00%	1	250	0.35%	3	253
			Total	81	18956307	100.00%	5	71899	100%	86	19028206

Total Votes Cast in favour: 18956307 (99.62 % of total valid votes)

Total Votes cast Against: 71899 (0.38 % of total valid votes)

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 9 of the Notice has been passed with requisite majority.

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur 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 39th 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
10	Provision of money by the Company for purchase of its own shares by the trust / trustees for the benefit of employees under Faze Three Employee Stock Option Scheme, 2024.	Special Resolution	Remote E-Voting prior to AGM	80	18956554	100.00%	3	71399	99.65%	83	19027953
			E-Voting during the AGM	2	3	0.00%	1	250	0.35%	3	253
			Total	82	18956557	100.00%	4	71649	100.00%	86	19028206

Total Votes Cast in favour: 18956557 (99.62 % of total valid votes)

Total Votes cast Against: 71649 (0.38 % of total valid votes)

Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 10 of the Notice has been passed with requisite majority.

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

FOR SANJAY DHOLAKIA & ASSOCIATES

Sanjay
Rasiklal
Dholakia

Digitally signed
by Sanjay Rasiklal
Dholakia
Date: 2024.09.30
12:10:42 +05'30'

SANJAY R DHOLAKIA
PRACTICING COMPANY SECRETARY
PROPRIETOR
MEMBERSHIP NO. FCS 2655
CP NO. 1798
Peer Reviewed Firm No. 2036/2022

PLACE: Mumbai
DATE: September 30, 2024
UDIN: F002655F001370331

COUNTERSIGNED FOR FAZE THREE LIMITED

AJAY BRIJLAL
ANAND

Digitally signed by
AJAY BRIJLAL ANAND
Date: 2024.09.30
14:25:53 +05'30'

AJAY ANAND
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00373248

PLACE: USA
DATE: September 30, 2024