

September 30, 2020

Corporate Relationship Department
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Dear Sirs,

Sub: Summary of proceedings of 35th Annual General Meeting

Ref: Faze Three Limited (STOCK CODE: 530079)

In terms of the General Circular No. 20/ 2020 dated May 5, 2020 read with General Circular No. 14/ 2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and in compliance with other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 35th AGM of the Company was held on Wednesday, September 30, 2020, at 10:00 a.m. (IST) through Video Conference to transact the business as stated in the AGM Notice dated September 04, 2020. All the items of business contained in the Notice were transacted and passed by the Members with requisite majority.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations;
- 2) The Scrutinizer's Report dated October 01, 2020, pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014;

The AGM commenced at 10:00 a.m. and concluded at 10:20 a.m. (IST).

The voting results along with the Scrutinizer's Report is available on the Company's website at www.fazethree.com.

This is for your information and records.

Yours faithfully

For FAZE THREE LIMITED

ANKIT PAREKH

Company Secretary

M No. 31990



FAZE THREE LIMITED

(CIN: L99999DN1985PLC000197)

Regd. Office: Survey 380/1, Khanvel Silvassa Road, Village Dapada, UT of Dadra & Nagar Haveli – 396 230.

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

Tel. : 91 (22) 43514444, 66604600 * Fax : 91 (22) 24936811 * E-mail : info@fazethree.com * Website : www.fazethree.com

Summary of proceedings of the 35th Annual General Meeting of Faze Three Limited ('AGM/Meeting')

The 35th AGM of the Members of Faze Three Limited ('the Company') was held on Wednesday, September 30, 2020 at 10.00 a.m. (IST) through Video Conferencing ('VC'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Ms. Ankit Parekh, Company Secretary & Compliance Officer, welcomed the Members to the Meeting and briefed them on details relating to their participation at the Meeting through VC.

He ascertained the number of shareholders attending the meeting and after ascertaining requisite quorum, called the meeting to order.

The members were informed about the remote e-voting facility made available to the members from 27th September 2020 to 29th September 2020 for casting votes on the resolutions set-forth in the notice of the AGM. The members were also informed about the e-voting facility extended for members to vote during the meeting who have not casted their vote through remote e-voting prior to the AGM.

He members were also informed that in order to ensure smooth flow of conduct of the meeting, the Members were given an opportunity to express their views, queries or questions through email to the Company's designated email ID in advance so that it could be replied during the meeting to the satisfaction of the members.

Mr. Ankit Parekh then welcomed and introduced the Board of Directors and Officers of the Company who were attending the meeting through VC to the members. The following Directors/ Officers were attending the meeting:

Mr. Ajay Anand – Chairman and Managing Director
Mr. Vinit Rathod – Independent Director and Chairman of Audit Committee
Mr. Manan Shah - Independent director
Mr. Ankit Madhwani – Chief Financial Officer
Mr. Sanjay Dholakia – Secretarial Auditor and Scrutinizer of the meeting

Mr. Ajay Anand took the Chair and addressed the members. He updated on the affairs of the Company, briefed about the performance and that how the Company quickly recovered from the impact of COVID-19. He lastly informed that the Company sees a clear visibility for growth and opportunities going ahead.

On request of Mr. Ajay Anand, Mr. Ankit Parekh proceeded further with the meeting.



In terms of the Notice dated September 04, 2020 convening the AGM of the Company, the following business were transacted at the Meeting through remote e-voting prior to the AGM and e-voting during the AGM. All Resolutions were Ordinary Resolutions.

1.) Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2020 together with the Reports of the Auditors and Board of Directors thereon.

2) Re-appointment of Mr. Ajay Anand (DIN: 00373248) who retires by rotation and being eligible, offered himself for re-appointment.

3) Regularization of appointment of Mr. Kartik Jethwa (DIN: 08587759) as an Independent Director of the Company for a term of 5 years.

Mr. Ankit Madhwani, CFO addressed the members and briefed about the performance of the Company during the FY 2019-20. He also covered all the questions received from the members of the Company on the financial performance and outlook and replied on those satisfactorily.

After reading all the agenda items and the resolutions to that effect, the Members were made aware about the e-voting window which was opened during the meeting for those who wished but did not vote through remote e-voting and were requested to avail the facility. Mr. Ankit Parekh further informed the Members that the consolidated voting results will be disseminated to the Stock Exchange and will also be made available on the website of the Company within 48 hours of the conclusion of the Meeting.

He then thanked the Members for their valuable time attending and participating in the Meeting. He further thanked the Directors and officers of the Company for joining the Meeting virtually and addressing the members.

After covering all agenda items and disseminating other information to the shareholders, Ms. Parekh declared the Meeting closed.

The e-voting facility was kept open for 15 minutes post conclusion of the meeting to enable the Members to cast their vote.

VOTING RESULT

As per the combined Scrutinizers' report received post closure of the e-voting after conclusion of the meeting, all the Resolutions for the agenda items set-forth in the notice have been passed with requisite majority.





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

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 35th Annual General Meeting

Of FAZE THREE LIMITED

held on Wednesday, 30th September, 2020

Through Video Conferencing / Other Audio Visual means

Dear Sir,

I, 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 prior to the Annual General Meeting (AGM) and e-voting process during the 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 April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in respect of below mentioned resolutions proposed at the AGM of Faze Three Limited held on Wednesday, 30th September, 2020 at 10.00 a.m. through Video Conferencing / Other Audio Visual means (VC/OAVM).

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 35th 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 35th 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.





SANJAY DHOLAKIA & ASSOCIATES

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As informed to us by the Management, the notice dated 04th September, 2020 convening the 35th AGM of the Company through VC/OAVM held on 30th September, 2020 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Members of the Company holding shares on the record date ("Cut off" date) of 23rd September, 2020 were entitled to vote on the resolutions as set out in the notice of said AGM.

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

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), for conducting remote e-voting prior to AGM and e-voting during the AGM by the Members of the Company.
2. The remote e-voting prior to AGM period remained open from Sunday, 27th September, 2020 (9.00 a.m. IST) to Tuesday, 29th September, 2020 (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 29th September, 2020 from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 30th September, 2020 at 10.35 a.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 processes 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.





SANJAY DHOLAKIA & ASSOCIATES

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7. The result of the voting through both remote e-voting and e-voting during the AGM is as per annexure attached herewith.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

For Sanjay Dholakia & Associates

Dholakia Sanjay

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor



Membership No. FCS 2655
CP No. 1798

UDIN: F002655B000819988

Place: Mumbai
Date: 30th September, 2020

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

Reso. 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 valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
1	To consider, approve and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the year ended 31st March, 2020.	Ordinary Resolution	Remote E-Voting prior to AGM	58	10005536	65.34	1	100	100.00	59	10005636
			E-Voting during the AGM	4	5307101	34.66	-	-	-	4	5307101
			Total	62	15312637	100.00	1	100	100.00	63	15312737
2	Re-appointment of Director Mr. Ajay Anand (DIN: 00373248) who retires by rotation.	Ordinary Resolution	Remote E-Voting prior to AGM	57	10005136	65.34	2	500	100.00	59	10005636
			E-Voting during the AGM	4	5307101	34.66	-	-	-	4	5307101
			Total	61	15312237	100.00	2	500	100.00	63	15312737



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

Reso. 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 valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
3	Regularisation of appointment of Mr. Kartik Jethwa (DIN: 08587759) as an Independent Director of the Company	Ordinary Resolution	Remote E-Voting prior to AGM	57	10005136	65.34	2	500	100.00	59	10005636
			E-Voting during the AGM	4	5307101	34.66	-	-	-		
			Total	61	15312237	100.00	2	500	100.00	63	15312737

For Sanjay Dholakia & Associates

Dholakia Sanjay

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No. FCS 2655
CP No. 1798

UDIN: F002655B000819988

Place: Mumbai

Date: 30th September, 2020

