

February 26, 2013

The Secretary  
**Bombay Stock Exchange Ltd.**  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Wing  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai- 400001

Ref: Scrip code BSE: 520145

Dear Sir,

**Sub: Intimation of the decision of the meeting of the Board of Directors of Fairfield Atlas Limited ("Company") after considering the proposed delisting of its shares from BSE Limited ("BSE") under the Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") and notice to BSE under clause 22 and 36 of the Listing Agreement – proposal for voluntary delisting of equity shares of the Company**

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We refer to our prior correspondence on the captioned subject.

We had informed you vide our letter dated February 25, 2013 that a Board meeting of the Company has been convened to consider and discuss the proposal made by TH Licensing Inc., the promoter of the Company to: (a) offer to purchase (either by itself or together with persons acting in concert) the equity shares of the Company held by the public shareholders, as on December 31, 2012 amounting to 43,95,744 equity shares representing 16.09% of the issued and paid-up equity share capital of the Company in terms of the Regulations (the "**Delisting Offer**"); and (b) subject to the successful completion of such Delisting Offer, to voluntarily delist the equity shares of the Company from BSE in accordance with the provisions of the Regulations.

As per the said letter from the Promoter the objective of the proposed acquisition of shares in the Delisting Offer by the promoter and the delisting of equity shares from BSE 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.

Pursuant to and in accordance with Regulation 8(1) (a) of the Delisting Regulations, the Board of the Company met on 26 February 2013, and after considering all relevant facts and applicable provisions contained in the Delisting Regulations, approved the Delisting Offer.

In view of the above, the Board at their meeting held on February 26, 2013, has:

1. Taken on record the aforesaid delisting proposal received from the Promoter;
2. Approved the Delisting Offer pursuant to and in accordance with Regulation 8(1) (a) of the Delisting Regulations;

3. Consented to seek the approval of the public shareholders of the Company for the Delisting Offer by way of postal ballot in accordance with the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001;
4. Authorizing Devanand Jacob, Managing Director, Riad Fyzee, Director and Marcel Rebello, the Company Secretary of the Company jointly and severally to do the needful.

The purpose of this letter is to intimate you about the outcome of the aforementioned Board meeting as required under Clause 36(7)(iv) of the listing agreement.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

**For Fairfield Atlas Limited**



**Marcel Rebello**  
*Company Secretary*