

POST OFFER PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY
SHAREHOLDERS OF FAIRFIELD ATLAS LIMITED

FAIRFIELD ATLAS LIMITED

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Company Secretary and Compliance Officer: Mr. Marcel Rebello

This post offer public announcement ("Post Offer Public Announcement") is being issued by T-H Licensing, Inc. ("T-H Licensing" / "Promoter" / "Acquirer") along with Fairfield Manufacturing Company Inc., as person acting in concert, ("PAC") and Deutsche Equities India Private Limited ("Manager to the Offer") in accordance with Regulation 16 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") to the Public Shareholders of Fairfield Atlas Limited ("Company") in relation to the proposed acquisition and voluntary delisting of the equity shares ("Equity Shares") of the Company from BSE Limited ("BSE") pursuant to the Delisting Regulations ("Delisting Offer"). This Post Offer Public Announcement is in continuation to and should be read in conjunction with the public announcement dated May 06, 2013 and published on May 07, 2013 in The Financial Express (all editions), Janasatta (all editions) and Navshakti (Maharashtra edition) (the "PA") and the offer letter dated May 9, 2013 ("Offer Letter"). Capitalized terms used but not defined in this Post Offer Public Announcement shall have the same meanings assigned to them in the PA and the Offer Letter.

The Promoter issued the PA seeking to acquire, in accordance with the Delisting Regulations and on the terms and conditions set out therein and in the Offer Letter, up to 43,95,744 Equity Shares ("Offer Shares") representing the balance 16.09% (approximately) of the paid up equity share capital of the Company ("Offer Size") from the Public Shareholders. The Public Shareholders holding Equity Shares of the Company were invited to submit Bids pursuant to the reverse book-building process ("RBB Process") made available through the electronic system of the BSE during the Bid Period (May 22, 2013 to May 27, 2013), in accordance with the Delisting Regulations.

1. DISCOVERED PRICE AND EXIT PRICE

In terms of Regulation 15(1) (read with Schedule II) of the Delisting Regulations, the Discovered Price (being the price at which the maximum number of Equity Shares were validly tendered by the Public Shareholders) determined through the RBB Process is Rs. 245/- (Rupees Two Hundred Forty Five only) per Equity Share. The final price fixed by the Promoter for accepting shares validly tendered in the Delisting Offer is Rs. 245/- (Rupees Two Hundred Forty Five only) per Equity Share (the "Exit Price").

2. SUCCESS OF THE DELISTING OFFER

2.1 In terms of Regulation 17 of the Delisting Regulations, the Delisting Offer would be successful only if post the Delisting Offer, the shareholding of the Promoter in the Company reaches a minimum of 2,51,22,668 Equity Shares, which is the aggregate of the Promoter's pre-Delisting Offer shareholding (i.e. 2,29,24,796 Equity Shares) and 50% of the Offer Size (i.e. 21,97,872 Equity Shares).

2.2 The Promoter has fixed the Exit Price at Rs. 245/- (Rupees Two Hundred Forty Five only) per Equity Share and shall acquire all Offer Shares tendered by the Public Shareholders through valid Bids at or below the Exit Price. Adequate Offer Shares have been validly tendered at or below the Exit Price for the shareholding of the Promoter in the Company to reach the minimum aggregate Equity Shares as above in accordance with Regulation 17 of the Delisting Regulations. Thus, the Promoter will acquire 26,84,650 Offer Shares validly tendered in the Delisting Offer constituting 9.83% of the paid up equity share capital of the Company. Of the said 26,84,650 Equity Shares, the Promoter shall acquire 10,400 Equity Shares, that are validly tendered by Public Shareholders who are Non Resident Indians, post receipt of the approval of the Reserve Bank of India for which an application has been made. Post the acceptance of the Offer Shares validly tendered in the Delisting Offer at or below the Exit Price and completion of the acquisition of these Offer Shares, the shareholding of the Promoter in the Company will exceed the minimum threshold required for the Delisting Offer to be successful, in terms of Regulation 17 of the Delisting Regulations. The Delisting Offer is thus successful.

2.3 All the Public Shareholders of the Company who have tendered their Offer Shares at or below the Exit Price through valid Bids will be paid the consideration at the Exit Price of Rs. 245/- (Rupees Two Hundred Forty Five only) per Offer Share. The last date for payment of consideration to all Public Shareholders (in respect of whom no regulatory approvals are required) and whose Bids have been accepted will be June 10, 2013. Tax will be deducted at source for the non-resident Public Shareholders, as applicable, in accordance with paragraph 19 of the Offer Letter.

2.4 The Offer Shares of the Public Shareholders, whose Bids have been rejected pursuant to the RBB Process, will be returned to them. The last date for (i) dispatching the share certificates, in case of such Offer Shares held in physical form; (ii) the credit of the such Offer Shares to the respective beneficiary accounts, in case of dematerialized Offer Shares; and (iii) revocation of pledge, in the event that the Offer Shares held in dematerialized form are pledged to the Manager to the Offer in favour of the Special Depository Account, will be June 10, 2013. The Public Shareholders holding Equity Shares in dematerialized form whose Bids have been rejected are advised to check their demat accounts to confirm receipt of the Equity Shares returned to them.

2.5 Subsequently, the necessary steps shall be initiated by the Company to delist its Equity Shares from the BSE. The Company shall announce the date of delisting of Equity Shares in the same newspapers in which the PA and this Post Offer Public Announcement have appeared.

3. OUTSTANDING EQUITY SHARES AFTER DELISTING

3.1 In accordance with the provisions of Regulation 21 of the Delisting Regulations, all the remaining Public Shareholders of the Company, post the date of delisting who did not or were not able to participate in the RBB Process or who unsuccessfully tendered their Equity Shares in the RBB process will be able to offer their Equity Shares to the Promoter at the Exit Price during a period of one year ("Exit Period") starting from the date of delisting of the Equity Shares of the Company from the BSE. A separate offer letter (the "Exit Offer Letter") detailing the procedure to be followed in this regard will be sent to these remaining Public Shareholders and interested Public Shareholders will be required to submit the requisite documents to the Registrar to the Offer within the stipulated time as set out in the Exit Offer Letter.

3.2 All other terms and conditions set forth in the PA and the Offer Letter remain unchanged. All queries in relation to the Delisting Offer may be directed to the Manager to the Offer or the Registrar to the Offer (as per the details set out below).

MANAGER TO THE OFFER



DEUTSCHE EQUITIES INDIA PRIVATE LIMITED

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REGISTRAR TO THE OFFER

**LINK INTIME
INDIA PVT LTD**

LINK INTIME INDIA PRIVATE LIMITED

C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (West),
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Contact Person: Mr. Pravin Kasare
Email: fairfield.delisting@linkintime.co.in

For T-H Licensing Inc.,
On behalf of the Board of Directors

Sd/-
Name: Jeffrey Potrzebowski
Designation: Managing Director
Place: Indiana, USA
Date: May 31, 2013

Sd/-
Name: Christoph Huber
Designation: Director
Place: Indiana, USA
Date: May 31, 2013