



September 30, 2024

To,

<b>BSE Limited</b> Department of Corporate Services, P. J. Towers, Dalal Street, Mumbai – 400 001. <b>Scrip Code: 530079</b>	<b>National Stock Exchange of India Limited</b> Listing Compliance Department, Exchange Plaza, Plot No. C/ 1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051. <b>Symbol: FAZE3Q</b>
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Dear Sir/Ma'am,

**Sub: Compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015- Details of the Voting Results of the 39th Annual General Meeting of the Company.**

We wish to inform you that the 39th Annual General Meeting (“AGM”) of the members of Faze Three Limited was held on Friday, September 27, 2024 at 05.00 p.m. (IST) through video conferencing mode.

The Meeting was held in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), the General Circulars issued by the Ministry of Corporate Affairs and the circulars issued by the Securities and Exchange Board of India.

As per the provisions of the Act and the SEBI Listing Regulations read with the aforesaid MCA Circulars, the Company had provided facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 39th AGM. The remote e-voting was open from Tuesday, September 24, 2024 at 9.00 a.m. (IST) to Thursday, September 26 2024, at 5.00 p.m. (IST).

Pursuant to the provisions of Section 107 of the Act, there was no voting on the resolutions by show of hands at the AGM and voting at the AGM was therefore conducted through e-voting.

The Board of Directors had appointed Mr. Sanjay Dholakia, Proprietor M/s Sanjay Dholakia & Associates, Practicing Company Secretaries, as a Scrutinizer for e-voting and e-voting process at the AGM. Mr. Dholakia has carried out the scrutiny of all the votes cast through remote e-voting and e-voting conducted at the AGM and has submitted his Report on September 30, 2024. Accordingly, all the Resolutions as set out in the Notice of 39th AGM have been duly approved by the shareholders with requisite majority.

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

Regd. Office: Survey 380/1, Khanvel Silvassa Road, Dapada, Silvassa – 396 230, UT of D&NH

Corporate Office: 63, 6<sup>th</sup> Floor, Wing C, Mittal Court, Nariman Point, Mumbai - 400021.

Tel. : 91 (22) 43514444, 66604600 \* Fax : 91 (22) 24936811 \* E-mail : [cs@fazethree.com](mailto:cs@fazethree.com) \* Website : [www.fazethree.com](http://www.fazethree.com)



In this regard, please find enclosed the following:

- i. Disclosure pertaining to the voting results of the remote e-voting and e-voting conducted at the 39th AGM, pursuant to provisions of Regulation 44(3) of the SEBI Listing Regulations.
- ii. Consolidated Report of the Scrutinizers dated September 30, 2024, pursuant to Section 108 of the Act and Rules made thereunder.

The voting results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at [www.fazethree.com](http://www.fazethree.com)

You are requested to kindly take the same on record.

Thanking You,

Yours Sincerely,  
**For Faze Three Limited**

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



<b>FAZE THREE LIMITED</b>	
<b>Voting results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015</b>	
Date of AGM	27/09/2024
Record date for e-voting	20/09/2024
Total number of shareholders on record date	12,978
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	Not Applicable
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	6
b) Public	38

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the 1. 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. 2. Audited consolidated financial statements for the financial year ended March 31, 2024 together with the report of Auditors thereon.				
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	13657097	13657097	100.0000	13657097	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		13657097	13657097	100.0000	13657097	0	100.0000
Public-Institutions	E-Voting	71147	70884	99.6303	70884	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		71147	70884	99.6303	70884	0	100.0000
Public- Non Institutions	E-Voting	10590756	5300305	50.0465	5299540	765	99.9856	0.0144
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		10590756	5300305	50.0465	5299540	765	99.9856
	<b>Total</b>	24319000	19028286	78.2445	19027521	765	99.9960	0.0040
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Ajay Anand (DIN: 00373248), who retires by rotation and being eligible, offers himself for re-appointment.				
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	13657097	5127391	37.5438	5127391	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		13657097	5127391	37.5438	5127391	0	100.0000
Public-Institutions	E-Voting	71147	70884	99.6303	70884	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		71147	70884	99.6303	70884	0	100.0000
Public- Non Institutions	E-Voting	10590756	5300225	50.0458	5299460	765	99.9856	0.0144
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		10590756	5300225	50.0458	5299460	765	99.9856
<b>Total</b>		24319000	10498500	43.1699	10497735	765	99.9927	0.0073
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Ajay Anand (DIN: 00373248) as the Managing Director of the Company.				
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	13657097	5127391	37.5438	5127391	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	13657097	5127391	37.5438	5127391	0	100.0000	0.0000
Public-Institutions	E-Voting	71147	70884	99.6303	0	70884	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	71147	70884	99.6303	0	70884	0.0000	100.0000
Public- Non Institutions	E-Voting	10590756	5300225	50.0458	5299460	765	99.9856	0.0144
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	10590756	5300225	50.0458	5299460	765	99.9856	0.0144
<b>Total</b>		24319000	10498500	43.1699	10426851	71649	99.3175	0.6825
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Sanjay Anand (DIN: 01367853) as the Whole-time Director of the Company.				
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	13657097	12776071	93.5490	12776071	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		13657097	12776071	93.5490	12776071	0	100.0000
Public-Institutions	E-Voting	71147	70884	99.6303	0	70884	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		71147	70884	99.6303	0	70884	0.0000
Public- Non Institutions	E-Voting	10590756	5300225	50.0458	5299460	765	99.9856	0.0144
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		10590756	5300225	50.0458	5299460	765	99.9856
<b>Total</b>		24319000	18147180	74.6214	18075531	71649	99.6052	0.3948
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Enhancement of limits of Material Related Party Transactions for Financial Year 2024-25.				
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	13657097	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		13657097	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	71147	70884	99.6303	70884	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		71147	70884	99.6303	70884	0	100.0000
Public- Non Institutions	E-Voting	10590756	5300223	50.0457	5299458	765	99.9856	0.0144
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		10590756	5300223	50.0457	5299458	765	99.9856
<b>Total</b>		24319000	5371107	22.0861	5370342	765	99.9858	0.0142
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions for a period of 5 years from FY 2025-26 to FY 2029-30.				
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	13657097	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		13657097	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	71147	70884	99.6303	70884	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		71147	70884	99.6303	70884	0	100.0000
Public- Non Institutions	E-Voting	10590756	5300223	50.0457	5299458	765	99.9856	0.0144
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		10590756	5300223	50.0457	5299458	765	99.9856
<b>Total</b>		<b>24319000</b>	<b>5371107</b>	<b>22.0861</b>	<b>5370342</b>	<b>765</b>	<b>99.9858</b>	<b>0.0142</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	

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Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Introduction, Adoption and Implementation of 'Faze Three Employee Stock Option Scheme 2024'.				
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	13657097	13657097	100.0000	13657097	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		13657097	13657097	100.0000	13657097	0	100.0000
Public-Institutions	E-Voting	71147	70884	99.6303	0	70884	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		71147	70884	99.6303	0	70884	0.0000
Public- Non Institutions	E-Voting	10590756	5300225	50.0458	5299460	765	99.9856	0.0144
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		10590756	5300225	50.0458	5299460	765	99.9856
<b>Total</b>		24319000	19028206	78.2442	18956557	71649	99.6235	0.3765
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
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	13657097	13657097	100.0000	13657097	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		13657097	13657097	100.0000	13657097	0	100.0000
Public-Institutions	E-Voting	71147	70884	99.6303	0	70884	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		71147	70884	99.6303	0	70884	0.0000
Public- Non Institutions	E-Voting	10590756	5300225	50.0458	5299210	1015	99.9808	0.0192
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		10590756	5300225	50.0458	5299210	1015	99.9808
<b>Total</b>		24319000	19028206	78.2442	18956307	71899	99.6221	0.3779
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Implementation of Faze Three Employee Stock Option Scheme, 2024 through Trust and secondary acquisition of equity shares of the Company by the Trust.				
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	13657097	13657097	100.0000	13657097	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		13657097	13657097	100.0000	13657097	0	100.0000
Public-Institutions	E-Voting	71147	70884	99.6303	0	70884	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		71147	70884	99.6303	0	70884	0.0000
Public- Non Institutions	E-Voting	10590756	5300225	50.0458	5299210	1015	99.9808	0.0192
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		10590756	5300225	50.0458	5299210	1015	99.9808
<b>Total</b>		24319000	19028206	78.2442	18956307	71899	99.6221	0.3779
<b>Whether resolution is Pass or Not.</b>							Yes	

FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

Regd. Office: Survey 380/1, Khanvel Silvassa Road, Dapada, Silvassa – 396 230, UT of D&NH

Corporate Office: 63, 6<sup>th</sup> Floor, Wing C, Mittal Court, Nariman Point, Mumbai - 400021.

Tel. : 91 (22) 43514444, 66604600 \* Fax : 91 (22) 24936811 \* E-mail : [cs@fazethree.com](mailto:cs@fazethree.com) \* Website : [www.fazethree.com](http://www.fazethree.com)





Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
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	13657097	13657097	100.0000	13657097	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		13657097	13657097	100.0000	13657097	0	100.0000
Public-Institutions	E-Voting	71147	70884	99.6303	0	70884	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		71147	70884	99.6303	0	70884	0.0000
Public- Non Institutions	E-Voting	10590756	5300225	50.0458	5299460	765	99.9856	0.0144
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		10590756	5300225	50.0458	5299460	765	99.9856
<b>Total</b>		24319000	19028206	78.2442	18956557	71649	99.6235	0.3765
<b>Whether resolution is Pass or Not.</b>							Yes	

**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 39<sup>th</sup> Annual General Meeting**  
**of FAZE THREE LIMITED**  
held on Friday, 27<sup>th</sup> 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 39<sup>th</sup> 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 39<sup>th</sup> 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 39<sup>th</sup> 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 04<sup>th</sup> September, 2024 convening the 39<sup>th</sup> AGM of the Company through VC held on 27<sup>th</sup> 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. 20<sup>th</sup> September, 2024 were entitled to vote on the resolutions as set out in the notice of said 39<sup>th</sup> 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, 24<sup>th</sup> September, 2024 (9.00 a.m. IST) to Thursday, 26<sup>th</sup> 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 26<sup>th</sup> September, 2024 from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 27<sup>th</sup> 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. 04<sup>th</sup> September, 2024, convening the 39<sup>th</sup> 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 39<sup>th</sup> 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
			<b>Total</b>	<b>84</b>	<b>19027521</b>	<b>100.00%</b>	<b>3</b>	<b>765</b>	<b>100.00%</b>	<b>87</b>	<b>19028286</b>

**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

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☎ : 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 39<sup>th</sup> 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
			<b>Total</b>	<b>83</b>	<b>10497735</b>	<b>100.00%</b>	<b>3</b>	<b>765</b>	<b>100.00%</b>	<b>86</b>	<b>10498500</b>

**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.

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### Annexure to the Scrutinizer's Report of Faze Three Limited Result of Remote e-voting prior to 39<sup>th</sup> 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
			<b>Total</b>	<b>82</b>	<b>10426851</b>	<b>100.00%</b>	<b>4</b>	<b>71649</b>	<b>100.00%</b>	<b>86</b>	<b>10498500</b>

**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 39<sup>th</sup> 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
			<b>Total</b>	<b>82</b>	<b>18075531</b>	<b>100.00%</b>	<b>4</b>	<b>71649</b>	<b>100.00%</b>	<b>86</b>	<b>18147180</b>

**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

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☎ : 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 39<sup>th</sup> 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
			<b>Total</b>	<b>71</b>	<b>5370342</b>	<b>100.00%</b>	<b>3</b>	<b>765</b>	<b>100.00%</b>	<b>74</b>	<b>5371107</b>

**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 39<sup>th</sup> 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
			<b>Total</b>	<b>71</b>	<b>5370342</b>	<b>100.00%</b>	<b>3</b>	<b>765</b>	<b>100.00%</b>	<b>74</b>	<b>5371107</b>

**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 39<sup>th</sup> 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
			<b>Total</b>	<b>82</b>	<b>18956557</b>	<b>100.00%</b>	<b>4</b>	<b>71649</b>	<b>100.00%</b>	<b>86</b>	<b>19028206</b>

**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

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☎ : 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 39<sup>th</sup> 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
			<b>Total</b>	<b>81</b>	<b>18956307</b>	<b>100.00%</b>	<b>5</b>	<b>71899</b>	<b>100%</b>	<b>86</b>	<b>19028206</b>

**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 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 39<sup>th</sup> 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
			<b>Total</b>	<b>81</b>	<b>18956307</b>	<b>100.00%</b>	<b>5</b>	<b>71899</b>	<b>100%</b>	<b>86</b>	<b>19028206</b>

**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 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 39<sup>th</sup> 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
			<b>Total</b>	<b>82</b>	<b>18956557</b>	<b>100.00%</b>	<b>4</b>	<b>71649</b>	<b>100.00%</b>	<b>86</b>	<b>19028206</b>

**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

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☎ : 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**