

FAZE THREE Autofab Limited

(CIN: L17120DN1997PLC000196)

Corporate Office : 63, 6th Floor, Mittal Court, C Wing, Nariman Point, Mumbai – 400 021, India

Tel :91 (22) 6242 1313/ 4351 4444 Fax:91 (22) 2287 2637 E-mail : info@fazethreeautofab.com Website: www.fazethreeautofab.com

September 06, 2023

To,
Department of Corporate Services,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai – 400 001.
Dear Sir/Ma'am,

Sub: Success of Delisting Offer - Submission of Post Offer Public Announcement in relation to voluntary delisting of the equity shares of the Company ("Delisting Offer") from BSE Limited in accordance with SEBI (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations")

Ref: FAZE THREE Autofab Limited (SCRIP CODE: 532459)

This is in reference to the voluntary delisting of equity shares of our Company, Faze Three Autofab Limited, from BSE Limited. The delisting offer opened on August 29, 2023 and closed on September 04, 2023 at the end of the market hours on BSE.

Based on the outcome of Reverse Book Building Process as received from Keynote Financial Services Limited, Manager to the Delisting Offer vide the letter dated September 04, 2023 we hereby wish to inform you that the post Delisting Offer shareholding of the Acquirer, along with the other promoter and promoter group members, has exceeded 90% of total issued shares of the company hence the Delisting Offer is deemed successful in terms of Regulation 21 of the Delisting Regulations.

In terms of Regulation 22 and other applicable provisions of Delisting Regulations and in exercise of their discretion the acquirer has accepted the discovered price of ₹ 65/- (Indian Rupees Sixty-Five Only) per equity share as the final price for the delisting offer ("**Exit Price**").

In this regard, we have received from Keynote Financial Services Limited, Manager to the Delisting Offer on behalf of the acquirer a e-copy of Post Offer Public Announcement ("**Post offer PA**") published on September 06, 2023 in following newspapers:

Newspaper Name	Language	Edition
Business Standard	English	All editions
Business Standard	Hindi	All editions
Navshakti	Marathi	Mumbai edition

The above information will also be made available on the Company's website www.fazethreeautofab.com.

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

For **FAZE THREE Autofab Limited**

Akram Sati
Company Secretary and Compliance Officer
M. No. A50020

Encl.: A/a

KEYNOTE

Ref. FTAL/Let/Co/Sc04

September 06, 2023

The Board of Directors
Faze Three Autofab Limited
Plot No. 445, Waghdhara Village Road,
Village Dadra, Dadra,
UT of Dadra & Nagar Haveli and Daman & Diu - 396 193

Dear Sir,

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Sub: Post Offer Public Announcement for "Voluntary Delisting" of equity shares of face value ₹ 10/- each ("Equity Shares") of Faze Three Autofab Limited ("Target Company") from BSE Limited in accordance with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended from time to time ("SEBI Delisting Regulations").

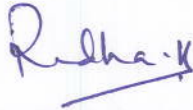
This has a further reference to our letter dated September 04, 2023 disclosing outcome of the Reverse Book Building of the Delisting of equity shares by Faze Three Autofab Limited.

In this regard, we are enclosing herewith a copy of the Post Offer Public Announcement dated September 05, 2023 which has been published today in accordance with the Regulation 17(4) of SEBI Delisting Regulations in the following newspapers.

Newspaper	Language	Edition
Business Standard	English	All
Business Standard	Hindi	All
Navshakti	Marathi	Mumbai

We request you to kindly take the same on record.

Yours faithfully,
For Keynote Financial Services Limited



Radha Kirthivasan
Head ECM -Execution

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 6826 6000 · Fax: 91 22 6826 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

POST OFFER PUBLIC ANNOUNCEMENT
FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

FAZE THREE AUTOFAB LIMITED

FOR DELISTING OF EQUITY SHARES

Corporate Identity Number: L17120DN1997PLC000196
Registered Office: Plot No. 445, Waghdhara Village Road, Village Dadra, Dadra,
UT of Dadra & Nagar Haveli and Daman & Diu - 396 193; Tel. No.: 022-62421313, 43514444
Email: cs@fazethreeautofab.com; Website: www.fazethreeautofab.com;

This Post Offer Public Announcement ("Post Offer PA") is being issued by Keynote Financial Services Limited ("Manager" or "Manager to the Offer") for and on behalf of Mr. Ajay Brijlal Anand ("Acquirer" or "Promoter") and Mrs. Rashmi Anand ("PAC 1"), Mr. Sanjay Anand ("PAC 2"), Mr. Vishnu Anand ("PAC 3"), Ms. Rohina Anand ("PAC 4"), Ajay Anand (HUF) ("PAC 5"), Instyle Investments Private Limited ("PAC 6") and Anadry Investments Private Limited ("PAC 7") as persons acting in concert with the Acquirer (collectively referred to as the "PACs"), to the Public Shareholders of Faze Three Autofab Limited ("Company") in respect of the proposed acquisition and consequent voluntary delisting of the fully paid up equity shares of the company with the face value of ₹ 10/- each ("Equity Shares") from the Stock Exchange where Equity Shares are presently listed i.e. BSE Limited ("BSE"), pursuant to the applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations") and in accordance with the terms and conditions set out in the Initial Public Announcement dated May 15, 2023 ("Initial Public Announcement/IPA"), the Detailed Public Announcement dated August 17, 2023 and published on August 18, 2023 ("Detailed Public Announcement/DPA") in (i) Business Standard (English, all Editions) (ii) Business Standard (Hindi, all Editions) (iii) Navshakti, (Marathi, Mumbai Editions) (collectively, the "Newspapers") and the Letter of Offer dated August 17, 2023 ("Letter of Offer").

This Post Offer PA is in continuation of and should be read in conjunction with the IPA, the DPA and the Letter of Offer. Capitalized terms used in this Post Offer PA and not defined herein shall have same meaning as ascribed to it in the IPA, the DPA and the Letter of Offer.

The Promoter/Acquirer and PACs issued IPA, the DPA and the Letter of Offer to acquire upto 26,89,006 Equity Shares ("Offer Shares") representing 25.08% of the total paid up equity share capital of the Company from the public shareholders (i.e. shareholders other than the Promoter/Acquirer and PACs) ("Public Shareholders") in accordance with the Delisting Regulations and on the terms and conditions set out in the IPA, the DPA and the Letter of Offer. The Public Shareholders holding Equity Shares of the Company were invited to tender their Equity Shares ("Bids") pursuant to the Reverse Book Building process as prescribed in the Delisting Regulations through the Stock Exchange Mechanism ("Reverse Book Building/ RBB") during the Bid Period starting from August 29, 2023 and ending on September 04, 2023 ("Bid Period").

1. DISCOVERED PRICE AND EXIT PRICE

In terms of Regulation 20(1) read with schedule II of the Delisting Regulations, the Discovered Price is ₹ 65.00 per Equity Share. The Promoter/Acquirer has accepted the discovered Price of ₹ 65.00 per Equity Share as the final exit price ("Exit Price") for accepting Equity Shares successfully tendered in the Delisting Offer at or below the Exit Price.

2. SUCCESS OF THE DELISTING OFFER

In accordance with Regulation 21 (a) of the Delisting Regulations and as stated in paragraphs 13 and 14 of the DPA and the Letter of Offer respectively, this Delisting Offer would be deemed to be successful only if a minimum number of Offer Shares were tendered and acquired in the Delisting Offer at or below the Exit Price so as to cause the cumulative number of Equity Shares held by the Promoter/Acquirer along with the other members of the Promoter Group, post-acquisition through the Acquisition Window Facility constitute 90% of the paid up Equity Share capital of the Target Company in terms of Regulation 21(a) of the SEBI Delisting regulation.

The Promoter/Acquirer shall acquire 17,20,610 Equity Shares validly tendered at or below the Exit Price in the Reverse Book Building process and post completion of the acquisition, the shareholding of the Promoter/Acquirer along with other members of the Promoter Group shall be 90.97% of the fully paid-up Equity Share capital of the Target Company in terms of Regulation 21(a) of the SEBI Delisting Regulations.

No valid Bids of the Public Shareholders have been rejected by the Promoter/Acquirer.

The Letter of Offer was dispatched to all the Public Shareholders as on the specified date i.e. August 18, 2023 in accordance Regulation 16 of the SEBI Delisting Regulations.

The Delisting Offer is thus deemed to be successful.

All the Public Shareholders of the Target Company who have validly tendered their Equity Shares at or below the Exit Price will be paid the consideration at the Exit Price of ₹ 65.00 per Equity Share. The last date of payment of consideration to all the Public Shareholders (in respect of whom no regulatory approvals are required) and whose Bids have been accepted will be September 06, 2023. Clearing Corporation will make direct funds pay-out to Public Shareholders or if the funds transfer instruction is rejected by the Reserve Bank of India/ relevant bank(s), due to any reasons, then the amount payable to the concerned Public Shareholder will be transferred to the Seller Member for onwards transfer to such Public Shareholders.

The Target Company will initiate the necessary steps to delist its Equity Shares from the Stock Exchange. The date of delisting of Equity Shares shall be announced in the newspaper in which the DPA and this Post Offer PA has appeared.

3. OUTSTANDING EQUITY SHARES AFTER DELISTING

In accordance with Regulation 26 of the SEBI Delisting Regulations, all public shareholders who continue to hold Equity Shares after the reverse book building process ("Residual Shareholders") will be able to offer their Equity Shares to Promoter/Acquirer at the Exit Price for a period of one year following the date of the delisting of the Equity Shares from the Stock Exchange ("Exit Window").

The Promoter/Acquirer shall ensure that the rights of the Residual Shareholders are protected and shall be responsible for compliance with Regulation 27 of SEBI Delisting Regulations and the Stock Exchange shall monitor the compliance of the same.

If any Public Shareholder has any query with regard to the Delisting Offer, they should consult the Manager to the Delisting Offer or the Registrar to the Delisting Offer. All other terms and conditions of the Delisting Offer as set forth in the DPA and the Letter of Offer remain unchanged. This Post Offer PA is also expected to be available on the website of the Stock Exchange (www.bseindia.com).

The Promoter/Acquirer accepts full responsibility for the information contained in the Post Offer PA and confirms that such information is true, fair and adequate in all material aspects.

REGISTRAR TO THE DELISTING OFFER

LINK Intime

Link Intime India Pvt. Ltd

C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra 400083
Tel.: +91 8108114949; Contact Person : Mr. Sumeet Deshpande
E-mail: faze3.delisting@linkintime.co.in; Website: www.linkintime.co.in
SEBI Registration No. INF000004058

MANAGER TO THE DELISTING OFFER

KEYNOTE

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028
Tel.: 022 – 6826 6000; Contact Person: Mr. Sunu Thomas
Email : mbd@keynoteindia.net; Website: www.keynoteindia.net
SEBI Registration No.: INM 000003606

Sd/-

Ajay Brijlal Anand
("Promoter" / "Acquirer")

Date: September 05, 2023
Place: Mumbai

CONCEPT