PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

FAIRFIELD ATLAS LIMITED

Regd. Office: Survey No. 157, Devarwadi Village, Chandgad Taluka, Post Shinoli, Dist. Kolhapur, Maharashtra – 416 507 Tel: (02320) 236605/6; Fax: (02320) 236416; E-mall: atlas@bom4.vsnl.net.in; Website: www.falworld.com; Company Secretary and Compliance Officer: Mr. Marcel Rebello

This public announcement ("Public Announcement") is being issued by T-H Licensing, "(-"T-H Licensing")" ("Promoter") "Acquirer") a company incorporated under the laws of Delaware, U.S.A. and having its registered office at 1150 North Market Street Suite 1300, Wilmington, Delaware 19810, USA as the acquirer and Fairfield Manufacturing Company Inc., a company incorporated under the General Corporation Act of the State of Delaware, U.S.A. having its registered office at 2711 Centerville Road STE 400 Wilmington, Delaware 19808 as a Person Acting in Concert, (hereinafter referred to as the "PAC") in respect of the proposed acquisition and voluntary delisting ("Delisting Offer") of the equity shares of Fairfield Atlas Limited ("Company") pursuant to Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations").

BACKGROUND OF THE DELISTING OFFER

- BACKGROUND OF THE DELISTING OFFER
 The Company is a public limited company incorporated under the Company inch ALT, 1955 as amended ("Company incorporate ALT, having in parties of dice as inventory less, 197, Devenue's Vilego, Chandgod Taldate, Perd Shoof, Disc.
 Kolhapus, Mahmanshra-16507, The park-op quilty almost applied of the Company ("Equity Share Capilla") is
 AC 273.05.6400, The Equity Shares are littled for parties of the Company ("Equity Shares"), The Equity Shares are littled on the ISSE, Limited ("SIS" or "Stock Exchange").

 The Homistip, Car. Is the Promotion of the Company. The Promotion corrently holds 2,298.247 WE Equity Shares, and on the date of this Public-Announcement, representing the Shares Capilla of the Company.

 The Promotion seeks to equity sets of SiS,2144 (Equity Shares, prosessing the Salamon 16,00% of the Equity
 Shares Capilla of the Company ("Offer Sanas"), from the park of standed seeks of the Company and promotion of the Company of the Assaria, from the park of standed seeks of the Sanas in the Sanas (Sanas) of the Sanas (Sanas (Sanas) of the Sanas (Sanas (Sanas) of the Sanas (Sanas) of the Sanas (Sanas) of the Sanas (Sanas (Sanas) of the Sanas (Sanas
- Stauss in the Delisting Offer.

 On February 22, 2013, the Promoter informed the Company of its intention to make the Delisting Offer and recleased the Board of Directors of the Company to convene a meeting to consider its proposal for the Delisting Offer and to place the said proposal for the Delisting Offer and to place the said proposal Mote the Public Streethickers, in accordance with the Delisting Regulations.
- Chira and to place the said proposal before the Public Develocities, insocrotance with an executive process.

 The Base of Develocing of the Company of the seeding held on February 22, 2013, approved the proposal received from the Promoter to Institute the Developing of the Seeding Regulations, subjective spokesisting from the Company from the Seeding Regulations, subject to spokesisting and to seed spokesisting of the Company from the Public of the Company from the Regulation of Volcaciant by the Regulation of the Regulation of Regulations.

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Newspaper	Language	Editions
The Financial Express	English	All
Jarsatta	Hind:	All
Navshakti	Marathi	Mumbel
Navshakti	Marathi	Kolhspur

- orm the Public Shareholders, by way of a notice in the aforementioned newspapers, in intent was published, of material changes, if any, to the information set out in the
- The Promoter reserves the right to withdraw the Defisiting Offer in certain cases as more fully set out in point number 11 of this Public Announcement OBJECT OF THE DELISTING OFFER
- Out Eart OF The Editation Conference of the Company which will be conferenced by the Company which will provide the Promotive Immalies, the Desiring Offer at () to above 56 overarrish picture of the Promotive Immalies, the Desiring Offer at () to above 54 overarrish channess and of set for eved of its outsiders and of the Company. The Desiring Offer, if securated will deliver be all securations feet of the Ambient Securation of the Company. The Desiring Offer, if securated will deliver be the Company or thoughed to the condition of continuous. Bidding, faither with, the sequence of the condition of the Company in order to the Company in Conference on the Conference on
- d on any stock eachanges. Asummery of the standarone frauncial statuments of T-H Licensing Inc. as et and alendaryeers ended December 31, 2012, December 31, 2011 and December 31, 2010 are as follows:

	Sumr	ial Statemen	Statements as at and for the year ended			
Particulars	December 31, 2012		December 31, 2011		December 31, 2010	
Particulars	(USD in millions)	(Rs. in protes)	(USD in millions)	(Rs. in crores)	(USD in Indiana)	(Rs. in
Total Income	0.22	1,19	0.22	1,19	0.13	0.70
Profiti(loss) Before Tax	0.21	1,14	0,21	1.14	0.12	0.6
Profiti(loss) After Tax	0.11	0.60	0.16	0.87	0,06	0.33
Equity Capital	0.01	0.05	0.01	0.05	0.01	0.0
Raserves	48.67	263.79	48.57	263.25	48.40	262.3
Non-Current Liabilities	34,95	189.43	34.95	189.43	34.95	189.4
Current Liabilities	0.05	0,27	0.05	0,27	0,05	0.2
Total Equity and Liabilities	83,68	453.55	83.58	453.00	83.41	452.0
Non- Current assets	8.82	47,80	6.82	47.80	8,82	47.8
Current assets	74,86	405.74	74.73	405.04	74.59	404.2
Total assets	53.68	453,55	83.55	452,84	83,41	452.0

- (Mareson is in USD have been covered to in the Repea based on the exchange rate question or mentals or as an Agra 3, 2013; 1 USD = Rs 1 420)

 Refined Mannicating Company br. is a company incorporated on August 13, 1959 under the General Corporation Act of the State of Dislovani, USA, Naving is explained office at 271 Centerville Read STE 200, Winkington, Dolewani 1950, USA, it is on the supplicated office at 271 Centerville Read STE 200, Winkington, Dolewani 1950, USA, it is on the supplicated office at 272 Centerville Read STE 200, America, it is the parest company of the Angeirar and is an employ of the Centerville Read STE 200, America, it is the parest company of the Angeirar and its another of the Centerville Residualized Company (inc., as a "Benerica Acting 100 Content, has agreed to elsered funding existence to the Angeira to the Centerville Residualized Company (inc., as a "Benerica Acting 100 Content, has agreed to elsered funding existence to the Angeira to the Centerville Residualized Company (inc.) and the Centerville Residualized Company (inc.) and inc. and inc.
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 BACKGROUND OF THE COMPANY
 Frainfach Rises Limited uses incorporated as private lemited company on February 1, 1950 as Allas Gears Private
 Frainfach Rises Limited uses incorporated as a private lemited company on February 1, 1950 as Allas Gears Private
 Limited under the Companies ALR. It was conversed into a ceemed public company funder Rediction AM of the
 Companies Act) with effect drom March 6, 1964. Vale as appoint escolator passed at ECM held or Apil 27, 1984.
 Held and the March 1, 2001, the name of how Company user Decides AM, March and page for America Intelled to Farifield Allas
 Held and the America AM of the Company was changed from Aleas Gears Limited to Farifield Allas
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 Held Sport of the Company is the March 2000 (Incl.)
 Held Company is the be business of manufacturing gears and in an approved and preferred spapier to originat
 purposents in bit as and assemblish. The closector company and the Company is busined at Darry
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 Held Company is the March 2000 (Incl.)
 Hel BACKGROUND OF THE COMPANY
- Dist. Kolhapur, Maharashtra 416 507, India.
- via numerous naturations of 650°C, india.

 The Euphy Sharms of the Coopsing his listed on BSE silvou January 25, 1995. As on the date of this Public
 Announcement, the Coopsing has no outlabering instruments or securities which are conventible into the same
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 claused Ecaphy Sharms but areas againthe belong the securities of the Coopsing so it and for the financial years ended March 31, 2015,
 March 31, 2012, and March 31, 2011 and March 31, 2011

	(Rs. in crores, except per share da
THE RESERVE THE PARTY OF THE PA	Audited Emperator or at and for EV and ad-

	Audited financials as at and for FY ende		
Particulars -	March 31, 2013	March 31, 2012	March 31, 2011
Net Sales	225.31	246,47	159.98
Other Income	2.95	1.70	0.83
Other Operating Revenue	4,03	5.16	4,09
Total Income	232,29	253.33	164.90
Profit Before Tax	43.77	44.34	19.44
Profit After Tax	28.64	31.01	17.6
Basic and Diluted Earnings Per Share	10.48	11.35	6.43
Paid-up Share Capital	27.32	27,32	27.33
Net Fixed Assets*	80.93	60.60	51.47
Net Current Assets	60,30	58.24	39,40
Net Worth**	114.88	86.24	55,23

"Excitores Nevaluation reserves
The authorises share capital of the Company is Rs. 28,00,00,000/- comprising 2,80,00,000 Equity Share tace value of Rs. 10/- each, The Equity Share Capital of the Company is Rs. 27,32,05,400/- co 2,73,20,540 fully paid-up Eculty Shares tening face value of Rs. 10/- each. 4.5.

4.6. The shareholding pattern of the Company as on March 31, 2013 is as follows:

Catogory of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	35.8	reholding % of of Shares
				As a % of	As a % of (A+B+C)
(A) Shareholding of Promoter and Promoter Group					
(1) Indian					
(2) Foreign	www				e- 110.000.00
Bodies Corporate	. 1	22,924,796	22,924,798	83.91	83.91
Sub Total	1	22,924,796	22,924,798	83.91	83,91
Total shareholding of Promoter					
and Promoter Group (A)	1	22,924,796	22,924,796	83,91	83,91
(B) Public Shareholding					
(1) Institutions			1		
Mutual Funds / UTI	2	1,081,934	1,076,434	3.96	3,98
Financial Institutions / Banks	1	100	0	0.00	0.00
Venture Capital Fands	1	500	0	0.00	0.00
Foreign Institutional Investors	4	9.200	0	0.03	0.03
Sub Total	8	1,091,734	1,076,434	4.08	4.00
(2) Non-Institutions			75.57		
Bodies Corporate	159	560,947	549,447	2.05	2.05
individuals			2.00		
Individual shareholders holding					
nominal share capital up to			ł		
Rs. 1 lakh	5041	1632,533	1345,213	5.98	5.95
Individual shareholders holding	5517	7002,000	1010,210	0.00	0.00
nominal share capital in excess			!!		
of Rs. 1 lakh	31	849.797	849,797	3.11	3,11
Any Others (Specify)	102	260,733	258,733	0.95	0.95
Clearing Members	52	228,331	228,331	0.84	0.84
Non Resident Indians	50	32,402	30,402	0.12	0.12
Sub Total	5333	3,304,010		12.09	12.09
Total Public shareholding (B)	5341	4,395,744	4,079,624	16.09	16.05
Total (A)+(B)	5342	27.320.540	27.004.420	166.00	100.00
(C) Shares held by Custodians				.,,,,,,,,	
and against which Depository			1		
Receipts have been issued	0	e	اه ا	0.00	0.00
(1) Promoter and Promoter Group	0	- 0	0	0.00	0.00
(2) Public	0	0	0	0.00	0.00
Sub Total	- 0		0	0.00	0.00
Total (A)+(B)+(C)	5342	27.320.546	27,004,420	0.00	100.00

The Reby pad-delicing shareholding of the Congrue, resulting man a report of more contents of the Congruent problem (Congruent problem) and congruent proble

nec studentioners sould not a trait to the the Calesting Regulations: sophication for fishing shall be made in respect of the Equity Shame, which have been delisted pursuant to this string Offer, for a period of the years from the delisting, except where a recommendation in this regard has n made by the Board for Industrial and Financial Reconstruction under the Sick Industrial Companies (Specia wishors).4ct, 1956.

Any application for letting made in future by the Company in respect of the deliated Equity Shores shall be decomed to be an application for first listing of such Equity Shares and shall be subject to provisions of lew relating to listing of equity shares and shall be subject to provisions of lew relating to listing of equity shares and shall be subject to provisions of lew relating to listing of equity shares and shall be subject to provisions of lew relating to listing on the shall be subject to provisions of lew relating to the shall be subject to provisions of lew relating to the shall be subject to provisions of lew relating to the shall be subject to provisions of lew relating to the shall be subject to the shall be shall be subject to the shall be sha

MAMAGET TO THE OFFER

Distrible Equips and Private Limited, Inviring its migrishmed office at Nodak House, 222 Dr. D. N. Road, Fort blantosid MOXIVI, India, I are hierare gozinnied as the Manager into the Tell's Apparetion by the Manager into the Clief.

The SEEP registration of Describle Equips level from House Invited as valid by the Friendam Visit 22 2013. A spallation for grant of certification of parameter registration in this prescribed immans has been make by Described in Section 1 and the Clief Cl

REGISTRAR TO THE OPER I Threat Inflament of Private Limited, having its registered office at Liel Intime ladia Private Limited, Unit : Fairfield Allee Limited, C-13 Pannsiel Sitk Willis Compound, LBS Marg, Bhandup (West), Mumbal 400 072, India, has been appointed as the Registrar to the Office").

The high, low and everage price of the Equity Shares (in Rs. Per Equity Share) and the trading w

Pinancial Year	High*	Low'	Average**	- Volume#
April 1, 2012 to March 31, 2013	183.05	96.70	142.46	81,75,759
April 1, 2011 to March 31, 2012	139.15	57.85	79.07	68,20.957
April 1, 2010 to March 31, 2011	80.95	39.20	61,40	46,43,737

Month	High'	Low	Average**	. Volume#
April 2013	198.50	185.90	191,27	4,95,983
March 2013	182,70	150.85	165.57	12,26,207
February 2013	143.70	96.70	111,55	4,82,910
January 2013	138,35	116,10	130.80	3,43,159
December 2012	140.70	129.30	134.46	3,86.033
November 2012	134.00	122.25	129.46	2.43.57

DETERMATION OF THE FLOOR PRICE

The Promoting Proposes to expair the Info "Shares of the Conmany justicular its a reverse book bailding process
("RBP") conducted in reconstance with the themse of the Conting Regulations.

The discissor of the material of the Board of Continuous healt for continuous the part is besident of the seaso of continuous healt for continuous the form of the Continuous and the Continuo

the detisting propos	the delisting proposal was considered) are as under:					
Name of Stock Exchange	Total no. of Equity Shares traded during August 2012 to January 2013		Annualized trading turnover (as a % of total no. of listed Equity Shares)			
BSE	25,16,401	2,73,20,540	19.15%			

Being six (6) calendar months preceding the month in which BSE was notified of the Board meeting of the Companyla which the delisting proposal of the Promoter was considered.

Based on the parameters as set out in Regulation 15(2) of the Delisting Regulations for frequently traded stocks, the frequency for the Delisting Regulations (or frequently traded stocks,

Particulars	Price (in Rs. per Equity Share)
The everage of the weekly high and low of the closing prices of the Equity Shares of the Company on BSE during the twenty six weeks preceding the date on which BSE was notified of the Board meeting in which the delisting proposal was considered	
The average of the weekly high and low of the closing prices of the Equity Shares of the Company on BSE during the two weeks preceding the date on which BSE was notified of the Board meeting in which the delisting proposal was considered	108.75

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- If the Promoter does not accept the Discovered Price, the Promoter will have no right or obligation to acquire any Offer Shares tendered pursuant to the Desisting Offer and the Defisting Offer shall not be proceeded with. The Offer Shares that have been tendered in the Defisting Offer will be returned to the respective Public Shareholders in view waters user rates ones momentum and the listing Other will be returned to the respective Public Shambolders is accordance with the Deletting Registrations and subject to the terms and conditions of this Public Asmount cement. CONDITIONS TO THE DELISTING OFFER The acquisition of the Offer Shames by the Promoter and the delisting of the Equity Shames of the Company and conditional upons.

- The appetition of the Ciffer Shares by the Frontest and the deliciting of the Equity Shares of the Company are confident issues. The confident issues of the Company are confident issues. The confident issues of the Company are confident issues. The confident issues of the Company are confident issues of the Company are confident in the Company or exist an internation of \$2.72,200 Equity Shares are to cause the confident in the Company or exist an internation of \$2.72,200 Equity Shares are to cause the confident in the Company or exist an internation of \$2.72,200 Equity Shares are to the confident are confident in the Company or exist an internation of \$2.72,200 Equity Shares are to the confident are confident in the Company of the Company or exist an internation of the Company or exist an internation of the Company of the Co

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Location	Address	Contact Person	Contact No	E-Mail (D
Mumbai	SMC Globel Securities Ltd, 1st Floor, Dheeraj Sagar, Oppt. Goregoon Sports Club, Link Road, Mafad (West), Mumbai -400064	Mr. Palesh Mehia / Mrs. Divya Premod	022 - 67341600- 1632/26	palashmahta@smci daonline.com, divya.pramod@smci daonline.com
Mumbai	SMC Global Securities Ltd, 7 A Homi Modi Cross Lane, Raja Bahadur Compound, Opp. Fort Chambers, Fort, Mumbai-400923	Mr. Saumbh Kasilwal	022 - 66067500- 10	saurabhkeallwal@s cindraonfine.com
	Stranti Chambers, 3rd Floor, Pusa Road, New Delhi-110005		101	dmani@smaindisor recom
	SMC Global Securities Ltd, 98, Neta Ji Subhash Morg, Darya Ganj, Delhi-110002	/ Mr. Neeroj Khanns	011 - 30111333- 7148 , 7113	sandeepverma@sm ndiaonline.com; neerajichanna@smc diaonline.com
Armedabad	SMC Global Securities Ltd. 10/A, Kalapurnam Building. Near Municipal Market, C.G.Road, Ahmedabad-380009	Mr. Nishit Sheth	079 - 30815673/74 Extr: 110, 28424801/02, 40049801/02,	nishin@smcindiaordi e.com
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	SMC Global Securities Ltd, Setzburg Square, Flat No. 1, III 3rd Floor, Door No. 107, Herrington Road, Chetpel, Chemai-600031	Mr. V Marali	044 - 39109100- 121	v.murali@smciedien line.com
Hyderabad	SMC Global Securities Ltd., 206, 2nd Floor, Above CMR Exclusive, Bhuvana Towers, S. D. Road, Secundarabad-500003	Nr. B Parveen Kumer	040-30920616/61 7/645/636, 30920636,	bpkumar@smcindia nline.com
Indore	SMC Global Securities Ltd, 207- A, Kanchan Segar Building, Old Palasia, Nr Near Insudustry House, Indore-452001	Mr. Hitesh Kumrawat	0731 - 4283061	hiteshkumrawat@si cinsurance.com
Ja pur	SMC Global Securities Ltd, 401, Shyara Anukampa, Opp. HDFC Bank, Ashok Marg, Ahinsa Circle, C-Scheme, Jaipur-302001	Mr. Anii Bansal	0141 - 3000222 /255/211	anibersal@smcindi onine.com
Kolkala	SMC Global Securities Ltd., 18, Rabindra Sarant, Poddar Court Gete no. 4, 4th Boor, Kolkata-700001	Mr. Sanket Bera	033 - 39847000- 36	n.rao@smcindiaorti e.com, sanket.bera@smcins aortine.com
Pane	SMC Global Securities Ltd, 3rd floor, 12084B, Durga Shankar Building, Behind Shubham Hotel, Beside Ketan Medical, J.M. Road. Puna 411004	Mr. Manoj Sedhankar	020 - 32428512- 14, 020 - 67272900	manojsadhankar@ mcindiaanline.com
Rajkot	SMC Globel Securities Ltd, 401, Star Chambers, Harihar Chowk, Rajkol-380001	Mr. Sanjay Doshi	0281 - 3017964 /65/66, 0251- 3209521/3240318	serjaydoshi@smcin aonlina.com
Surat	SMC Global Securities Ltd, 316, 3rd Floor, Empire State Building, Near Udhana Danwaja, Ring Road, Surat-395002	Mr. Amis Desai / Mrs. Bhavana Vakharia	0281 - 3926534/ 43 - 47	amitdesai@smcindi oráne.com
Thane	SMC Global Securities Ltd, Office No. 2, 1st Floor, Sameer Arcade, Opp. Seraswat Bank, Jambii Naka, Thane-400601	Mr. Suresh Kataris	022 - 25340000/ 64170263	sharesbazsar@yah o.com
Vadodera	SMC Global Securities Ltd, A-41, Greenland Society, Opp. Prathem Complex, ISKCON Temple Road, Golf Road, Vadoadare-390021	Mr. Brijesh Gohil	0265 - 2023948, 09662528393/95	vinayaksharebrokin @gmail.com

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Public Sterholotes any admit feel till field by completing the bid forms occureptarying their Offer Last Farman's planty with other relevant documents. as mentioned in the Bid From, and calculating times die in Tarting Numbers in terre of the Bid Commes and culture by the bid Commes and calculating times die in Tarting Numbers in the contribute of the Bid Commes and calculating days during 10 250 personal region and produced from a similar bid when the Bid Commes and canding days during 10 250 personal region and produced from a similar bid when the Bid Commes and and coult, cleaned in the similar bid and coult, cleaned in the similar bid and coult, cleaned in the contribute of the similar bid and coult, cleaned in the contribute of the similar bid and coult, cleaned in the contribute of the similar bid and coult, cleaned in the contribute of the similar bid and coult, cleaned in the similar bid and coult in t

the Unit of the Heightfer to the Vision sense any occurrences.

The Trading Member, on behalf of the Manager to the Offer, has opened a special depository.

	FAIRFIELD ATLAS LTD - DELISTING ESCROW ACCOUNT - SMC GLOBAL SECURITIES LTD
	SMC GLOBAL SECURITIES LIMITED
DP Identification Number	IN303655
Client identification Number	10002278

Disposition/poticioner.

It is the responsibility of parties Shareholders to be insured that that Offer Shares are carefact to the Special Depository Account and that their Beneral Depository Account and that their Bilds reach the Tricking Members or rebother 28 plays and their Bellications phase. The Tricking Members or rebother 28 plays are their Bellications phase in the Tricking Members or rebother 28 plays are their Bellications phase in the Parties of the Parties Bellications phase in the Bellications phase in the Bellications are all their Bellications phase in the Bellications phase in th

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 Offer the the Be Park, the respective Bids shall be rejected by the Register to the Offer directly.

 Offer and the the Be Park, the respective Bids shall be rejected by the Register to the Offer directly.

 19.3. The Transing Mannete, or health of the Manager to the Offer in accordance with paragraph 14.5 above. The Registers to the Offer live will not in that the Park and the Park and

Public Strarenois	sers are requested to submit the following documen	nts along with Bid Form:	
All reside	nt and non-resident Public Shareholders shou	uld submit the following documents:	
Category	Docume	nents	
	Equity Shares held in Physical Form E	Equity Shares held in Dematerialised Form	
All Public Shareholders: Residents and	The Bid Form duly filled and signed by all I Public Shareholders whose names appear on the share certificate.	Public Shareholders.	
Non-Residents	 Original contract note by a registered share 2 broker of a recognised stock exchange through whom such Offer Shares were acquired (if applicable). 	The duly executed copy of the Depository Participant Instructions.	
	Original share certificate(s).		
	4. Valid whare transfer deed(s) duly signed as transferon by altergloame Public Swarmsdooms (in case of joint holdings) in the same order and as por spootionen signatures registered with the Company and duly withessed at the appropriate place(s). Alterstation, where required, (thumb impressions, signature difference, etc.) should be done by a Margietate Notary Public/Bank Managar under their diffical seal.		

In the ovent that Offer Shares are being lendered on behalf of the Pubic 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. Puthor, a copy of the power of attorney exo. Let in few und of the PoA Holders. Further, a copy of the power of attorney is not laiready registered with the Company or the Registrar to the Offer of the Company is of the stanker of the Offer of the Company is of the stanker agent.

_	ONLY non-resident Public Shareholders should submit the following additional documents,

as applicable to them			
Category	Documents		
Public Shareholders other than Fils	state whether the Offer Shares are held on repatriable or non-repatriable basis.		
	2 MDIs tendering Offer Shares and designs to brus the proposes credited to a NDE-ECNO		

- NRS bedefing Offer Shares and desiring to have the process credited to a NRE-FCNN concentrability sufficiency for the contract methods oncorded purpose to which the URF Shares are head and stable if no Offer shares are shared to the contract to the contract Shares are head and stable if no Offer shares are shared to the contract to the contract Shares head and stable if no Offer shares are shared to the contract to the contract Shares head by them were accided from processed, depoclated in the MROANE-FCNN Shares head by them were accided from processed, depoclated in the MROANE-FCNN count as the case may be a shared on the MROANE-FCNN as the case may be, maintained with the bank in lad a existencing that the Offer Shares he by themwere acciding them processed despicated in such as countries (b) (abstract conficient coeff) inglineard remittance of marks for the original accutation of Offer Shares held by them.

screening the presence of the process of the proces

- Se flastisated copy of PAN Care/PAN alicitamen lister. SEBIregishation conditions for FI (Incuring sub-account of FII).
 I. 60 flast Shares held on tada account, FIF Public Shareholders to anciose:
 1 Fan Residence Certificale, containing ill particulars mentioned in Rule 21AB (1) or income list Rules, 1962, provided by the Income Tax authority of foreign country of which her FIF Public Shareholder claims to be a tax resident in reas any benefit to delined relevent Double Taxation Avoidance Agreement.
 Certificate Pan In Buchamer Sax Althrolles under Sacción 195 (3) / 197 of the Income Tax Authority FIF Public Chamberlo de cière del Public sur delle Sacción 195 (3) / 197 of the Income Tax Authority FIF Public Chamberlo de cière del Public Chamberlo de cière del Public Chamberlo de l'existence in Cardinal de l'inspiration de controlle de la line cartificate l'inspiration de controlle de la line cartificate l'inspiration de delineation de l'accountre l'authority de l'accountre l'authority authority de l'accountre l'

Providing false of fraudulant information in the Bid Form could result in proceeding by SEBI under the SEBI (Prohibition of Fraudulant and Unfail Trade Practices Relating to Securities Market) Regulations, 2000 for dealing in securities the fraudulant manner, with consequences ranging from being barred from accessing Indian securities markets to

- 14.16. If the Delieting Offer is successful, all the Public Sharenddens whose Bics are verified to be genuine and wholeved their Offer Shares at prices upto or equal to the EGI Pice for each such Offer Share shalf, subject to paragraphs 11 and 12, be paid each consideration equal to the EGI Pice show show shows Shares, subject to deduction of tax at source, where applicable, within the 1(10) working days from the Bid Closing Date by way of ademand entity large order EGI SHIFOS IMEET (Inter-Offer, All Referrand feaths will be drawn in the name of the "shift holder," case of price Tolder(s), and will be dispatched to the Public Shareshockers by registered post specer, out, at him Phile-Shareshockers short entitle and the Company.
- 14.17. Where the Delisting Offer falls in the circumstances stated in paragraphs 10 and 11 of this Public Announcement

- post, at his Public Shareholder's sole risk, and at the address registered with the Company.

 14.77. Where the Design Collection is the crumentaines stated in paragraphs to and it of the Public-Amenumement.

 14.72. In the case of dissalaterial and Offer Shares deposited in the Special Depository Account, be credited back to the respective depository account with the respective depository predicant are per the datals harished by the refevant Public Shareholder in the Bid Form; (b) in the case of demandaristased Offer Shares pedaged to the Manager to the Offer, have the public Shareholder in the Bid Form; (b) in the case of demandaristased Offer Shares pedaged to the Manager to the Offer, have the public Shareholder's sole risk; the actions in respect of (b), (b) and (c) above the properties within the (10) where grays and the state of the public Shareholder's sole risk; the actions in respect of (b), (b) and (c) above the ray competed within the (10) where grays the rim the Elicitoria Datas are significant within the (10) where grays the rim the Elicitoria Datas are significant within the (10) where grays the rim the Elicitoria Datas are significant under the Datas are significant to the significant or significant the significant or significant or

- Twenty-nine Trousand Nine Fundrec Fifty and Pales Epiton (vi).

 16.2. In accordance with the Deldiring Regulations, the Promoter, Deutsche Beich A.G., Murste Branch ("Escrow Bank") and the Manager to the Offen time of the Offen

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	May 08, 2013	Wednesday
whom the Offer Letter shall be sent		
Dispatch of Offer Letters/ Bid Forms to Public Shareholders	May 10, 2013	Friday
Bid Opening Date(10:00am)	May 22, 2013	Wednesday
Last Date of revision (upwards) or withdrawal of Bids	May 24, 2013	Friday
Bid Closing Date(3:00pm)	May 27, 2013	Monday
Announcement of Discovered Price/Exit Price and the Promoter's	June 06, 2013	Thursday
Acceptance/Non-acceptance of Discovered Price /Exit Price*		
Last date of payment of consideration in case of a successful Delisting Offer#	June 10, 2013	Monday
Last date for return of Offer Shares to Public Shareholders in case of	June 10, 2013	Monday
failure of Delisting Offer/Bids not accepted	1	

*This is an indicative date and the announcement may be made below...Law 06, 2013

*Subject to the acceptance of the Discovered Price or after of an Exit Price higher than the Disc
the Promoter

the Promote Changes, if any, to this timestable will be notified to Public Shareholders by way of configendum to this Public Announcement is bright sevent. Announcement is bright sevent. Specified Date is only for the purpose of determining the rannouncement is bright sevent. Specified Date is only for the purpose of determining the rannouncement to bright sevent on the other Letter will be sent. However, all Public Shareholders (whether registered or unregistered) are eligible to participate in the Debts (Debts of Debts of Debt STATUTORY APPROVALS

- STATUTORY APPROVALS

 The Persone's ratio make an application to the Reserve Bank of India ("RBI") post the Bid Period. seeking the RBI's appoint a locquisto Offer Shares validly tendered by non-resident inflatins ("RBIs") in the Delating Offer.
 Further, which the Promotier understands that the Company is no roverseas corporate bodies ("PoSB") (as undestbood in terms of applicable indian foreign exchange laws), as its Public Shareholders, in the event that say OCC is lander their Equity Shares in the Distats growing in the promoting and the service of the Promotier's knowledge, as on the date of this Public Armouncement, there are no other statutory or regulatory approval experient of period period of the Promotier's knowledge, as on the date of this Public Armouncement, there are no other statutory or regulatory approvals required to accurate the Offer Shares and implement the Delating Offer, other and infrastructured in the Promotier's knowledge and the Post of the Promotier's knowledge and in the Promotier's knowledge and infrastructured the Delating Offer, other and implement the Delating Offer, other and in the Promotier and the Delating Offer, other and the Delating Offer other and the Delating Offer other and the Delating Offer other and t
- 18.3
- The Promoter reservas the right not be proposed with the Delisting Offer in the event the approvals indicated above are not obtained or conditions which the Personal reservations and the entertine approvals indicated above are not obtained or conditions which the Promoter considers, in its sale discretion, to be enterous are imposed in respect of such approvals.
- respected such approvals.

 14. In the sever that receipt of the requisite statutory and regulatory approvals are delayed, the Promoter may with such permission as may be required, make of larges to the proposed timulable or may delay the Delissing Offer and any such change shall be intended by the Promoter by dealing an appropriate configeration in all the nessepons where the Public Announcement is being issued.

 18.5. It shall be the responsibility of the Public Shareholders to obtain, prior to lendering Equity Shares in the Delisting Offer, all approvals pleutioning corporats, statutory or regulatory approvals) required for fendering Equity Shares in the Delisting Offer as applicable, except as set out in paragraph 16.1 above, and the Promoter shall taken prescendibility from the same. The Public Shareholder should after also apply of any such approval to the Bild From, wherever applicable. If such a copy is not attached, the Promoter reserves the right to reject such Equity Shares.
- APAIlchic Directrichidions would either be classified as resident or non-resident, which status is to be determined on the basis of ortesta laid down in Section 8 of the Increme Tax Act, 1961 (the "Increme Tax Act). No tax shall be devokeded all source from the payment of consideration made for seiseinet Public Strandolden.

 Summary of key provisions related to tax deduction at source ("TDS") under the Income Tax. Act am provided below:
- summary or lay provisions related to tax deduction at source ("LIS") under the income its A data previole-below. Similar lay be 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 parson responsible for paying (a non-resident any sum charge-leak to tax is required to deduct its as source (including surrhange and education cess as applicately). Since the consideration pulse billion and refer to Extender (offerwarded the chargeable to paging size under Section 56 of the consideration pulse) under the Destance (offerwarded the chargeable to paging size under Section 56 of the provision of the paging survey and and success to the section of the provision of the pr

Income Tax Rulser, 1982.

As to be deducted in case of Non-resident Public Shareholders (other than FII)

All non-resident Public Shareholders, who desire that no lax should be deducted at source or lax should be deducted at lower rate or on lesser amount, shall be required to spinnl conflictable from the Income Tax Authorities under Section 195(d) or Section 1970 for the None Tax Authorities with 96 Formind cast on 1970 for the None Tax Authorities with 96 Formind the None Tax Authorities with 96 Forminder the None Tax Authorities wit

- 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. be applicable to in the entire gross co
- The Promoter will not take into consideration any other details and documents (including self-cettified computation of tax liability or the computation of tax liability certified by any tax professional like Chartered Accountant etc) submitted by the Public Share-bide for deductified prover amount of tax et source.
- submitted by the Public Shareholder for deducting lower amount of laxed source.

 In case of an individual non-resistent Public Shareholder, but he silver of Librar of India or a person of Indian Origin, who has himself it hereal degular Egally Shares with conventible breign exchange and has also hed such Equity Shares for all seat twelve (11) purplish prior to the date on which the Equity Shares, I represent the Equity Shares where the date of the original representation of Equity Shares where helder trans the hashwell (21) points prior to the dealer or which the Equity Shares, I represent the Court of the Prior Shares Shares, I represent the Shares Shares Shares, I represent the Shares Shar

Withholding tax implications for FII Public Shareholders

- As per provisions of section 1950(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 Filas defined in Section 115AD of the Income Tax Act to a Filas defined in Section 115AD of the Income Tax Act.
- A Fit should certify ("Fit Certificate") the nature of its income arising from the sale of Equity Shares as per the income fax Act (whether capital gains or otherwise) by tick marking on the appropriate option provided in the Bit Form.

Bid Form.

In the absonce of FIL Cartificate to the effect that their income from sair of Equity Shares is in the nature of capital gains, the Promoter will deduct that at the maximum ratie applicable to the category to which such FII belongs (i.e. accmpsary or a vauty on the entire consideration payable to such FII.

In any case, If the FIL flucturists a certificate under Section 198(3) of Section 191 of the income Tax Act from the Income Tax authorities while tendering the Equity Sterres, indicating the encount of tax to be deducted by the Promoteraried their of Hornoter and Equitation inconsider care this easen.

Tax to be disducted in case of resident Public Shareholders.

In alseance of any specific provision under the Income Tax Act, the Promoter will not deduct tax on the consideration payable to resident Public Shareholders for acquisition of Equity Shares.

Issue of withholding tax certificate

The Promotor 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 faws applic the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes ("Overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes ("Overseas").

16a.) J. For his purpose, the non-resident Public Shareholder shall duly represent in the Bid Form the quantum of Oversess fax to be withheid as per the relevant tax laws of the country in which the non-resident Pid Shareholder is a tax resident, and the Promoter will be entitled to rely on this representation at heinits a discretion.

- has recently the PAC, the Company and the Manager to the Offer and any of their affiliales do not accept any responsibility for the accuracy or otherwise of the above advice. Public Shareholders are adviced to consult feel standards for the restament than may be given by their responsibility incrined has reasoning authorities. In their standards for the restament than may be given by their responsive incrined has reasoning authorities in their and the appropriate course of action heat they should take. The fax rates and other provisions specified above are based on the current position links and many undergo changes.
- 20. CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY
- CERTIFICATION OF TO SHARE OF THE CHICKS OF THE CHICKS OF THE OWNER OF THE BOARD OF THE CHICKS OF THE OWNER OWNER OF THE OWNER OWNER OF THE OWNER 20.1
- All material information which is required to be disclosed under the provisions of the continuous listing requirement under the relevant Listing Agreement have been disclosed to the BSE, as applicable.
- COMPLIANCE OFFICER Officer of the Company is:

Mr. Marcel Rebello

Phone: +9122 2266 6003 / 2270 9025 / 2270 9026

Fax: +912222666164 rat. 1312.22.000 tillow In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or or delisting process and procedure, they may address the same to the Registrar to the Offer or this Manager the Deff. Common Common

Manager to the Offer.

DISCLAMER CLAUSE OF THE BSE

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regulators.

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 Spacified Date. This Public Announcement and the Offer Letter Isalisoexpected tobe available on BSE's website et www.bs.ahridis.com

MANAGER TO THE OFFER DEUTSCHE EQUITIES INDIA PRIVATE LIMITED

Deutsche Bark House, Hazarimal Somani Marg, Fort, Mumbal 400 001, 16: 491 22 7156 4600 Fax: 491 22 7200 6765 Contact Person: Mr. (Vivek Pabari Email: fal.delisting@db.com

LINK INTIME

REGISTRAR TO THE OFFER LINK INTIME INDIA PRIVATE LIMITED

Unit : Fairfield Atlas Limited, C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078, India Tel:+91 22 2596 7878

Fax:+91 22 2596 0329 Contact Person: Mr. Pravin Kasare Email: fairfield.delisting@linkintime.co.in

For T-H Licensing Inc.,
on behalf of the Board of Directors
Name: Jeffrey Polizebowski
Designation: Manacian ice: Indiana. USA

Sd/- Warne: Christoph Huber Designation: Director Place: Indiana USA