

**DISCLOSURES UNDER REGULATION 29(2) OF SECURITIES AND EXCHANGE BOARD OF INDIA
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Fairfield Atlas Limited		
2. Name(s) of the Sellers/Acquirer and Persons Acting in Concert (PAC) with the Acquirer/Sellers	1. T-H Licensing Inc. (being the Acquirer) 2. Fairfield Manufacturing Company Inc. (Being the Person Acting in Concert)		
3. Whether the Sellers acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited		
5. Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition Sale under consideration, holding of :			
a) Shares carrying voting rights	22,924,796	83.91%	83.91%
b) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
Total (a+b+c)	22,924,796	83.91%	83.91%
Details of acquisition /sale of shares held by the Sellers			
a) Shares carrying voting rights	2,677,250	9.80%	9.80%
b) VRs acquired/ sold otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	Nil	Nil	Nil
Total (a+b+c)	2,677,250	9.80%	9.80%
After the acquisition / sale, holding of the Sellers:			
a) Shares carrying voting rights	25,602,046	93.71%	93.71%
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
Total (a+b+c)	25,602,046	93.71%	93.71%

6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Off-market; acquisition of equity shares of Fairfield Atlas Limited from public shareholders by T-H Licensing Inc. ("Promoter") along with Fairfield Manufacturing Company Inc. ("Person Acting in Concert") in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
7. Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 19, 2013
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 27,32,05,400
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 27,32,05,400
10. Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 27,32,05,400

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



Mr. Jeffrey Potrzebowski
Managing Director

Place: Delaware, USA
Date: 20th June, 2013


