



Date: January 17, 2025

To,

<b>BSE Limited</b> The 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>
--	---

Dear Sir/ Madam,

**Sub: Scrutinizer’s Report on Postal Ballot by voting through electronic means**

Please find enclosed herewith the Scrutinizer’s Report by Mr. Sanjay R. Dholakia, Practicing Company Secretary on the Postal Ballot conducted by voting through electronic means by Faze Three Limited.

According to the Scrutinizer’s Report, the Special Resolution pertaining to the appointment of Mr. Devajyoti Bhattacharya (DIN: 00868751) as an Independent Director of the Company as set out in the Notice of Postal Ballot dated November 13, 2024 has been duly approved by the shareholders with requisite majority.

The e-voting period commenced from Wednesday, December 18, 2024 from 9:00 AM (IST) and ended on Thursday, January 16, 2025 at 05:00 PM (IST).

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



# 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

### REPORT OF SCRUTINIZER

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)*

To,  
The Company Secretary & Compliance Officer  
**FAZE THREE LIMITED**

Dear Sir,

I, Sanjay R. Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, pursuant to the resolution passed by the Board of Directors of **FAZE THREE LIMITED** (“**the Company**”) on 13th November, 2024 have been appointed as the Scrutinizer for the purpose of scrutinizing the Postal Ballot process including voting through electronic means (“**e-voting / Remote e-voting**”) in a fair and transparent manner pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (‘Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September, 2024 (collectively the ‘MCA Circulars’) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), in respect of the resolution as set out in the Postal ballot Notice dated 13<sup>th</sup> November, 2024 (“**Postal Ballot Notice**”) seeking approval of the shareholders for below mentioned Agenda:

1. Appointment of Mr. Devajyoti Bhattacharya (DIN: 00868751) as an Independent Director of the Company

### Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution, as set out in the Postal Ballot Notice.

### Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes casted “in favour” or “against” the Resolution, as set out in Item No.1 of the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (“**NSDL**”), the Authorized Agency engaged by the Company for providing remote e-voting facilities.



# 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

Further in addition to the above, I submit my report as under:

- The Postal Ballot Notice with necessary statement setting out the material facts under Section 102 of the Act were sent through electronic mail to those members whose names appeared in the Register of Members/ List of Beneficiaries as on Friday, December 13, 2024 (“**cut-off date**”) and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- The Members of the Company holding shares as on the cut-off date were entitled to vote on the proposed resolution as set out in Item No. 1 of the Postal Ballot Notice.
- The remote e-voting period remained open from Wednesday, December 18, 2024, 9:00 A.M. (IST) to Thursday, January 16, 2025, 05:00 PM (IST). During the said period, the Members of the Company, holding shares as on the cut-off date were entitled to vote on the resolution set out in the Postal Ballot Notice through remote e-voting.
- The e-voting module of NSDL was disabled on Thursday, January 16, 2025, at 05:00 PM (IST). and I, as the Scrutinizer, unblocked the votes casted, on January 16, 2025 at 05.02 PM (IST) in the presence two witnesses who are not in employment of the Company.
- I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of NSDL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
- Details of E-voting are as under:

**1. Appointment of Mr. Devajyoti Bhattacharya (DIN: 00868751) as an Independent Director of the Company (Special Resolution):**

Particulars	Voted in favour of the resolution	Voted against the resolution	Total
Number of shareholders who voted	66	6	72
Number of votes cast	18071123	1849	18072972
Invalid votes	-	-	-
% of total number of votes cast	99.99	0.01	100

- Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 1 of the Postal Ballot Notice has been passed by the members through remote E-voting with requisite majority under the provisions of the Act.
- The electronic data and all other relevant records relating to remote e-voting are handed over to Mr. Akram Sati, Company Secretary and Compliance Officer, for safe custody.



# **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

You may kindly consider the aforesaid position of the votes cast by the Members, through remote e-voting and declare the result accordingly.

Thanking you.

**For SANJAY DHOLAKIA & ASSOCIATES**

**COUNTERSIGNED  
For FAZE THREE LIMITED**

**Sanjay R Dholakia  
Practicing Company Secretary  
Proprietor**

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

**Membership No.: 2655  
CP No.:1798  
Peer Reviewed Firm No. 2036/2022**

**Place: Mumbai  
Date: January 17, 2025**

**Place: Mumbai  
Date: January 17, 2025**

**UDIN: F002655F003707851**