December 15, 2022

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: Declaration of Voting Results of the Postal Ballot along with the Scrutinizer's Report

In furtherance to the Company's letter dated November 14, 2022, submitting the Postal Ballot Notice dated November 08, 2022, seeking the approval of the Members of the Company on following Special Businesses:

Sr. No.	Description of the resolutions	Type of Resolutions
1.	Appointment of Mr. James Barry Leonard (DIN: 09744803) as the Non-Executive Independent Director of the Company.	Special Resolution
2.	Appointment of Mr. Chuji Kondo (DIN: 09744760) as the Non-Executive Independent Director of the Company.	Special Resolution
3.	Approval of the Material Related Party Transactions for FY 2022-23.	Ordinary Resolution
4.	Approval of the Material Related Party Transactions for FY 2023-24.	Ordinary Resolution

We wish to inform you that, M/s. Sanjay Dholakia & Associates, Practicing Company Secretary (M No. 2655, CP No. 1798), who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on December 15, 2022. In accordance with the said Report, the Resolutions as contained in the Postal Ballot Notice dated November 08, 2022 have been passed with requisite majority.

The Resolutions as set out in the said Postal Ballot Notice shall be deemed to have been passed on Wednesday, December 14, 2022, being the last date of voting period.

In connection with the above, please find enclosed the following:

i. The Scrutinizer's Report dated December 15, 2022 on remote e-voting; and
ii. The voting results of Postal Ballot pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The aforementioned information is also be made available on the Company's website at www.fazethree.com

You are requested to kindly take the same on record and bring it to the notice of your constituents.

Thanking you,

Yours Sincerely,
For **Faze Three Limited**

NIKHIL DAGA
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Date: 2022.12.15 15:50:03 +05'30'

Nikhil Daga
Company Secretary & Compliance Officer
M. No.: A37065

Encl. A/a

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
: 2807 3233 / 4971 3233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

SCRUTINIZER'S REPORT

To,
THE CHAIRMAN
FAZE THREE LIMITED
Survey No. 380/1, Khanvel Silvassa Road,
Village Dapada, Dapada
Dadra & Nagar Haveli - 396230

Dear Sir,

I, Sanjay R. Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, Mumbai, have been appointed as the Scrutinizer to conduct the Postal Ballot process through electronic voting process ('remote e-voting') for seeking approval of the Members of the Company by way of Ordinary/ Special Resolutions for the purpose of:

Special Resolution:

1. **Appointment of Mr. James Barry Leonard (DIN: 09744803) as the Non-Executive Independent Director of the Company.**

2. **Appointment of Mr. Chuji Kondo (DIN: 09744760) as the Non-Executive Independent Director of the Company.**

Ordinary Resolution:

3. **Approval of the Material Related Party Transactions for FY 2022-23.**

4. **Approval of the Material Related Party Transactions for FY 2023-24.**

pursuant to the Postal Ballot Notice dated 08 November, 2022, issued under Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and any other applicable law, rules and regulations.

The Postal Ballot Notice dated 08 November, 2022 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/Depositories.

The Company had availed the e-voting facility offered by National Securities Depository Limited for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the 'cut-off' date of Friday, 11 November, 2022 were entitled to vote on the resolutions as contained in the Notice.

SANJAY DHOLAKIA & ASSOCIATES * MUMBAI *

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
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The voting period for remote e-voting commenced on at 9.00 a.m. (IST) on Tuesday, 15 November 2022 and ends at 5.00 p.m. (IST) on Wednesday, 14 December 2022. The e-voting module was disabled by NSDL thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

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.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolutions.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Ordinary/ Special Resolutions as "**Annexure A**" attached herewith.

All the resolutions as set out in Item Nos. 1 to 4 of the Postal Ballot Notice dated 08 November 2022 ("the Notice"), have been passed with requisite majority of votes.

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sanjay

Sanjay R Dholakia
Practicing Company Secretary
Proprietor

SANJAY DHOLAKIA & ASSOCIATES
FCS No. 2655
CP No. 1798
PRACTISING COMPANY SECRETARY

Membership No.: 2655
CP No.:1798

Place: Mumbai
Date: 15th December, 2022

UDIN: F002655D002719457

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
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Annexure A to Scrutinizer's Report of Faze Three Limited:

Resolution 1: Special Resolution

1. **Appointment of Mr. James Barry Leonard (DIN: 09744803) as the Non-Executive Independent Director of the Company.**

a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	Total
Number of shareholders	86	86
Number of votes cast	17334395	17334395
Invalid votes	--	--
% of total number of votes cast	99.9999%	99.9999%

b) Voted against the Resolution: -

Particulars	Remote E-Voting	Total
Number of shareholders	1	1
Number of votes cast	22	22
Invalid votes	--	--
% of total number of votes cast	0.0001%	0.0001%

C) Invalid Votes: -

Particulars	Remote E-Voting	Total
Number of shareholders	--	--
Number of votes cast	--	--
Invalid votes	--	--
% of total number of votes cast	--	--

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

SANJAY DHOLAKIA & ASSOCIATES
FCS No. 2655
CP No. 1798
PRACTISING COMPANY SECRETARY

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
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Resolution No. 2: Special Resolution

2. Appointment of Mr. Chuji Kondo (DIN: 09744760) as the Non-Executive Independent Director of the Company.

a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	Total
Number of shareholders	85	85
Number of votes cast	17334383	17334383
Invalid votes	--	--
% of total number of votes cast	99.9998%	99.9998%

b) Voted against the Resolution: -

Particulars	Remote E-Voting	Total
Number of shareholders	2	2
Number of votes cast	34	34
Invalid votes	--	--
% of total number of votes cast	0.0002	0.0002

C) Invalid Votes: -

Particulars	Remote E-Voting	Total
Number of shareholders	--	--
Number of votes cast	--	--
Invalid votes	--	--
% of total number of votes cast	--	--

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

SANJAY DHOLAKIA & ASSOCIATES
FCS No. 2655
CP No. 1798
PRACTISING COMPANY SECRETARY

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

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Resolution No. 3: Ordinary Resolution

3. Approval of the Material Related Party Transactions for FY 2022-23.

a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	Total
Number of shareholders	70	70
Number of votes cast	4799316	4799316
Invalid votes	--	--
% of total number of votes cast	99.6793%	99.6793%

b) Voted against the Resolution: -

Particulars	Remote E-Voting	Total
Number of shareholders	2	2
Number of votes cast	15439	15439
Invalid votes	--	--
% of total number of votes cast	0.3207%	0.3207%

C) Invalid Votes: -

Particulars	Remote E-Voting	Total
Number of shareholders	--	--
Number of votes cast	--	--
Invalid votes	--	--
% of total number of votes cast	--	--

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.

SANJAY DHOLAKIA & ASSOCIATES
FCS No. 2655
CP No. 1798
PRACTISING COMPANY SECRETARY

SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
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Resolution No. 4: Ordinary Resolution

4. Approval of the Material Related Party Transactions for FY 2023-24.

a) Voted in favour of Resolution: -

Particulars	Remote E-Voting	Total
Number of shareholders	69	69
Number of votes cast	4799286	4799286
Invalid votes	--	--
% of total number of votes cast	99.6787%	99.6787%

b) Voted against the Resolution: -

Particulars	Remote E-Voting	Total
Number of shareholders	3	3
Number of votes cast	15469	15469
Invalid votes	--	--
% of total number of votes cast	0.3213%	0.3213%

C) Invalid Votes: -

Particulars	Remote E-Voting	Total
Number of shareholders	--	--
Number of votes cast	--	--
Invalid votes	--	--
% of total number of votes cast	--	--

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

Thanking you.

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sanjay

Sanjay R Dholakia
Practicing Company Secretary
Proprietor

SANJAY DHOLAKIA & ASSOCIATES
FCS No. 2655
CP No. 1798
PRACTISING COMPANY SECRETARY

Membership No.: 2655
CP No.:1798

Place: Mumbai
Date: 15th December, 2022

UDIN: F002655D002719457

Countersigned by:

FAZE THREE LIMITED
MUMBAI

Ajay Anand
Chairman & Managing Director
(DIN:00373248)
Faze Three Limited

Place: Mumbai
Date: December 15, 2022

Faze Three Limited

Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015

VOTING RESULTS (POSTAL BALLOT BY WAY OF REMOTE E-VOTING)

Name of the Company	Faze Three Limited
Postal Ballot Notice dated	Tuesday, November 08, 2022
E-voting start date:	Tuesday, November 15, 2022
E-voting End date:	Wednesday, December 14, 2022
Total number of shareholders on Record Date (i.e. November 11, 2022, cut- off date for voting)	7714
*No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	Not applicable
Public:	(Resolution passed through Postal Ballot)
*No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not applicable
Public:	(Resolution passed through Postal Ballot)

NIKHIL DAGA

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Faze Three Limited								
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015								
Resolution No. 1								
Resolution Required (Ordinary/Special):			Special Resolution					
Description of Resolution:			Appointment of Mr. James Barry Leonard (DIN: 09744803) as the Non-Executive Independent Director of the Company.					
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	1,25,18,536	1,25,18,536	100.0000	1,25,18,536	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		**1,25,18,536**	**100.0000**	**1,25,18,536**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	250	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 Non Institutions	E-Voting	1,18,00,214	48,15,881	40.8118	48,15,859	22	99.9995	0.0005
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**48,15,881**	**40.8118**	**48,15,859**	**22**	**99.9995**	**0.0005**
Total		**2,43,19,000**	**1,73,34,417**	**71.2793**	**1,73,34,395**	**22**	**99.9999**	**0.0001**
Whether resolution is passed or not ? (Yes/No)							YES	

Note: The aforesaid resolution has been passed with the requisite majority

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Date: 2022.12.15 15:52:37 +05'30'

Faze Three Limited								
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015								
Resolution No. 2								
Resolution Required (Ordinary/Special):			Special Resolution					
Description of Resolution:			Appointment of Mr. Chuji Kondo (DIN: 09744760) as the Non-Executive Independent Director of the Company.					
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	1,25,18,536	1,25,18,536	100.0000	1,25,18,536	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		**1,25,18,536**	**100.0000**	**1,25,18,536**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	250	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 Non Institutions	E-Voting	1,18,00,214	48,15,881	40.8118	48,15,847	34	99.9993	0.0007
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**48,15,881**	**40.8118**	**48,15,847**	**34**	**99.9993**	**0.0007**
Total		**2,43,19,000**	**1,73,34,417**	**71.2793**	**1,73,34,383**	**34**	**99.9998**	**0.0002**
Whether resolution is passed or not ? (Yes/No)							YES	

Note: The aforesaid resolution has been passed with the requisite majority

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Date: 2022.12.15 15:52:20 +05'30'

Faze Three Limited								
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015								
Resolution No. 3								
Resolution Required (Ordinary/Special):			Ordinary Resolution					
Description of Resolution:			Approval of the Material Related Party Transactions for FY 2022-23.					
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	1,25,18,536	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	250	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 Non Institutions	E-Voting	1,18,00,214	48,14,755	40.8023	47,99,316	15,439	99.6793	0.3207
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**48,14,755**	**40.8023**	**47,99,316**	**15,439**	**99.6793**	**0.3207**
Total		**2,43,19,000**	**48,14,755**	**19.7983**	**47,99,316**	**15,439**	**99.6793**	**0.3207**
Whether resolution is passed or not ? (Yes/No)							YES	

Note: The aforesaid resolution has been passed with the requisite majority

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Date: 2022.12.15 15:51:51 +05'30'

Faze Three Limited								
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015								
Resolution No. 4								
Resolution Required (Ordinary/Special):			Ordinary Resolution					
Description of Resolution:			Approval of the Material Related Party Transactions for FY 2023-24.					
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**	1,25,18,536	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**	250	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 Non Institutions	**E-Voting**	1,18,00,214	48,14,755	40.8023	47,99,286	15,469	99.6787	0.3213
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**48,14,755**	**40.8023**	**47,99,286**	**15,469**	**99.6787**	**0.3213**
Total		**2,43,19,000**	**48,14,755**	**19.7983**	**47,99,286**	**15,469**	**99.6787**	**0.3213**
Whether resolution is passed or not ? (Yes/No)							**YES**	

Note: The aforesaid resolution has been passed with the requisite majority

NIKHIL DAGA

Digitally signed by NIKHIL DAGA
Date: 2022.12.15 15:51:27 +05'30'