

**NOTICE**

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of Members of Fairfield Atlas Limited (the "Company") will be held on Wednesday, 27th September, 2017 at 4.00.p.m. at the Registered Office of the Company at Survey No 157, Devarwadi, Chandgad Taluka, Dist Kolhapur, Maharashtra 416507 to transact the following business :

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2017, the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Milagros M.C.Perez (holding DIN 07123006) who retires by rotation and being eligible, offers herself for re-election.
3. To consider, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the resolution passed by the members at the 26th Annual General Meeting held on 27th September, 2016 and pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the Company hereby ratifies the appointment of Price Waterhouse Chartered Accountants LLP(Firm's Registration number No.012754N/N500016) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as shall be fixed by the Board of Directors of the Company in consultation with them"

4. To consider, and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 149, 152 of the Companies Act 2013 ("the Act") and such other applicable provisions, if any, of the Act and Rules made thereunder read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modifications or re-enactment (s) thereof for the time being in force) Mr. J.M.Mapgaonkar (holding DIN 00348345), who was appointed Independent Director and who holds office as Independent Director upto September 27, 2017 and being eligible and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term from September 27, 2017 upto the conclusion of the 30th Annual General Meeting of the Company."

5. To ratify the remuneration of Cost Auditors for financial year 2017-2018 and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendation of the Audit Committee in this regard, the remuneration payable to M/s M.P. Turakhia & Associates, Cost Accountants (Registration No.000417), who were appointed as Cost Auditors by the Board of Directors of the Company for the conduct of the cost audit of the Company's "other machinery" for the financial year ending March 31, 2018 amounting to ₹2,00,000 (Rupees Two Lakhs) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or to authorize any person to do all such acts, deeds, matters, and things as may be considered necessary, relevant, usual, customary, proper or expedient to give effect to aforesaid resolution."

6. To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Sections 196,197, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule V and subject to such other approvals as may be necessary, consent and approval of the Company be and is hereby accorded to the revision in the remuneration payable to Mr. Devanand E. Jacob,( holding DIN 02387819) as Managing Director of the Company with effect from 1st April, 2016 till 31st October, 2016 upon terms and conditions set out in the Supplemental Agreement dated 20th January, 2015, 2nd Supplemental Agreement dated 1st December, 2016 and 3rd Supplemental Agreement dated 2nd December, 2016 entered into between Mr. D.E. Jacob and the Company."

"FURTHER RESOLVED THAT, subject to the limits prescribed under Schedule V of the Companies Act 2013 for payment of remuneration, perquisites and benefits, the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee constituted by the Board or any person(s) authorized by the Board) be and is hereby authorised to approve any changes or amendments to the aforesaid Supplemental Agreements and to review the remuneration, perquisites and benefits payable to Mr. Devanand E. Jacob from time to time."

"FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. D.E. Jacob, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. D.E. Jacob shall be as per the limit prescribed in Schedule V of the Act"

"FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. D.E. Jacob, the Company has no profits or its profits are inadequate, the Company may pay to Mr. D.E. Jacob the above stated remuneration as the minimum remuneration by way of salaries, perquisites and other allowances and benefits as specified above subject to receipt of the requisite approvals, if any".

"FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard to decide break up of the remuneration within the maximum permissible limit and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient in order to give effect to the aforesaid Resolution."

7. To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Sections 196,197, 203 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder and limits laid down therein read with Schedule V thereof and subject to such other approvals as may be necessary, consent and approval of the Company be and is hereby accorded to the appointment of Mr. Devanand E. Jacob,( holding DIN 02387819) as Managing Director of the Company for a further period commencing from 1st November 2016 and ending on 31st October, 2019 upon existing terms of remuneration and conditions set out in the Agreement dated 3rd December, 2016 entered into between Mr. Devanand E. Jacob and the Company and detailed in the Explanatory Statement annexed to this Notice."

"FURTHER RESOLVED THAT, subject to the limits, prescribed under Schedule V of the Companies Act 2013 for payment of remuneration, perquisites and benefits, the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee constituted by the Board or any person(s) authorized by the Board) be and is hereby authorised to approve any changes or amendments to the aforesaid Agreement and to review the remuneration, perquisites and benefits payable to Mr. Devanand E. Jacob from time to time."

"FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. D.E. Jacob, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. D.E. Jacob shall be as per the limit prescribed in Schedule V of the Act"

“FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of Mr. D.E. Jacob, the Company has no profits or its profits are inadequate, the Company may pay to Mr. D.E. Jacob the above stated remuneration as the minimum remuneration by way of salary, perquisites and other allowances and benefits as specified above subject to receipt of the requisite approvals, if any.”

“FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard to decide break up of the remuneration within the maximum permissible limit and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient in order to give effect to the aforesaid Resolution.”

#### NOTES:

- a) The relative Explanatory Statement as required by Section 102 of the Companies Act, 2013 in regard to item nos. 4 to 7 is annexed hereto.
- b) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the Company. The instrument appointing the proxy should however be deposited at the Company’s registered office not less than 48 hours before the commencement of the meeting.**  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- c) The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 20, 2017 to Wednesday, September 27, 2017 (both days inclusive).
- d) Members holding shares in electronic form are requested to intimate any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address to the Company/ Registrars and Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd., and quote folio numbers in all their correspondence.
- e) Members who have not registered their email addresses so far are requested to register their email addresses with the Depository Participant (in case of shares held in dematerialised form) or with The Registrar and Transfer Agents (for shares held in physical form) for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
- f) Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- g) Mr. Mahesh Soni, ( Membership No. FCS 3706, COP 2324) Partner GMJ Associates Practising Company Secretaries has been appointed as the scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- h) Procedure for remote e-voting
  1. In compliance with the provisions of section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 the Company is pleased to offer e-voting facility to its members in respect of the businesses to be transacted at the 27th Annual General Meeting (AGM). The Company has engaged the services of Central Depository Services Limited (CDSL) as the Authorised Agency to provide e-voting facility.

2. Members are requested to note that the Company is providing facility for remote e-voting and the business can be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion as per the instructions provided herein.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Sunday, September 24, 2017 at 9.00 A.M. and ends on Tuesday, September 26, 2017 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 20, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member he/she shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote through remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. A member present at the AGM who has not availed the facility of remote e-voting can vote through Ballot/Poll Paper at the AGM.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Fairfield Atlas Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on Wednesday, September 20, 2017 being the cut off date. Members are eligible to cast their vote only if they are holding shares as on that date.
- (xxii) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares on the cut off date, may cast their vote by remote e-voting or through Poll at the meeting. However if you are already registered with CDSL for remote e-voting then you can use existing user ID and password for casting your vote. If you forget your password you can reset your password by using Forgot Password option available on [www.evotingindia.com](http://www.evotingindia.com).
- i) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with scrutiniser's report will be placed on the website of the Company at [www.oerlikon.com/fairfield/](http://www.oerlikon.com/fairfield/) and website of CDSL : <https://www.evoting.cdsl.com> immediately after the result is declared by the Chairman.

By Order of the Board of Directors  
**Marcel Rebello**  
Company Secretary

Place: Delhi  
Date: July 13, 2017  
CIN No. U34300MH1990PLC055300

**Registered Office :**

Survey No 157,  
Devarwadi Village,  
Post Shinoli, Chandgad Taluka,  
Dist. Kolhapur,  
Maharashtra 416507  
Website: <http://www.oerlikon.com/fairfield/>

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 ('Act')

### Item No. 4

As per the provisions of the Companies Act 2013 Mr. J.M.Mapgaonkar (holding DIN 00348345) was appointed Independent Director at the 24th Annual General Meeting held on September 27, 2014 for a term of three years. He holds office as Independent Director upto September 27, 2017. Since he has completed one term, he is eligible for reappointment for one more term.

The performance evaluation of Mr. Mapgaonkar was conducted by the entire Board (excluding Mr. Mapgaonkar) on the basis of certain criteria and was found to be satisfactory. Based on the report of performance evaluation the Nomination and Remuneration Committee recommended reappointment of Mr. Mapgaonkar for a second term upto conclusion of 30th Annual General Meeting of the Company. The Board of Directors based on the performance evaluation and as per recommendation of the Nomination and Remuneration Committee and considering the contribution made by him during his current tenure have at their meeting held on July 13, 2017 approved the proposed reappointment of Mr. Mapgaonkar as Independent Director for a second term as mentioned in the resolution. Mr. Mapgaonkar will not be liable to retire by rotation at the Annual General Meeting as provided in Section 152(6) of the Companies Act, 2013.

The Company has received declaration from Mr. Mapgaonkar confirming that he meets with the criteria of independence as prescribed under sub-section(6) of Section 149 of the Companies Act 2013 and his consent to act as Director. In the opinion of the Board Mr. Mapgaonkar fulfills the conditions specified in the Act for reappointment as Independent Director and is independent of the management.

The Company has received a notice from a member pursuant to Section 160 of the Companies Act 2013 alongwith requisite deposit amount proposing the candidature for appointment of Mr. Mapgaonkar as Independent Director. Copy of the draft letter of appointment of Mr. Mapgaonkar as an Independent Director would be available for inspection by members at the Registered Office of the Company during normal business hours on any working day.

Mr. Mapgaonkar is 68 years old and is a graduate in Engineering. He has been on the Board of Directors of the Company since 1995 and is presently member of various Committees like Audit, Nomination and Remuneration etc. Mr. Mapgaonkar possesses the experience and knowledge relating to the business of the Company having been associated with the Company for more than two decades. Mr. Mapgaonkar is also a Director in Investment and Precision Castings Limited and is Chairman of its Audit and Nomination and Remuneration Committees.

The Board considers that in view of his vast experience and knowledge his continued association would be of immense benefit to the Company as Independent Director. Accordingly the Board recommends the Special Resolution set out at item No.4 of the Notice in relation to the appointment of Mr. Mapgaonkar as an Independent Director for approval of the members of the Company. Mr. Mapgaonkar does not hold by himself or for any other person on a beneficial basis any shares in the Company.

Except Mr. Mapgaonkar none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financial or otherwise in the resolutions set out at item No 4 of the Notice except to the extent of their shareholding interest, if any, in the Company.

### Item No.5

In terms of the provisions of Section 148 of the Act and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board on the recommendation of the Audit Committee at its meeting held on July 13, 2017 has considered and approved the appointment and remuneration of M/s M.P. Turakhia & Associates, Cost Accountants (Registration No. 000417), for the conduct of the audit of cost accounts maintained by the Company for its "other machinery" for the financial year ending March 31, 2018. As approved by the Board the Annual remuneration payable to M/s M.P. Turakhia & Associates for the financial year ending March 31, 2018 is ₹ 2,00,000 (Rupees Two Lakhs) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 5 of the Notice except to the extent of their shareholding interest, if any, in the Company.

**Item Nos. 6 and 7**

In order to align the remuneration package of Mr. D.E. Jacob, Managing Director of the Company in line with other Senior Executives of the Oerlikon group the Board of Directors at its meeting held on 28th October, 2016 approved on the recommendation of the Nomination and Remuneration Committee revision/increase in the remuneration to be paid to Mr. D.E. Jacob as Managing Director of the Company on a monthly basis for the period (including increase due to change in quantum of incentives) commencing from 1st April 2016 to 31st October, 2016 as set out in the Supplemental Agreement dated 2nd December, 2016 ('Agreement') the salient features of which are mentioned below:

<b>A.</b>		<b>Further Revised (Current)</b>
1. Basic Salary	₹ 275894	₹ 306549
2. Bonus/Incentive: In accordance with Oerlikon Group Bonus Policy applicable to Senior Managerial personnel of the Company from time to time.		
3. Perquisites and benefits as appearing hereinafter:		
		<b>Further Revised (Current)</b>
HRA to be paid	₹ 110358	HRA ₹ 122620
Special Allowance	₹ 41938	Special Allowance ₹ 50157
LTA	₹ 5000	LTA ₹ 5000
Medical	₹ 1250	Medical ₹ 1250
PF Employer Contribution	₹ 33107	PF Employer Contribution ₹ 36785
Total	₹ 467,547	Total ₹ 522,362
Annual CTC	₹ 5,610,560	Annual CTC ₹ 6,268,343

Apart from above revision/addition in remuneration the other terms and conditions including perquisites and other benefits as approved by the Nomination and Remuneration Committee, the Board of Directors and contained in the Principal Agreement dated 23rd November, 2013 and Supplemental Agreement dated 20th January, 2015 and Second Supplemental Agreement dated 1st December, 2016 entered into between Mr. D.E. Jacob and the Company remain unchanged".

**B.** Subject to the approval of the members at the General Meeting and other necessary approvals, if any, it is proposed that Mr. D.E. Jacob be appointed as Managing Director of the Company for the period commencing from 1st November, 2016 and ending 31st October, 2019 upon existing terms and conditions as mentioned above and as set out in the Employment Agreement dated 3rd December, 2016

The following additional information as required by Schedule V to the Act is given below.

**I. General Information :**

i. Nature of industry

The Company's core business operations fall in the broad categories of agriculture, construction, automotive, energy, mining and more specifically the on-off highway power transmission sector.

ii. Date or expected date of commencement of commercial production.

The Company was incorporated on 1st February 1990 as a private company and commenced commercial production in the year 1993. The export oriented unit of the Company commenced operations in the year 2003.



- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus.

Not Applicable

- iv. Financial performance based on given indicators – as per Audited Financial results for the year ended March 31, 2017.

<b>Particulars</b>	<b>₹ in lakhs</b>
Total Revenue	41643.04
Profit before Depreciation, Interest and Tax	7007.54
Interest and other Finance Charges	8.40
Depreciation and Amortization	2024.88
Profit before taxation	4974.26
Income tax Expenses	
Current Tax	1809.76
Deferred Tax (credit)/charge	(136.32)
Profit after taxation	3300.82

- v. Foreign investments of collaborators, if any.

TH Licensing Inc., USA, a wholly owned subsidiary of Fairfield Manufacturing Co. Inc. USA, presently holds 26875095 equity shares of ₹10/- each constituting 98.37% of the paid up share capital of the Company.

## **II. Information about the appointee.**

- i. Background details

Mr. Jacob is an Engineer by profession and has been the Managing Director of the Company since October 24, 2008 being stationed at the Company's Plant for more than 22 years. Prior to his appointment as Managing Director Mr. Jacob held senior positions in the Company both in the operations, commercial and administrative fields thus acquiring cross functional experience across several departments. In his present capacity as the Managing Director of the Company he oversees the entire plant operations both of the DTA Unit and EOU Unit. Mr. Jacob has received training at the Plant of the Company's Principals, Fairfield Manufacturing Co., Inc., USA and the Company's other foreign associates.

- ii. Past remuneration during financial year ended March 31, 2017.

The total remuneration drawn by Mr. D. E. Jacob as Managing Director for the year ended March 31, 2017 was ₹ 74.06 lakhs including perquisites.

- iii. Recognition or Awards

Not applicable

- iv. Job Profile and their suitability.

Mr. D. E. Jacob is the Managing Director of the Company since 24th October 2008. The Board has delegated substantial powers of management of the Company to Mr. D. E. Jacob, in his capacity as Managing Director of the Company. Mr. Jacob is an Engineer by profession and has been stationed at the Company's plant for the past 22 years and hence has acquired in depth knowledge and cross functional experience across various departments in technical, commercial and administrative fields. He has received training at the Plant of the Company's Principals, Fairfield Manufacturing Co., Inc., USA and the company's other foreign associates. Mr. Jacob is responsible interalia for development of the business of the Company and implementing its strategy. In his present capacity he oversees the entire Plant Operations both of the Domestic and Export Units. Since Mr. Jacob is the sole Managing Director he is required to shoulder substantial responsibilities of the company's growing business which includes both domestic and export business. Therefore, taking into consideration his long association, experience and intimate knowledge of the working and business of the company, Mr. Jacob is best suited for the position he occupies.

v. Remuneration proposed.

During the term of his reappointment Mr. D.E. Jacob be paid remuneration and perquisites existing at present but further subject to review/revision in future in accordance with Oerlikon Group Remuneration Policy applicable to senior managerial personnel of the Company from time to time.

The existing terms and remuneration including perquisites presently being paid to Mr.D.E. Jacob were approved by the Nomination and Remuneration Committee and the Board of Directors at their meetings held on 28th October, 2016 and are set out under 'A' above.

vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect of the country of his origin).

Considering the size of the company and volume of its operations both in the domestic and export fields, the background, experience and profile of Mr. D. E. Jacob and the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with remuneration packages given to similar senior level executives in other companies and in the Oerlikon group.

vii. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any.

Apart from the proposed remuneration, Mr. Jacob does not have any other pecuniary relationship with the Company or relationship with any managerial personnel. However, Mr. Jacob holds 2 fully paid up equity shares in the Company.

**III. Other information**

1. Reason of loss or inadequate profits.

Not Applicable as the company has posted a net profit after tax of ₹ 3300.82 lakhs during the year ended March 31, 2017.

2. Steps taken or proposed to be taken for improvement and

3. Expected increase in productivity and profits in measurable terms.

Not applicable as the Company has adequate profits.

**IV. Disclosures**

Not Applicable

The Board commends the Special Resolutions set out at item Nos.6 and 7 of the Notice for approval by the members.

Except Mr. Jacob none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolutions set out at Item Nos. 6 and 7 of the Notice except to the extent of their shareholding interest, if any, in the Company.

**Inspection of Documents**

The Supplemental and Employment Agreements referred to in this Explanatory Statement will be available for inspection by members at the Registered Office of the Company between 10 a.m. to 12 noon on any working day prior to the date of the meeting.

By Order of the Board of Directors

**Marcel Rebello**  
Company Secretary

Place: Delhi

Date: July 13, 2017

CIN No. U34300MH1990PLC055300

**Registered Office :**

Survey No 157, Devarwadi Village,

Post Shinoli, Chandgad Taluka,

Dist. Kolhapur, Maharashtra – 416507

Website: <http://www.oerlikon.com/fairfield/>