

# FAIRFIELD ATLAS LIMITED

Regd. Office: Survey No. 157, Dewarwadi, Post Shinoli, Taluka - Chandgad,  
Kolhapur, Maharashtra - 416507

## Postal Ballot Notice

Dear Member(s)

### NOTICE PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2011, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956 ("Act") and all other applicable provisions, if any, read with Companies (passing of the resolution by postal ballot) Rules, 2011 ("Rules") and Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) 2009 ("Delisting Regulations"), as amended from time to time, to the members of Fairfield Atlas Limited ("Company") to consider and if thought fit pass the resolution herein below as "special resolution" by postal ballot.

The resolution and explanatory statement containing all material facts are being sent herewith along with the postal ballot form ("Form") along with a self-addressed, postage pre-paid envelope for your consideration and voting.

The Board of Directors of the Company ("Board") has appointed Mr. Mahesh Soni, a practicing company secretary as scrutinizer ("Scrutinizer") who will be responsible for the fair and transparent conduct of the vote through postal ballot. The Board has appointed Mr. Devanand Jacob ("Managing Director"), Mr. Riad Fyzee ("Director") and Mr. Marcel Rebello ("Company Secretary"), of the Company, as the persons responsible jointly and severally for the entire postal ballot process.

Members are requested to read the instructions carefully before filling the Form and return the Form (no other copy or photocopy of the said Form will be accepted) duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by no later than the close of working hours at 18:00 hrs on April 13, 2013. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received. The postage will be borne and paid by the Company. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer. The Company is pleased to offer e-voting facility as an alternative way to record votes to its individual members. The procedure for availing the e-voting facility is described as a separate section on the instruction page.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to the designated Director or Managing Director or Company Secretary after completion of scrutiny of postal ballot forms received. The result of voting by postal ballot will be announced at 17:00 hrs on April 16, 2013 at the corporate office of the Company located at 202-203, Maruti Mansion, Near Old Handloom House, 17, Raghunath Dadaji Street, Fort, Mumbai 400 001. Additionally, the result will be posted on the Company's website, [www.falworld.com](http://www.falworld.com) and will be communicated to BSE Limited where the equity shares of the Company are listed and will be published in newspaper(s).

### PROPOSED SPECIAL RESOLUTION

#### Voluntary Delisting of the Equity Shares of the Company from BSE Limited

To consider and, if thought fit, to pass with or without modification(s) the resolution below as "special resolution" by postal ballot:

**"RESOLVED THAT** pursuant to: (i) the letter of intent dated February 22, 2013 from TH Licensing Inc., ("Promoter") holding 229,24,796 equity shares, representing 83.91% of the issued and paid-up share capital of the Company, conveying its intention to voluntarily delist the equity shares of the Company from BSE Limited ("Delisting Offer") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations"), (ii) the approval of the Board of Directors of the Company ("Board", which term shall be deemed to include any person authorized by the Board to exercise powers conferred on the Board by way of this resolution) dated February 26, 2013 to the Delisting Offer; and (iii) Regulation 8(1)(b) of the Delisting Regulations, and subject to the applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactments for the time

being in force and as may be enacted hereinafter), and receipt of all necessary approvals of the BSE Limited, Reserve Bank of India and such other authorities as may be required and subject to such conditions and modifications, as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board, the voluntary delisting of the equity shares of the Company from the BSE Limited be and is hereby approved, and the Company (which term shall be deemed to include the Board and any person(s) authorized by the Board thereof) shall take all necessary actions and make all necessary filings to facilitate such delisting in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 1956."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the voluntary delisting of the equity shares as described herein above, Mr. Devanand Jacob (Managing Director), Mr. Riad Fyzee (Director) and Mr. Marcel Rebello (Company Secretary) of the Company, be and are hereby authorized severally on behalf of the Company to do all such acts, matters, deeds and things as they may at their discretion deem necessary or desirable for such purpose, including making applications to BSE Limited seeking their in-principle and final approval for the proposed voluntary delisting of the equity shares of the Company, and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred by this resolution on it to any Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board of Directors  
For **Fairfield Atlas Limited**

**Marcel Rebello**  
Company Secretary

Place: **Mumbai**  
Date: 11th March 2013

**Notes:**

1. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of business specified above is annexed hereto.
2. In terms of Regulation 8(1)(b) of the Delisting Regulations read with section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the item of business set out in the notice above is sought to be passed through postal ballot.
3. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on March 8, 2013 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. The date of dispatch of notice will be announced through advertisement in newspapers.
5. Member's voting rights shall be in proportion to his/her/its share of the paid up equity share capital of the Company.
6. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted.
7. Postal ballot and self-addressed postage pre-paid envelope are enclosed.

## Explanatory Statement as required under Section 173(2) of the Companies Act, 1956

### Voluntary delisting of the equity shares of the Company from BSE Limited as described in the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations")

The equity shares ("Equity Shares") of Fairfield Atlas Limited ("Company") are currently listed on BSE Limited.

TH Licensing Inc., ("Acquirer/Promoter") holds 229,24,796 Equity Shares of the Company representing 83.91% of the issued and paid-up equity share capital of the Company as of December 31, 2012.

The Promoter in its letter to the Company dated February 22, 2013, has conveyed its intention to voluntarily delist the Equity Shares of the Company from BSE Limited ("Delisting Offer") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations"). *Vide* the Delisting Offer, the Promoter has made an offer to acquire (either by itself or through persons acting in concert) the Equity Shares of the Company held by the public shareholders thereby providing an exit opportunity to the public shareholders of the Company in terms of the provisions of the Delisting Regulations.

The objective of the Delisting Offer is:

- i. To obtain full ownership of the Company, which will provide the Promoter group with increased operational flexibility to support the Company's business and meet the needs of its customers; and
- ii. To provide an exit opportunity to the public shareholders of the Company

As per the Delisting Regulations, a company may voluntarily delist its equity shares from the stock exchange where its equity shares are listed, if the acquirer provides an exit opportunity to the shareholders of the company and accepts the exit price for delisting the equity shares in accordance with the reverse book building process prescribed in the Delisting Regulations and subject to the other terms and conditions contained therein (including the making of a public announcement containing the requisite information as prescribed in the Delisting Regulations). The Delisting Proposal, if successful, will also result in a scenario where the Company is not subject to the condition for continuous listing, *inter alia*, to maintain a minimum public shareholding of 25% pursuant to the Securities Contract (Regulation) Rules, 1957, as amended from time to time.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires the approval of the members of the Company by way of a special resolution passed through a postal ballot. Further, as per Regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the members may be acted upon only if the votes cast by the public shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by the public shareholders against it.

The Equity Shares of the Company are frequently traded on the BSE Limited as per the Regulation 15(2)(a) of the Delisting Regulations. The floor price of Rs. 135.82 per Equity Share for the Delisting Offer ("Floor Price") has been determined in accordance with the provisions of Regulation 15(2)(a) of the Delisting Regulations.

**The shareholders may tender their Equity Shares during the reverse book building process at a price they elect, independent of the Floor Price. The Floor Price is the minimum price at which Equity Shares may be acquired and is not a ceiling or maximum price.**

The final price payable by the Acquirer for the Equity Shares tendered in the Delisting Offer will not be less than the price at which the maximum number of Equity Shares has been tendered pursuant to the reverse book building process ("Discovered Price"). If the Discovered Price is accepted by the Acquirer, then the Acquirer shall accept all Equity Shares tendered where the corresponding bids placed are at the Discovered Price or at a price which is lesser than the Discovered Price. The Acquirer may, at its discretion, fix the final price which is higher than the Discovered Price.

The Delisting Offer is conditional upon:

- a. The Promoter accepting the Discovered Price determined by the reverse book building process in accordance with the Delisting Regulations;
- b. The number of Equity Shares validly tendered in the Delisting Offer being sufficient to result in the Delisting Offer being successful as per the Delisting Regulations;
- c. The Promoter and the Company having obtained necessary regulatory and statutory approvals required under the applicable laws including the Delisting Regulations; and
- d. Such other terms and conditions as may be set out in the public announcement or the letter of offer to be sent to the shareholders are met.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through postal ballot process to be conducted pursuant to Section 192A of the Companies Act, 1956.

As per Regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the members shall be acted upon only if the votes cast by the public shareholders is favour of the Delisting Offer amount to at least two times the number of votes cast by the public shareholders against it.

In the event that the special resolution is passed by the members as set out above, subject to receipt of the in-principle approval of BSE Limited and applicable statutory approvals, a public announcement ("**Public Announcement**") of the Delisting Offer may be made by the Promoter in accordance with the Delisting Regulations followed by dispatch of letter of offer to all public shareholders. Thereafter the Delisting Offer will be conducted in accordance with the Delisting Regulations.

Shareholders may please note that, the passing of the special resolution is enabling in nature, and it will allow the Promoter (if it chooses to) to proceed with the Delisting Offer in the twelve month period following the passing of the special resolution. The passing of the special resolution will not, and should not be construed in any manner as a commitment, or an undertaking of the Promoter to acquire or delist the Equity Shares of the Company. In accordance with the Delisting Regulations, the Promoter reserves the right not to proceed with the Delisting Offer in the event the Discovered Price is not acceptable to the Promoter.

Accordingly, the approval of the members is sought for the aforesaid special resolution, after which, the Acquirer will proceed, at its discretion, to make a Delisting Offer to the members of the Company and purchase the Equity Shares at the Discovered Price or such higher price as the case may be, in accordance with the Delisting Regulations.

The Board commends the aforesaid special resolution for your consideration and approval.

Jeffrey Potrzebowski is a Director nominated for appointment by the Promoter and accordingly he may be deemed to be concerned or interested in this resolution. None of the other Directors of the Company are concerned or interested in this resolution.

**Corporate Office:**

202-203, Maruti Mansion,  
Near Old Handloom House,  
17, Raghunath Dadaji Street, Fort,  
Mumbai 400 001

By Order of the Board of Directors  
For **Fairfield Atlas Limited**

**Marcel Rebello**  
Company Secretary

**Registered Office:**

Survey No. 157, Devarwadi Village,  
Post Shinoli, Chandgad Taluka,  
Dist. Kolhapur, Maharashtra-416 507

Place: Mumbai

Dated: 11th March, 2013

# Fairfield Atlas Limited

Regd Office: Survey No. 157, Dewarwadi, Post Shinoli, Taluka Changadh, Dist. Kolhapur,  
Maharashtra - 416507.

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sr. No. : \_\_\_\_\_

1. Name and Registered Address of the Sole/First Named Shareholder :
2. Name(s) of the Joint holder (s), If any (in block letters) :
3. Registered Folio Number#/ DP ID No./ Client ID No.\*  
#(Applicable to shareholders holding shares in physical form)  
(\*Applicable to Shareholders holding shares in Demat form) :
4. Number of shares held :

I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the special business stated in the notice dated March 11, 2013 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark(✓)at the appropriate column below:

Resolu-tion No.	Description	No. of Shares held	Nature of Voting	Please tick (✓) in the appropriate box
1.	Special Resolution pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 for delisting of shares of Fairfield Atlas Limited from BSE Limited by way of delisting offer conducted by TH Licensing Inc., the Promoter of the Company.		I/We assent to the resolution (for)	
			I/We dissent to the resolution (against)	

Place :

Date :

Signature of the Member

Note: Please read carefully the instructions printed overleaf before exercising your vote.

## INSTRUCTIONS FOR POSTAL BALLOT FORM

1. A member entitled to vote and desirous of exercising his/her vote by postal ballot may complete this postal ballot Form ("Form") and send it to the Scrutinizer in the attached self-addressed envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot, if deposited in person or sent by courier at the expenses of the Registered Member will also be accepted. It is, however, clarified that Members desiring to exercise their vote from outside India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.
2. A member may convey his/her/its assent/dissent in this Postal Ballot Form. The consent of the Member must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
3. The self addressed postage prepaid envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed by the Member. In case of joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
5. Unsigned, incomplete, improperly or incorrectly ticked postal ballot Forms shall be rejected.
6. The postal ballot shall not be exercised by a proxy.
7. Duly completed postal ballot Form should reach the Scrutinizer before the close of working hours i.e. at 18:00 hrs on April 13, 2013. All postal ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
8. Where the Form has been signed by the authorized representative of a body corporate, trust or society, a certified true copy of the Board Resolution authorizing such representative to vote on the resolution on behalf of the body corporate, trust or society should accompany the Form. If this Form is signed by a Power of Attorney holder for and on behalf of a Member, it must be accompanied by an attested true copy of such power of attorney.
9. Voting rights shall be reckoned on the paid up value of the Equity Shares registered in the name of the Member as on March 8, 2013.
10. Members are requested not to send any extraneous paper along with the postal ballot Form in the enclosed self-addressed postage prepaid envelope inasmuch as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.
11. There will be one postal ballot Form for every Registered Folio/Client ID, irrespective of the number of Joint holders.
12. A member neither needs to use all his/her votes nor cast his/her votes in the same way.
13. A member may request duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer, not later than the date specified at item 7 above.
14. Members are requested to fill in the postal ballot Form with indelible ink and not by any erasable writing mode.
15. The Scrutinizer's decision on the validity of the postal ballot will be final.
16. The result of voting by postal ballot will be announced at 17:00 hrs on April 16, 2013 at the corporate office of the Company located at 202-203, Maruti Mansion, Near Old Handloom House, 17, Raghunath Dadaji Street, Fort, Mumbai 400 001. Additionally, the result will be posted on Company's website [www.fairworld.com](http://www.fairworld.com) and will be communicated to the BSE Limited where the equity shares of the Company are listed and will be published in newspaper(s). The date of declaration of the result of the postal ballot will be taken to be date of passing of the Special Resolution.
17. Though not mandatory, the postal ballot Forms along with Resolution and Explanatory Statement is being sent to Members having registered address outside India. Since postage pre-paid envelope is not valid for use from outside India, such Members desiring to exercise their vote from outside India will have to arrange for postage from the country where the ballot papers are dispatched.
18. The votes of a shareholder will be considered invalid on any of the following grounds:
  - If the member's signature doesn't tally
  - If the member has marked his/her/its vote both "FOR" and also "AGAINST" the special resolution in such a manner that the aggregate shares voted "FOR" and "AGAINST" exceeds total number of shares held under Serial No. 4 of the postal ballot Form
  - If the postal ballot Form is unsigned, incomplete or incorrectly filled
  - If the postal ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are "FOR" or "AGAINST" or if the signature could not be verified or one or more of the above grounds.

## INSTRUCTIONS FOR AVAILING E-VOTING FACILITY

### 1. e-Voting Facility

The Company is pleased to offer e-voting facility as an alternate, for all its individual members (i.e. other than Corporate / FIs / FLLs, etc.), to enable them to cast their vote electronically instead of dispatching postal ballot. The procedure for the same is as under:

- i. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Now click on "Shareholders Click here to cast your votes".
- iii. Now, select the "Electronic Voting Sequence Number" (EVSN) along with "FAIRFIELD ATLAS LIMITED" from the drop down menu and click on SUBMIT.
- iv. Now, fill up the following details in the appropriate boxes:

#### For members holding shares in Demat Form

**User-ID** For NSDL - 8 Character DP ID + 8 Digits Client ID; For CDSL - 16 digits beneficiary ID

**Password** Your Unique password is sent via email forwarded through the electronic notice.

#### For members holding shares in Physical Form

Registered Folio Number with the Company

Enter the Password to be sent by the Company (For seeking the Password, the Members are requested to send a signed request letter informing an e-mail Id at which the "Password & Default Number" would be sent by the Company. Such request should be sent at the Registered Office/Corporate Office of the Company/the Registrar and Share Transfer Agent.)  
Enter the Default Number that would be emailed to you by the Registrars on your email id as provided by you as aforesaid.

**PAN or Default Number** Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.

- v. The members holding equity shares in physical form will then reach directly to the voting screen. However, members holding equity shares in demat form will now be required to mandatorily change their password in the new password field and may enter their demographic details, i.e., Date of Birth, mobile number and email-id. Kindly remember that this password can be used by the demat shareholders for voting for resolution of FAIRFIELD ATLAS LIMITED or any other Company in which they are eligible to vote, provided that Company opts for e-voting. However, for shareholders holding equity shares in physical form, the password and default number can only be used for e-voting on the resolutions contained in this Postal Ballot Notice.
  - vi. On the voting page, you will see Resolution Description and option for voting YES/NO against Resolution Description. The option YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.
  - vii. Click on the Resolution File Link if you wish to view the entire resolution file.
  - viii. Enter the number of equity shares (which represents number of votes) under YES/NO, but not exceeding your total holding.
  - ix. After selecting the resolution you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote.
  - x. Once you have confirmed your vote on the resolution, you will not be allowed to modify your vote.
  - xi. Kindly note that the members can opt only one mode for voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then the voting validly done through Physical Ballot shall prevail and voting done by e-voting shall be treated as invalid.
  - xii. If you are a shareholder holding equity shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and cast your vote for an earlier EVSN of any company, then you may use your existing log-in id and password.
2. The Members who have already been allotted their password by CDSL may use the same. In case they do not remember such password, they may go to the option "forgot password" and proceed. In respect of new members, their password will be mentioned in the email forwarding the notice electronically.