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- 14.9. The Trading Member, or both of the Manager to the Offer, will not include the Offer Shares deposited in the Special Depository Account or pledged to the Manager to the Offer in accordance with paragraph 14.5 above. The Registrar to the Offer will not issue the share certificate(s) and transfer deed(s) delivered to it by the Trading Member in accordance with paragraph 14.6 above, until the Promoter completes its obligations under the Delisting Offer, in accordance with the Delisting Regulations.
- 14.10. The ISIN for the Equity Shares is INE922Q01013.
- 14.11. If any Public Shareholder fails to receive or misplaces the Offer Letter, a copy may be obtained by writing to the Registrar to the Offer at its address given in paragraph 22, clearly marking the envelope "Fairfield Atlas Limited Delisting Offer". Alternatively, such Public Shareholder may obtain copies of Bid Forms from the Bid Centres mentioned above. The Offer Letter is also expected to be available on the website of BSE Limited, www.bseindia.com and also on the website of the Registrar to the Offer, at www.hinkindia.com.
- 14.12. The Offer Shares to be acquired under this Delisting Offer, are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto. Offer Shares that are subject to any charge, lien or encumbrance are liable to be rejected.
- 14.13. It shall be the responsibility of the Public Shareholders tendering their Equity Shares in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals) if any, prior to tendering their Equity Shares in the Delisting Offer and the Promoter shall not be responsible for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable. Once the Offer Shares are credited or pledged to the Special Depository Account or physical Offer Shares are submitted to the Trading Member, the Acquirer shall assume that the Public Shareholders have submitted their Bids only after obtaining applicable approvals, if any. In any case, the Promoter reserves the right to reject those Bid Forms which are submitted without attaching a copy of such required approvals. The Public Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Offer Shares, failing which the Bid may be considered invalid and may be liable to be rejected.
- 14.14. In accordance with Clause 5 of Schedule II of the Delisting Regulations, Public Shareholders who have tendered their Offer Shares by submitting Bids upwards no later than one day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for revision or withdrawal of the Bids should reach the Trading Member at the Bid Centres on or before 3:00pm, on one day before the Bid Closing Date. Any such request for revision or withdrawal of Bids received after 3:00pm, on one day before the Bid Closing Date shall not be accepted.
- 14.15. Public Shareholders are requested to submit the following documents along with Bid Form.

All resident and non-resident Public Shareholders should submit the following documents:		
Category	Documents	
All Public Shareholders: Residents and Non-Residents	1. The Bid Form duly filled and signed by all Public Shareholders whose names appear on the share certificate.	1. The Bid Form duly filled and signed by all Public Shareholders.
	2. Original contract note by a registered share broker of a recognised stock exchange through whom such Offer Shares were acquired (if applicable).	2. The duly executed copy of the Depository Participant instructions.
	3. Original share certificate(s).	
	4. Valid share transfer deed(s) duly signed as hereunder by all registered Public Shareholders (in case of joint holding) in the same order and as per specimen signatures registered with the Company and duly witnessed at the appropriate place(s). Attestation, where required, (which must be in the same order and as per specimen signatures registered with the Company and duly witnessed at the appropriate place(s). Attestation, where required, should be done by a Magistrate/Notary Public/Bank Manager under their official seal.	

In the event that Offer Shares are being tendered on behalf of the Public Shareholders by power of attorney holders ("PoA Holders"), the Bid Forms and the share transfer deeds, where applicable, shall be signed by the PoA Holders. Further, copies of the power of attorney executed in favour of the PoA Holders shall also be provided in the event that such power of attorney is not already registered with the Company or the Registrar to the Offer or the Company's share transfer agent.

ONLY Non-resident Public Shareholders should submit the following additional documents, as applicable to them

Category	Documents	
Non-Resident Public Shareholders other than FII's	1. Non-resident Public Shareholders tendering Equity Shares should submit a copy of the permission received from RBI for the Offer Shares held by them. If the Offer Shares are held under the general permission of RBI, the Non-resident Public Shareholders should furnish a copy of the relevant notification/circular pursuant to which the Offer Shares are held and state whether the Offer Shares are held on repatriable or non-repatriable basis.	
	2. NRIs tendering Offer Shares and desiring to have the proceeds credited to a NRE/FCNR account shall submit a copy of the relevant notification/circular pursuant to which the Offer Shares are held and state whether the Offer Shares are held on repatriable or non-repatriable basis. NRIs shall also furnish (a) written confirmation from their bank confirming that the Offer Shares held by them were acquired from proceeds deposited in the NRO/NRE/FCNR account as the case may be OR (b) a copy of the statement of the NRO/NRE/FCNR account, as the case may be, made available with bank in India evidencing that the Offer Shares held by them were acquired from proceeds deposited in such account OR (c) banked certificates certifying inward remittance of funds for the original acquisition of Offer Shares held by them.	
	3. Non-resident Public Shareholders to provide: <ul style="list-style-type: none"> • In the case of dematerialised Offer Shares, a copy of relevant pages of their respective depository account statement in case if the Offer Shares are claimed to have been held for more than twelve months prior to the date of acceptance, if any, of the Offer Shares in the Delisting Offer. • In the case of an individual Public Shareholder, who is either a citizen of India or a person of Indian Origin, who claims that the Offer Shares were held by him/her for more than twelve months prior to the date of acceptance, if any, of the Offer Shares in the Delisting Offer and that the Offer Shares were acquired by him/her out of convertible foreign exchange (i) in the case of dematerialised Offer Shares, copy of relevant pages of his/her respective depository account statement (ii) in the case of physical Offer Shares a banker's certificate certifying that the payment for acquisition of the Offer Shares by the Public Shareholder was made out of convertible foreign exchange. 	
	• Tax Residence Certificate, containing all particulars mentioned in Rule 21AB (1) of Income Tax Rules, 1962, provided by the Income Tax authority of foreign country of which the Public Shareholder claims to be a tax resident in case any benefit is claimed under relevant Double Taxation Avoidance Agreement.	
	• Certificate from the Income Tax Authorities under Section 195 (3) of the Income Tax Act if the Public Shareholder desires the Promoter to act according to the authorisation contained in the certificate in respect of deduction of tax at source.	
	• The Promoter will not take into consideration any other details and documents (including self-certified computation of tax liability or the computation of tax liability certified by any tax professional like Chartered Accountant etc.) submitted by the Public Shareholder for deducting lower amount of tax at source.	
	4. Self-attested copy of PAN Card/PAN statement letter.	
	5. OCBs to enclose Form OAC of the current year.	
FII's	1. Copy of the permission received from RBI for the Offer Shares held by them. If the Offer Shares are held under the general permission of RBI, the Public Shareholders should furnish a copy of the relevant notification/circular pursuant to which the Offer Shares are held and state whether the Offer Shares are held on repatriable or non-repatriable basis. FII Public Shareholders shall also furnish (a) written confirmation from their custodian confirming that the Offer Shares held by them were acquired from proceeds deposited in the FII Public Shareholder's account maintained with the custodian in India OR (b) a copy of the statement of account maintained with an authorised dealer in India evidencing that the Offer Shares held by them were acquired from proceeds deposited in such account being a foreign currency denominated account or special non-resident rupee account OR (c) banker's certificate certifying inward remittance of funds for the original acquisition of Offer Shares held by them.	
	2. Self-attested copy of PAN Card/PAN statement letter.	
	3. SEBI registration certificate for FII (including sub-account of FII).	
	• If Offer Shares held on trade account, FII Public Shareholders to enclose: <ul style="list-style-type: none"> • Tax Residence Certificate, containing all particulars mentioned in Rule 21AB (1) of Income Tax Rules, 1962, provided by the Income Tax authority of foreign country of which the FII Public Shareholder claims to be a tax resident in case any benefit is claimed under relevant Double Taxation Avoidance Agreement. • Certificate from the Income Tax Authorities under Section 195 (3) of the Income Tax Act if the FII Public Shareholder desires the Promoter to act according to the authorisation contained in the certificate in respect of deduction of tax at source. 	

Providing false or fraudulent information in the Bid Form could result in proceedings by SEBI under the Securities (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 for dealing in securities in a fraudulent manner, with consequences ranging from being barred from accessing Indian securities markets to monetary penalties.

- 14.16. If the Delisting Offer is successful, all the Public Shareholders whose Bids are verified to be genuine and who tendered their Offer Shares at prices equal to or equal to the Exit Price for each Offer Share shall, subject to paragraphs 11 and 12, be paid a cash consideration equal to the Exit Price for each Offer Share, subject to deduction of tax at source, where applicable, within ten (10) Working Days from the Bid Closing Date by way of a demand draft / pay order / ECS / RTGS / NEFT / Direct Credit. All demand drafts will be drawn in the name of the first holder in case of joint holding, and will be deposited in the Public Shareholders by registered post speed post, at the Public Shareholder's sole risk, and at the address registered with the Company.
- 14.17. Where the Delisting Offer fails in the circumstances stated in paragraphs 10 and 11 of the Public Announcement:
- 14.17.1. In the case of dematerialised Offer Shares deposited in the Special Depository Account, be credited back to the respective depository account with the respective depository participant as per the details furnished by the relevant Public Shareholder in the Bid Form. (b) In the case of dematerialised Offer Shares pledged to the Manager to the Offer, have the pledge revoked; and (c) in the case of physical Offer Shares, be dispatched to the relevant Public Shareholders by registered post speed post, at the Public Shareholder's sole risk, the actions in respect of (b), (c) and (d) above being completed within ten (10) Working Days from the Bid Closing Date, as stipulated under the Delisting Regulations.
- 14.17.2. No final application shall be made to the Stock Exchange for delisting of the Equity Shares; and
- 14.17.3. The Escrow Account (as defined in paragraph 16.2 of this Public Announcement) shall be closed.
- 14.18. Equity Shares from any invalid Bid (i) in the case of dematerialised Offer Shares deposited in the Special Depository Account, be credited back to the respective depository account with the respective depository participant as per the details furnished by the relevant Public Shareholder in the Bid Form. (ii) in the case of dematerialised Offer Shares pledged to the Manager to the Offer, have the pledge revoked; and (iii) in the case of physical Offer Shares, be dispatched to the relevant Public Shareholders by registered post speed post, at the Public Shareholder's sole risk, the actions in respect of (b), (c) and (d) above being completed within ten (10) Working Days from the Bid Closing Date, as stipulated under the Delisting Regulations.
- 14.19. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID
- 15.1. The Public Shareholders may submit their Bids to the Promoter during the Bid Period. Additionally, if and once the Equity Shares have been delisted, the Public Shareholders, whose Offer Shares have not been acquired by the Promoter or who did not tender their Equity Shares in the Delisting Offer, may tender their Offer Shares for sale to the Promoter at an Exit Price for a period of one year following the date of delisting of the Equity Shares from the Stock Exchange ("Exit Window"). Such Public Shareholders may tender their Offer Shares by submitting the required documents to the Registrar to the Offer during the Exit Window.
16. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN
- 16.1. The estimated consideration payable under the Delisting Offer in terms of the Delisting Regulations, being the Floor Price of Rs. 155.92 per Equity Share multiplied by the number of Offer Shares outstanding with the Public Shareholders, i.e., 43,95,744 Offer Shares, is Rs. 59,72,83,90.08 (Rupees Fifty-nine Crores Seventy Lakhs Twenty-two thousand nine hundred and Fifty and Paise Only).
- 16.2. In accordance with the Delisting Regulations, the Promoter, Deutsche Bank AG, Mumbai Branch ("Escrow Bank") and the Manager to the Offer have entered into an escrow agreement dated April 30, 2013, pursuant to which the Promoter has opened an escrow account with the Escrow Bank ("Escrow Account") and has deposited a cash amount of 59,72,83,900 (Rupees Fifty-nine Crores Seventy Lakhs Twenty-two thousand nine hundred and Eighty only), representing 100.01% of the estimated consideration payable as calculated in paragraph 16.1, above.
- 16.3. On delimitation of the Exit Price and making of the public announcement under Regulation 16(1) of the Delisting Regulations, the Promoter shall ensure compliance with Regulation 11(2) of the Delisting Regulations.
- 16.4. If the Promoter offers an Exit Price, the Promoter will open a special account with the Escrow Bank and transfer thereto from the Escrow Account, the entire amount due and payable as consideration in respect of the validly tendered Offer Shares, accepted in the Delisting Offer at the Exit Price, in accordance with Regulation 20(1) of the Delisting Regulations.

17. PROPOSED TIMETABLE FOR THE DELISTING OFFER

Activity	Date	Day
Date of publication of the Public Announcement	May 07, 2013	Tuesday
Specified Date for determining the name of the Public Shareholders to whom the Offer Letter shall be sent	May 08, 2013	Wednesday
Dispatch of Offer Letters to Public Shareholders	May 10, 2013	Friday
Bid Closing Date (10:00am)	May 22, 2013	Wednesday
Last Date of revision (upwards) or withdrawal of Bids	May 23, 2013	Thursday
Bid Closing Date (3:00pm)	May 27, 2013	Monday
Announcement of Discovered Price/Exit Price and the Promoter's Acceptance/Non-acceptance of Discovered Price/Exit Price*	June 06, 2013	Thursday
Last date of payment of consideration in case of a successful Delisting Offer/ Last date for return of Offer Shares to Public Shareholders in case of failure of Delisting Offer/Bids not accepted	June 10, 2013	Monday

* This is an indicative date and the announcement may be made before June 06, 2013
 • Subject to the acceptance of the Discovered Price or offer of an Exit Price Higher than the Discovered Price by the Public Shareholders, if any, to the timetable will be notified to Public Shareholders by way of corrigendum to this Public Announcement in the same newspapers where this Public Announcement is being issued.
 Specified Date is only for the purpose of determining the names of the Public Shareholders to whom the Offer Letter will be sent. However, all Public Shareholders (whether registered or unregistered) are eligible to participate in the Delisting Offer by submitting Bids on or before 3:00 pm, on the Bid Closing Date. All dates shown are subject to change and are dependent on the Promoter obtaining the requisite statutory and regulatory approvals, as may be applicable.

18. STATUTORY APPROVALS

- 18.1. The Promoter shall make an application to the Reserve Bank of India ("RBI") post the Bid Period, seeking the RBI approval to acquire Offer Shares validly tendered by non-resident Indians ("NRIs") in the Delisting Offer. Further, if the Promoter understands that the Company has no overseas corporate bodies ("OCBs") (as understood in terms of applicable Indian foreign exchange laws), as its Public Shareholders, in the event that any OCBs tender their Equity Shares in the Delisting Offer, then the prior approval of the RBI would also be required.
- 18.2. To the best of the Promoter's knowledge, as on the date of this Public Announcement, there are no other statutory or regulatory approvals required to acquire the Offer Shares and implement the Delisting Offer, other than as indicated above. Any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Promoter and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.
- 18.3. The Promoter reserves the right not to proceed with the Delisting Offer in the event the approvals indicated above are not obtained or conditions which the Promoter considers, in its sole discretion, to be onerous are imposed in respect of such approvals.
- 18.4. In the event that receipt of the requisite statutory and regulatory approvals are delayed, the Promoter may, with such permission as may be required, make changes to the proposed timetable or may delay the Delisting Offer and any such change shall be intimated by the Promoter by issuing an appropriate corrigendum in all the newspapers where this Public Announcement is being issued.
- 18.5. It shall be the responsibility of the Public Shareholders to obtain, prior to tendering Equity Shares in the Delisting Offer, all approvals (including corporate, statutory or regulatory approvals) required for tendering Equity Shares in the Delisting Offer as applicable, except as set out in paragraph 18.1 above, and the Promoter shall have no responsibility for the same. The Public Shareholder should attach a copy of any such approval to the Bid Form, wherever applicable. If a copy is not attached, the Promoter reserves the right to reject such Equity Shares.
19. TAX DEDUCTED AT SOURCE
- 19.1. All Public Shareholders would either be classified as resident or non-resident, which status is to be determined on the basis of criteria laid down in Section 6 of the Income Tax Act, 1961 (the "Income Tax Act"). No tax shall be deducted at source from the payment of consideration made to resident Public Shareholders.
- 19.2. Summary of key provisions related to tax deduction at source ("TDS") under the Income Tax Act are provided below:
- General
- a. As per the provisions of Section 195(1) of the Income Tax Act, read with part II of the First Schedule to the Finance Act, 2013 (proposed), any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). Since the consideration payable under the Delisting Offer will be chargeable in certain cases under Section 6 of the Income Tax Act as business profits, as the case may be, the Promoter is required to deduct tax at source (including surcharge and education cess).
- b. In view of the provisions of section 206AA of Income Tax Act, resident and non-resident Public Shareholders (including FII) are required to submit their PAN. In case PAN is not submitted or is invalid or does not belong to the Public Shareholder, the Promoter will arrange to deduct tax at the rate of 20% or at the rate in force or at the rate specified in the relevant provisions of the Income Tax Act, whichever is higher.
- c. In case of ambiguity, incomplete or conflicting information or the information not being provided to the Promoter, it would be assumed that the Public Shareholder is a non-resident Public Shareholder and taxes shall be deducted at the maximum rate as may be applicable to the relevant category to which the Public Shareholder belongs under the Income Tax Act, on the entire consideration payable to such Public Shareholder.
- d. Securities transaction tax will not be applicable to the Equity Shares as accepted in this Delisting Offer.
- e. Any shareholder claiming benefit under any Double Taxation Avoidance Agreement between India and any other foreign country should furnish a Tax Residence Certificate ("TRC") provided in form I of the Income Tax Act of such other foreign country of which he/it claims to be a tax resident.
- The said Tax Residence Certificate should specify all the particulars as mentioned in Rule 21AB (1) of the Income Tax Rules, 1962.
- Tax to be deducted in case of Non-resident Public Shareholders (other than FII)
- All non-resident Public Shareholders, who desire that no tax should be deducted at source or tax should be deducted at lower rate or on lesser amount, shall be required to submit certificate from the Income Tax Authorities under Section 195(3) of Section 197 of the Income Tax Act along with Bid Form indicating the extent to which the tax to be deducted at source by the Promoter before remitting the consideration. The Promoter will arrange to deduct taxes at source in accordance with such certificate. In absence of certificate u/s 195(3) or u/s 197, paragraph (g) and (h) below will apply.

- g. Except in the case falling under paragraph (h) below, the Promoter will arrange to deduct tax at the rate as may be applicable to the relevant category to which the Public Shareholder belongs under the Income Tax Act, on the entire gross consideration payable to such Public Shareholder.
- The Promoter will not take into consideration any other details and documents (including self-certified computation of tax liability or the computation of tax liability certified by any tax professional like Chartered Accountant etc.) submitted by the Public Shareholder for deducting lower amount of tax at source.
- h. In case of an individual non-resident Public Shareholder, who is either a Citizen of India or a person of Indian Origin, who has himself/ herself acquired Equity Shares with convertible foreign exchange and has also held such Equity Shares for at least twelve (12) months prior to the date on which the Equity Shares, if any, are accepted under the Delisting Offer, the applicable rate of tax deduction at source would be 10% plus applicable surcharge and education cess on entire gross consideration.
- However, to be eligible for this lower rate of tax deduction at source, the Public Shareholder will have to furnish a copy of his/ her depository account statement duly reflecting the fact that Equity Shares held in that account are in repatriable mode. Further, copy of the depository account statement should also reflect that the Equity Shares were held for more than twelve (12) months prior to the date on which the Equity Shares, if any, are accepted under the Delisting Offer.
- In case of Equity Shares being held in physical mode, the Public Shareholder will have to furnish certificate from his/ her bank to the effect that the purchase consideration of these Equity Shares was paid out of non-resident external account of the Public Shareholder concerned or was paid directly by remittance from conversion in convertible foreign exchange.
- Withholding tax implications for FII Public Shareholders
- i. As per provisions of section 195(2) of the Income Tax Act, no deduction of tax at source will be made from any income by way of capital gains arising from transfer of securities referred to in Section 115AD of the Income Tax Act to a FII as defined in Section 115AD of the Income Tax Act.
- j. FII should certify ("FII Certificate") the nature of its income arising from the sale of Equity Shares as per the Income Tax Act (whether capital gains or otherwise) by tick marking on the appropriate option provided in the Bid Form.
- In the absence of FII Certificate to the effect that their income from sale of Equity Shares is in the nature of capital gains, the Promoter will deduct tax at the maximum rate applicable to the category to which such FII belongs (i.e. a company or a trust) on the entire consideration payable to such FII.
- In any case, if the FII certifies a certificate under Section 195(3) of Section 197 of the Income Tax Act in the Income Tax authorities while tendering the Equity Shares, indicating the amount of tax to be deducted by the Promoter under the Income Tax Act, the Promoter will deduct tax in accordance with the same.
- Tax to be deducted in case of resident Public Shareholders
- k. In absence of any specific provision under the Income Tax Act, the Promoter will not deduct tax on the entire consideration payable to resident Public Shareholders for acquisition of Equity Shares.
- Issue of withholding tax certificate
- l. The Promoter will issue a certificate in the prescribed form to the non-resident Public Shareholders who have been paid the consideration after deduction of tax on the same certifying the amount of tax deducted and other prescribed particulars.
- Withholding taxes in respect of overseas jurisdictions
- m. Apart from the above, the Promoter will be entitled to withhold tax in accordance with the tax laws applicable in the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes ("Overseas Tax").
- For this purpose, the non-resident Public Shareholder shall duly represent in the Bid Form the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non-resident Public Shareholder is a tax resident, and the Promoter will be entitled to rely on this representation at its sole discretion.

- 19.3. The Promoter, the PAC, the Company and the Manager to the Offer and any of their affiliates do not accept any responsibility for the accuracy or otherwise of the above advice. Public Shareholders are advised to consult their tax advisors in the treatment that may be given by their respective income tax assessing authorities in their cases, and the appropriate course of action that they should take. The taxes and other provisions specified above are based on the current position in law and may undergo changes.
20. CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY
- The Board of Directors of the Company hereby certifies that:
- 20.1. The Company has not raised capital by issuing securities during the five years preceding the date of this Public Announcement.
- 20.2. All material information which is required to be disclosed under the provisions of the continuous listing requirement under the relevant Listing Agreement has been disclosed to the BSE, as applicable.

21. COMPLIANCE OFFICER
- The Compliance Officer of the Company is:
- Mr. Marcel Rebelo
 Company Secretary
 Phone: +91 22 2266 6003 / 2270 9255 / 2270 9026
 Fax: +91 22 2266 6184
- In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting process and procedure, they may address the same to the Registrar to the Offer or the Manager to the Offer.
22. DISCLAIMER CLAUSE OF THE BSE
- It is to be distinctly understood that the permission given by BSE to use their electronic automated facilities and infrastructure for "Online reverse book building facility for delisting of securities" should not in any way be deemed or construed that the compliance with various statutory and other requirements by Fairfield Atlas Limited, the Promoter, the PAC, or the Manager to the Offer etc. are cleared or approved by BSE; nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliances with the statutory and other requirements nor does BSE have any financial responsibility or liability nor does BSE take responsibility in any way for the financial or other soundness of the Company, its promoters or its management. It also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that the public announcement has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted. They every person who desires to avail of the exit opportunity may do so pursuant to independent investigation and analysis and shall not have any claim against BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through book building process whether by reason of any stated or omitted to be stated herein or any other reason whatsoever.
23. GENERAL DISCLAIMER
- Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Promoter, the PAC, the Manager to the Offer or the Company whatsoever by reason of any loss, which may be suffered by such person, consequent to or in connection with such Delisting Offer and tender of Equity Shares through RBP in accordance with the Delisting Regulations.
- For further details please refer to the Offer Letter, the Bid Form and the Bid Revision / Withdrawal Form which will be sent to the Public Shareholders who are shareholders of the Company as on the Specified Date. This Public Announcement and the Offer Letter shall be expected to be available on BSE's website at www.bseindia.com.

<p>MANAGER TO THE OFFER</p> <p>DEUTSCHE EQUITIES INDIA PRIVATE LIMITED Deutsche Bank House, Hazarimal Sonani Marg, Fort, Mumbai 400 001, Tel: +91 22 7158 4600 Fax: +91 22 2200 6765 Contact Person: Mr. Vivek Pabari Email: fal.delisting@db.com</p>	
<p>REGISTRAR TO THE OFFER</p> <p>LINK INTIME INDIA PRIVATE LIMITED Unit: Fairfield Atlas Limited, C-13 Parnelli Silk Mills Compound, LBS Marg, Bhandur (West), Mumbai 400 078, India Tel: +91 22 2598 7878 Fax: +91 22 2598 0329 Contact Person: Mr. Pravin Kasare Email: fairfield.delisting@linkintime.co.in</p>	
<p>For T-H Licensing Inc., On behalf of the Board of Directors</p> <p><i>(Signature)</i></p> <p>Name: Jeffrey Potrzebowski Designation: Managing Director Place: Indiana, USA Date: May 06, 2013</p> <p><i>(Signature)</i></p> <p>Sd/- Name: Christoph Huber Designation: Director Place: Indiana, USA Date: May 06, 2013</p>	