

NOTICE

Notice is hereby given that the 62nd Annual General Meeting of the Company will be held on Monday, 25th September, 2017 at 11:00 AM at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Ms. Janice Ruskey Maiden (DIN: 06847230) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Dr. Khalid Iqbal Khan (DIN: 05253556) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Walker, Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors' of the Company and to fix their remuneration.

"RESOLVED THAT M/s. Walker Chandiook & Co., LLP Chartered Accountants (Firm Registration No. 001076N/N500013), New Delhi, be and is hereby appointed as the Statutory Auditors of the Company for a period of five years i.e. from the conclusion of this 62nd Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2022, subject to the ratification by members at every Annual General Meeting at such a remuneration as may be fixed and determined by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS ORDINARY RESOLUTION:

5. Appointment of Mr. K.C. Sundareshan Pillai (DIN: 06846949) as an Independent Director

"RESOLVED THAT pursuant to the provisions of section 149, 152 and 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Mr. K.C. Sundareshan Pillai (DIN: 06846949) as an Independent Director of the Company to hold office for a period of 3 years, with effect from 16th December, 2016."

6. Ratification of Remuneration to Cost Auditor for the financial year 2017-18.

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Sanjay Gupta & Associates, Cost Accountants having Firm Registration No. 00212 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-18, amounting to Rs. 450000/- (Rupees four lakhs fifty thousand only) as audit fee plus applicable tax(es) plus out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified, confirmed and approved."

**By Order of the Board,
For Federal-Mogul Goetze (India) Limited,**

Sd/-

Dr. Khalid Iqbal Khan

**Whole-time Director-Legal & Company Secretary
Membership No. F5993**

**Address: 2136, Mir Bukhari Street,
Turkman Gate, Delhi-110006**

Date : 19th May 2017
Place : Gurugram

Notes:

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.**
- ii) **A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than ten percent of the total paid up share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital carrying voting rights may appoint a single person a proxy and such person shall not act as proxy for any other person or shareholder.**
- iii) **The relative explanatory statements, pursuant to section 102 of the Companies Act 2013, in respect of Item No. 5&6 of the accompanying Notice are annexed hereto.**
- iv) **A statement giving the relevant details of the directors seeking re-appointment under Item No. 2, 3 & 5 of the accompanying Notice, as required by Secretarial Standards-2 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.**
- v) The Directors' Report, Auditors' Report and Audited Financial Statements for the financial year ended 31st March 2017 are enclosed.
- vi) The Register of Members and Share Transfer Books of the Company shall remain closed from 19th September 2017 to 25th September 2017 (both days inclusive) for the purpose of Annual General Meeting.
- vii) The Notice of the Annual General Meeting alongwith the Attendance slip, Proxy Form and E-voting Instructions is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For the members who have not registered their email address, physical copy of the notice is being sent by the permitted mode.
- viii) The Company is pleased to provide e-voting facility to the shareholders of the Company through National Securities Depository Services India Limited (NSDL), to transact the business through e-voting.
- ix) Members holding shares in physical mode are requested to notify change in their address, transfer/transmission requests/ queries, if any to the Registrar & Transfer Agent (RTA) of the Company, "Alankit Assignments Limited", quoting Folio number and those holding shares in Demat mode must inform the change of address to their respective Depository Participants.
- x) Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in same order are requested to send all their relevant share certificate(s) to the RTA for consolidation of all such shareholdings into one account to facilitate better service.
- xi) Members / Proxies are requested to bring their copy of the Annual Report and Admission Slip sent herewith duly filled in for attending the meeting to avoid inconvenience and delay at the time of registration. Copies of Annual Report and admission slip will NOT be available for distribution at the venue of the meeting.
- xii) In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.
- xiii) Corporate members intending to send their authorised representative(s) to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company a certified copy of the Board Resolution together with their specimen signatures authorising their representative(s) to attend and vote on their behalf at the meeting.
- xiv) In terms of notification issued by SEBI, the Equity Shares of the Company are under compulsory demat trading for all Investors from 24th July 2000. Shareholders are advised to hold their shares in Demat mode and to send their Share Certificates along with Dematerialisation request to the RTA through their Depository Participants.

Under Section 72 of the Companies Act, 2013 the shareholder(s) can nominate a person to whom his shares in the Company shall vest in the event of his/their death. Where the shares are held in joint names, such nomination has to be made jointly. The nominee shall, on the death of the shareholder or all joint holders, as the case may be, become entitled to all rights in the shares to the exclusion of all other persons unless the nomination is varied or cancelled by the shareholder(s) in the prescribed manner. Shareholder(s) desirous of nominating a person may write to the Company for obtaining the prescribed Nomination form.
- xv) All the Shareholders can communicate with the RTA for requests/ queries relating to transfer, transmission, demat, remat, endorsement as fully paid up, split, consolidation, change of address, issue of duplicate share certificates at the registered address "Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi - 110055". For all other queries, please contact the Company either at the Registered Office of the Company, DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi - 110020 or by email to investor.grievance@federalmogul.com

- xvi) The facility for voting through polling paper shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- xvii) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) upto the date of Annual General Meeting and will also be available for inspection at the meeting.
- xviii) To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors are requested to register their email addresses with Alankit Assignments Limited if shares are held in physical mode or with their DP, if the holding is in electronic mode. In case a member holding shares in Dematerialized mode wants to obtain the copy of Annual Report in physical mode, he is requested to request the Company or RTA in writing, for the same.

**By Order of the Board,
For Federal-Mogul Goetze (India) Limited,**

Sd/-

**Dr. Khalid Iqbal Khan
Whole-time Director-Legal &
Company Secretary
Membership No. F5993
Address: 2136, Mir Bukhari Street,
Turkman Gate, Delhi-110006**

Date : 19th May 2017

Place : Gurugram

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

In the meeting of the Board of Directors held on 16th December, 2016, Mr. K. C. Sundareshan Pillai (DIN:06846949) was appointed as an Additional Director on the Board of the Company w.e.f. 16th December, 2016. Accordingly, Mr. Pillai holds the office as Director upto the date of this 62nd Annual General Meeting. The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature as Director along with the prescribed deposit of Rs. 1,00,000/-.

In the same Board meeting, Mr. Pillai was also appointed as an Independent Director, of the Company effective from 16th December, 2016 for a period of 3 years, subject to the approval of the shareholders in the Annual General Meeting.

Mr. Pillai, aged about 60 years, has done graduation in Mechanical Engineering from National Institute of Technology, Raipur. Mr. Pillai has also attended various training programmes, including Technical trainings in Europe and U.S.A. Mr. Pillai has 30 years of rich experience in steering sales and marketing functions and technical areas with said companies.

Presently, Mr. Pillai is holding the position of Managing Director in Triangle Tyre Corporation Ltd. and is responsible for overall operations of the Company.

OTHER DETAILS

Directorships held in other companies (excluding foreign companies)	Triangle Tyre Corporation Limited
Committee position held in other companies	Nil
No. of Board meetings attended during the year	02
No. of shares held	Nil

Mr. Pillai is not disqualified from being appointed as an Independent Director, in terms of the provision of Companies Act and SEBI (LODR) Regulations 2015 and has given his consent to be appointed as an Independent Director of the Company. The Board had considered him the most suitable person for the position of Director of the Company.

Save and except Mr. Pillai as mentioned above, none of the other directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 5. Accordingly, the Board recommends appointment of Mr. Pillai, as an Independent Director, not liable to retire by rotation, and propose to pass the resolution as set out in Item no. 5 of the notice as an Ordinary Resolution.

Item No. 6

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified and approved by the Members of the Company. The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. Sanjay Gupta & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2017-18 at a remuneration of Rs. 4,50,000/- as audit fee plus applicable tax (es) plus out of pocket expenses. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2017-18 as set out in Item No. 6 for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution. The Board of Directors recommend to pass the resolution as set out in Item No.6 as an Ordinary Resolution.

**By Order of the Board,
For Federal-Mogul Goetze (India) Limited,**

**Sd/-
Dr. Khalid Iqbal Khan
Whole-time Director-Legal &
Company Secretary
Membership No. F5993
Address: 2136, Mir Bukhari Street,
Turkman Gate, Delhi-110006**

Date : 19th May 2017

Place : Gurugram

DETAILS OF THE DIRECTORS (IN PURSUANCE OF SECRETARIAL STANDARD-2 AND REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Name of Director	Ms. Janice Ruskey Maiden
Original Date of Appointment	13 th August 2014
Age	59 Years
Expertise in specific Philadelphia functional areas	Ms. Janice Ruskey Maiden, is a Graduate in Textile Engineering from University, Philadelphia, PA, MSE/Executive Masters in Technology Management (EMTM) from University of Pennsylvania, Philadelphia, PA. Ms. Maiden has undergone International Business Development Program under INSEAD - General Management Program (CEDEP), Fontaine Bleu, France. Ms. Maiden has approximately 35 years of rich experience in technology exploration, product and business development.
Qualifications	Graduate in Textile Engineering, MSE/Executive Masters in Technology Management (EMTM), International Business Development Program under INSEAD - General Management Program (CEDEP), Fontaine Bleu, France.
Directorships held in other companies (excluding foreign companies)	Nil
Committee position held in other companies	Nil
No. of Board meetings attended during the year	01
No. of shares held	Nil

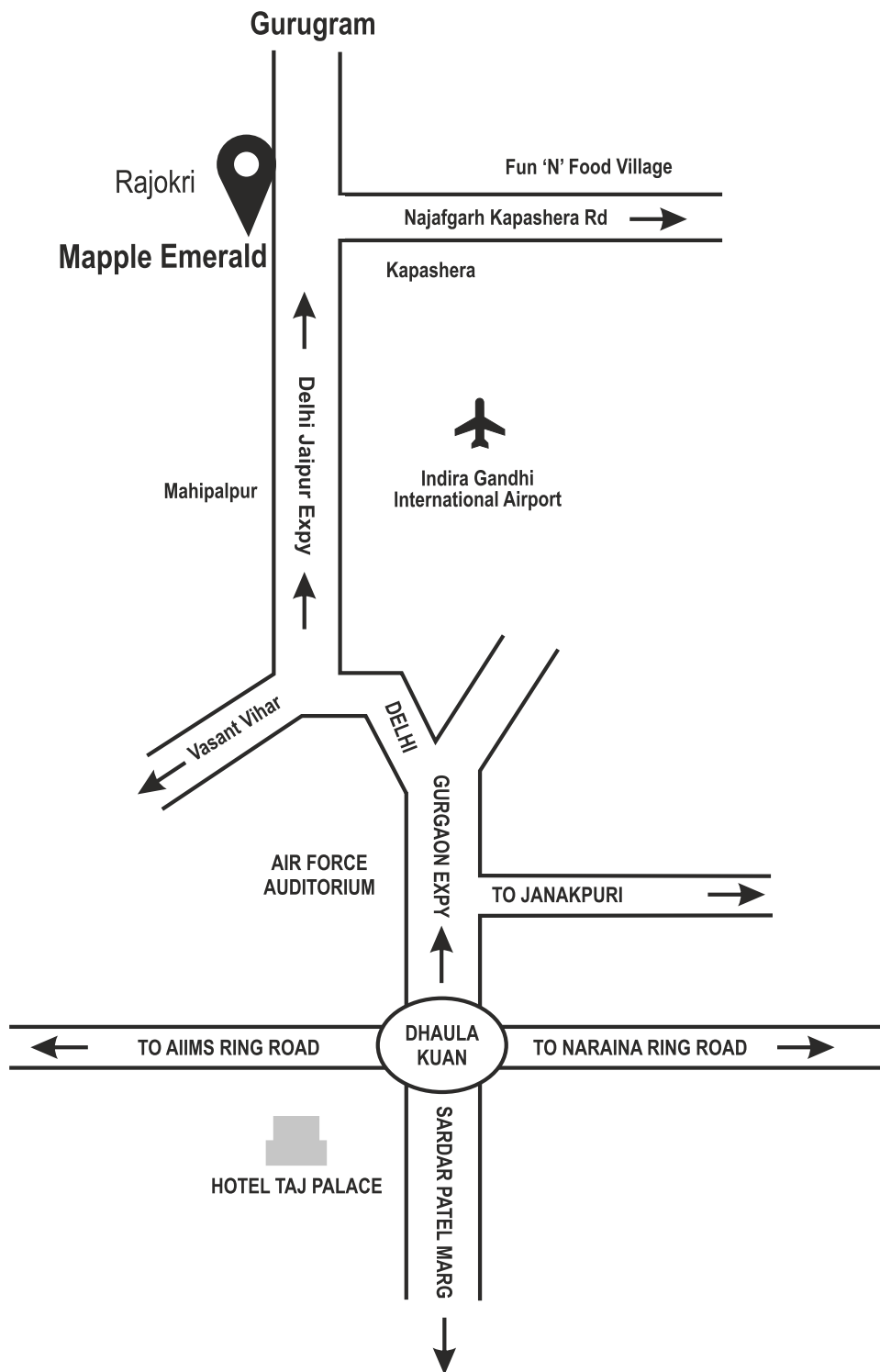
Name of Director	Dr. Khalid Iqbal Khan
Original Date of Appointment	22 nd May 2015
Age	49 Years (Approx.)
Expertise in specific functional areas	Dr. Khalid Iqbal Khan, is a Company Secretary from the Institute of Company Secretaries of India, Chartered Secretary from the Institute of Chartered Secretaries and Administrators, UK and a Law graduate from Delhi University. He has also done PhD in Corporate Governance. Dr. Khan has approximately 25 years of rich experience at senior level positions in the legal field. He has also completed Mahler Leadership Course. Dr. Khan has been associated with the Company since November, 2009 and presently holding the position of Whole-time Director- Legal & Company Secretary. Prior to joining the Company, he was Company Secretary of Goodyear India Limited.
Qualifications	Company Secretary from Institute of Company Secretaries of India, Chartered Secretary from UK, Bachelor of Law and PhD in Corporate Governance
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Federal-Mogul Ignition Products India Limited 2. Federal-Mogul Motorparts (India) Limited 3. Federal-Mogul Anand Bearings India Limited 4. Federal-Mogul Powertrain Solutions India Private Limited 5. Federal-Mogul TPR (India) Limited
Committee position held in other companies	<ol style="list-style-type: none"> 1. Federal-Mogul Ignition Products India Limited <ul style="list-style-type: none"> - Audit Committee, Member - Nomination & Remuneration Committee, Chairman - Corporate Social Responsibility Committee, Member 2. Federal-Mogul Motorparts (India) Limited <ul style="list-style-type: none"> - Audit Committee, Member - Nomination & Remuneration Committee, Chairman 3. Federal-Mogul Anand Bearings India Limited <ul style="list-style-type: none"> - Audit Committee, Member - Stakeholders' Relationship Committee, Member - Corporate Social Responsibility Committee, Member 4. Federal-Mogul Powertrain Solutions India Private Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee, Chairman 5. Federal-Mogul TPR (India) Limited <ul style="list-style-type: none"> - Audit Committee, Chairman - Nomination & Remuneration Committee, Chairman - Corporate Social Responsibility Committee, Member
No. of Board meetings attended during the year	05
No. of shares held	05 equity shares

**By Order of the Board,
For Federal-Mogul Goetze (India) Limited,**

**Sd/-
Dr. Khalid Iqbal Khan
Whole-time Director-Legal &
Company Secretary
Membership No. F5993
Address: 2136, Mir Bukhari Street,
Turkman Gate, Delhi-110006**

Date : 19th May 2017
Place : Gurugram

Route Map to the venue of the 62nd AGM of Federal-Mogul Goetze (India) Limited



Venue: Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038
Landmark: Bharat Petroleum, Petrol Pump