

**FORM D**

*Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992*

[Regulations 13(4), 13(4A) and 13(6)]

**Details of change in shareholding or voting rights held by Director or Officer and his dependants or Promoter or Person who is part of Promoter Group of a listed company**

Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/ Director/ Officer.	No. & % of voting rights held by the Promoter/ Person who is part of Promoter Group / Director/ Officer	Date of receipt of allotment of shares/ voting rights	Date of intimati on to compan y	Mode of acquisition (market purchase/ public/rights/pre ferential offer, etc.) /sale	No. & % of shares/ voting rights post acquisition/ sale	Trading Member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
T-H Licensing Inc. PAN: AACCT6587C Address: 1150 North Market Street Suite 1300, Wilmington, Delaware 19810, USA	2,29,24,796 Constituting 83.91%	June 19, 2013	June 20, 2013	Acquisition of equity shares from shareholders by T-H Licensing Inc. along with Fairfield Manufacturing Company Inc. in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009	25,602,046 equity shares constituting 93.71%	SMC Global Securities Ltd. SEBI Reg. No INB011343937	Trade was executed off-market	2,677,250 equity shares	Rs. 245/- per equity share aggregating to Rs. 655,926,250	N.A.	N.A.

**Mr. Jeffrey Potrzebowski**  
Managing Director

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

**Date: 20<sup>th</sup> June, 2013**

**Place: Delaware, USA**

*Susanne Qualkenbush*

