

ADVERTISEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF **FAIRFIELD ATLAS LIMITED**

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Company Secretary and Compliance Officer: Mr. Marcel Rebello

This advertisement ("**Advertisement**") is being issued by T-H Licensing, Inc. ("**T-H Licensing**" / "**Promoter**" / "**Acquirer**") along with Fairfield Manufacturing Company Inc., as a person acting in concert ("**PAC**"), and Deutsche Equities India Private Limited ("**Manager to the Offer**") in relation to the voluntary delisting of the equity shares ("**Equity Shares**") of Fairfield Atlas Limited ("**Company**") from BSE Limited ("**BSE**") pursuant to a delisting offer ("**Delisting Offer**") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**"). This Advertisement is in continuation to and should be read in conjunction with the public announcement dated May 06, 2013 and published on May 07, 2013 (the "**PA**") in The Financial Express (all editions), Janasatta (all editions) and Navshakti (Maharashtra edition), the offer letter dated May 9, 2013 ("**Offer Letter**") and the post offer public announcement dated May 31, 2013 and published on June 01, 2013 (the "**Post Offer Public Announcement**") in The Financial Express (all editions), Janasatta (all editions) and Navshakti (Maharashtra edition).

Capitalized terms used but not defined in this Advertisement shall have the same meanings assigned to them in the PA, the Offer Letter and the Post Offer Public Announcement.

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

1. INTIMATION OF DATE OF DELISTING

Pursuant to the Delisting Offer made by the Promoter to the Public Shareholders of the Company and the Post Offer Public Announcement made on June 01, 2013, the Company applied to BSE on June 10, 2013 to delist the Equity Shares of the Company from BSE.

BSE, vide its letter no. DCS/COMP/AT/200/2013-14 dated October 17, 2013 read with notice no. 20131015-21 dated October 15, 2013 has communicated that trading in the Equity Shares of the Company will be discontinued with effect from October 22, 2013 (i.e., with effect from closing hours of trading on October 21, 2013) and that the scrip of the Company will be delisted from the exchange records with effect from October 29, 2013 ("**Date of Delisting**").

The delisting of the Equity Shares means that they will no longer be traded on BSE and a liquid market for trading of the Equity Shares will cease to exist.

2. OUTSTANDING EQUITY SHARES AFTER DELISTING

In accordance with the provisions of Regulation 21 of the Delisting Regulations, and as announced earlier in the Post Offer Public Announcement, all the remaining Public Shareholders of the Company, post the Date of Delisting who did not or were not able to participate in the RBB Process or who unsuccessfully tendered their Equity Shares in the RBB Process ("**Residual Public Shareholders**") will be able to offer their Equity Shares to the Promoter at the price of Rs. 245/- per Equity Share ("**Exit Price**") during a period of one year ("**Exit Period**") starting from the Date of Delisting of the Equity Shares of the Company from BSE.

A separate offer letter (the "**Exit Offer Letter**") detailing the procedure to be followed in this regard will be sent on or before October 28, 2013 to the Residual Public Shareholders whose names appear in the register of members of the Company as on October 23, 2013, and interested Residual Public Shareholders will be required to submit the requisite documents to the Registrar to the Offer within the stipulated time as set out in the Exit Offer Letter. In the event of any Residual Public Shareholder not receiving, or misplacing their Exit Offer Letter, they may obtain a copy of the same by writing to the Registrar to the Offer, clearly marking the envelop "Fairfield Atlas Limited - Exit Offer". A soft copy of the application form can be downloaded from the website of the Registrar to the Offer at www.linkintime.co.in/newsite/download.jsp.

3. PAYMENT OF CONSIDERATION TO RESIDUAL SHAREHOLDERS

Subject to any regulatory approvals as may be required, the Promoter intends to make payments on a monthly basis, within 15 working days of the end of the relevant month ("**Monthly Payment Cycle**"). Payments will be made only to those Residual Public Shareholders who have validly tendered their Equity Shares, by following the instructions laid out in the Exit Offer Letter and the enclosed application form therein ("**Exit Application Form**"). It is being clarified that the first Monthly Payment Cycle shall commence within 15 working days from the end of November 30, 2013. *Note that the Promoter reserves the right to make payments earlier.*

All queries in relation to the Delisting Offer may be directed to the Manager to the Offer or the Registrar to the Offer (as per the details set out below).

MANAGER TO THE OFFER



DEUTSCHE EQUITIES INDIA PRIVATE LIMITED

The Capital, 14th Floor, C-70, G-Block, Bandra Kurla Complex, Mumbai 400 051, India

Tel: +91 22 7180 4444 • Fax: +91 22 7180 4199

Contact Person: Mr. Vivek Pabari

Email: fal.delisting@db.com

REGISTRAR TO THE OFFER

**LINK INTIME
INDIA PVT LTD**



LINK INTIME INDIA PRIVATE 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

Sd/-
Name: Jeffrey Potrzebowski
Designation: Managing Director
Place: Indiana, USA
Date: October 17, 2013

Sd/-
Name: Christoph Huber
Designation: Director
Place: Indiana, USA
Date: October 17, 2013