

## NOTICE

Notice is hereby given that the 58th Annual General Meeting of the Company will be held at Sri Sathya Sai International Centre, Institutional Area, Pragati Vihar, Lodhi Road, New Delhi-110003, on Friday, 10th May, 2013 at 3.00 P.M to transact the following business

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st December 2012, Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. N. Subramaniam who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mukul Gupta who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Walker, Chandio & Co, Chartered Accountants, the retiring Auditors of the Company and fix their remuneration.

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification the following resolution.

#### (AS ORDINARY RESOLUTION)

Resolved that Mr. Vikrant Sinha be and is hereby appointed as Director of the Company, liable to retire by rotation.

6. To consider and if thought fit, to pass with or without modification the following resolution:

#### (AS SPECIAL RESOLUTION)

Resolved that pursuant to the provisions of Sections 198, 262, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, as amended upto date and any amendments or re-enactments thereto the approval of the Members be and is hereby accorded, subject to the approval of the Central Government, if any, subject to the maximum permissible limits of 5% and 10% of the net profits of the Company, as the case may be as laid down in sub-section (3) of Section 309 of the Companies Act, 1956 and the overall limit of 11% of the net profits as laid down in sub-section (1) of Section 198 of the Companies Act, 1956, Section 310, 311 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, as amended upto date, any amendments or re-enactments thereto and any other acts, rules or other statutes, to appoint Mr. Vikrant Sinha, as the Whole Time Finance Director & CFO of the Company, for a period of five years w.e.f 28th February, 2013 to 27th February, 2018 on the following terms and conditions:

Base Salary : Salary in the scale of Rs. 20,00,000/- - Rs. 35,00,000/- per annum subject to annual review by the Board/Remuneration Committee.

Perquisites : HRA: 50% of the base salary p.a.

- Special Allowance: In the scale of Rs. Rs. 15,00,000/- p.a. to Rs. 25,00,000/- p.a. subject to annual review by the Board/Remuneration Committee.
- LTA: As per the rules of the Company from time to time;
- Medical Reimbursement: As per the rules of the Company from time to time;
- Bonus: Mr. Sinha will be entitled to annual MIP bonus subject to a maximum of Rs. 25,00,000/- p.a.
- Car Allowance: As per Company's policy from time to time.
- Petrol & Maintenance reimbursement: On the basis of actual expense.
- Driver Reimbursement: As per Company's policy from time to time.
- Provident Fund Contribution: 12% of Base Salary
- Gratuity : 4.8% of Base salary.

Resolved further that notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of appointment of Mr. Vikrant Sinha, Whole Time Finance Director & CFO, the Company has no profits or its profits are inadequate, Mr. Sinha, shall be paid the above remuneration as the minimum remuneration, subject to the approval of the Central Government, if required, and/ or upon compliance of the applicable requirements of Schedule XIII to the Companies Act, 1956, as existing or as amended from time to time.

Resolved further that the Remuneration Committee or the Board of Directors be and is hereby authorized, from time to time, to alter/vary the terms and conditions of appointment of Mr. Vikrant Sinha as Whole Time Finance Director & CFO of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule XIII to the Companies Act or within the scale as may be approved by the Central Government.

#### Notes

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE 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. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.**
- ii) The Members would be aware that the Ordinary Resolution sent through Notice dated 5th October, 2012, to all Members for voting through Postal Ballot have been passed on 12th November, 2012 by requisite majority. Relevant details in this regard are covered in the Corporate Governance Report.
- iii) Annexed to the Report of the Board of Directors. The Directors Report, Auditors' Report, Audited Balance Sheet as at 31st December 2012 and the Profit and Loss Account for the year ended on that date are enclosed.
- iv) The Register of Members and Share Transfer Books of the Company shall remain closed from 29th April, 2013 to 10th May, 2013 (both days inclusive) for the purpose of AGM.
- v) 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.
- vi) 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.
- vii) 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.
- viii) 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.
- ix) Under Section 109A of the Companies Act, 1956 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.
- x) 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 address "Alankit Assignments Limited, 2E/21, Jhandewalan Extension, New Delhi 110055". For all other queries, please contact the Company either at the Registered Office of the Company, 7870-7877, F- I, Roshanara Plaza Building, Roshanara Road, Delhi-110007 or by email to investor.grievance@federalmogul.com

**By Order of the Board,  
For Federal-Mogul Goetze (India) Limited,  
Sd/-  
Khalid Khan  
Company Secretary**

Date : 28th February, 2013  
Place : Gurgaon

**EXPLANATORY STATEMENT**  
**Pursuant to Section 173(2) of the Companies Act, 1956.**

**Item No. 5 & 6**

In the meeting of the Board of Directors held on 28th February, 2013, Mr. Vikrant Sinha was appointed as an Additional Director. Accordingly, Mr. Vikrant Sinha holds the office as Director upto the date of the forthcoming Annual General Meeting. Notice under Section 257 of the Companies Act, 1956 along with requisite deposit has been received from a member of the Company signifying the intention to propose the candidature of Mr. Vikrant Sinha as Director.

In the same Board Meeting, Mr. Vikrant Sinha was also appointed as Whole Time Finance Director & CFO of the Company for a period of 5 Years, effective 28th February, 2013 subject to the approval of the shareholders in the general meeting and Central Government, if required.

Mr. Vikrant Sinha aged 52 years is a Management Accountant from the Institute of Cost Accountants of India and has also done MBA from Manchester Business School, Manchester, UK. Mr. Vikrant Sinha has around 28 years of rich experience in all field of Business Finance, including Accounting, Controlling, Treasury, Tax, Internal Control and Corporate Finance, M&A, Business Restructuring, and Risk Management. He has international exposure covering several countries and cross-functional experience in various areas. Mr. Vikrant Sinha began his career in Tata Steel in 1984 and joined Federal Mogul group in 1995. He has been instrumental in bringing about significant process improvements in accounting and management reporting.

The remuneration payable to Mr. Vikrant Sinha as specified in the resolution vide Item No. 6 was fixed keeping in view the remuneration policy of the parent Company applicable for similar level of executives, Indian Industries trend, qualification, experience etc.

The above may also be treated as an Abstract under Section 302 of the Companies Act, 1956.

None of the Directors except Mr. Vikrant Sinha to the extent of his appointment & remuneration may be deemed to be concerned or interested in the above resolutions.

Your Directors recommend the above resolutions for your approval.

**By Order of the Board,**  
**For Federal-Mogul Goetze (India) Limited,**  
**Sd/-**  
**Khalid Khan**  
**Company Secretary**

Date : 28th February, 2013

Place : Gurgaon

Statement containing information as required under Notification No.GSR 36(E) dated 16th January 2002 issued by the Central Government amending Schedule XIII of the Companies Act, 1956 and to be given in the notice of the General Meeting:

**I. General Information**

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|----|---|--|
| 1) | Nature of Industry  | Manufacturer of Piston Rings, Pistons, Piston pins, Sintered Products etc. for all types of Automotive & Industrial engines.   |
| 2) | Date or expected date of Commencement of commercial Production  | Not applicable as the Company is in Commercial production.   |
| 3) | In case of new companies, Expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable   |
| 4) | Financial performance based on Given indicators   | As given under "Ten Years' Financial Review" of the Annual Report  |
| 5) | Export performance and net Foreign exchange earned  | As Given in Directors' Report of the Annual Report   |
| 6) | Foreign investments or collaborators, If any  | Federal Mogul Corporation, USA holds 74.98% of the paid up Equity Capital of the Company through Federal Mogul GmbH, Germany & Federal Mogul Holding Limited, Mauritius. |

**II) Information about the appointee**

- |    |                    |   |
|----|--------------------|---|
| 1) | Background details | <b>Mr. Vikrant Sinha</b><br>Mr. Vikrant Sinha aged 52 years is a Management Accountant from the Institute of Cost Accountants of India and has also done MBA from Manchester Business School, Manchester, UK. Mr. Vikrant Sinha has around 28 years of rich experience in all field of Business Finance, including Accounting, Controlling, Treasury, Tax, Internal Control and Corporate Finance, M&A, Business Restructuring, and Risk Management. He has |
|----|--------------------|---|

2) Job profile and his suitability

3) Remuneration proposed

4) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

5) Pecuniary relationship directly or Indirectly with the Company, or relationship with the managerial personnel, if any.

**III Other information :**

1) Reasons of loss or inadequate profits

2) Steps taken or proposed to be taken for improvement

3) Expected increase in productivity and profits in measurable terms

**IV Disclosures**

international exposure covering several countries and cross-functional experience in various areas. Mr. Vikrant Sinha began his career in Tata Steel in 1984 and joined Federal Mogul group in 1995. He has been instrumental in bringing about significant process improvements in accounting and management reporting.

Mr. Vikrant Sinha is taking care of overall costs, financial functions and financial planning of the Company. He is responsible for overall financial policies and other management policies and decision making of the Company subject to the direction and control of the Board of Directors. He plays a significant role in financial planning of the Company. In addition, he also performs such other significant functions and exercises such powers as entrusted by the Board of Directors of the Company.

As per details given at item No. 6 of the notice

The proposed remuneration is in tune with the current remuneration packages of similar managerial personnel of Companies belonging to the similar industry, size and with effective capital comparative to the Company. Further, it is commensurate with the qualification & experience of the appointee and in accordance with the highly competitive business scenario requiring recognition & reward of performance & achievement for retention of the best talent and motivation towards meeting the objectives of the Company.

Only to the extent of his entitlement to the remuneration as a managerial personnel.

The year under review witnessed a slowdown in demand in the auto sector, resulting in excess capacities with auto component sector. Weak macroeconomic sentiment coupled with subdued consumer confidence pulled down sales, particularly in the latter half of the year.

The Management is taking necessary and adequate steps to improve the profitability of the Company. Continuous review of activities in different areas of operations has been an integral part of the Company's philosophy to maximize gains and reduce costs, in order to meet the market realities.

The performance of the Auto component Sector is linked to the automobile sector. The growth of the automobile sector is dependent on the performance of the economy. Considering the measures taken by your Company and further plans and strategies, the Company is expected to perform better.

The requisite information has been given under the section on Corporate Governance attached to the Annual Report.

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

**Sd/-**

**Khalid Khan**

**Company Secretary**

Date : 28th February, 2013

Place : Gurgaon

**ADMISSION SLIP**

FOLIO NO./CLIENT ID NO.	D.P.ID. NO.	NO. OF SHARES HELD	FATHER'S/HUSBAND'S NAME

I hereby record my presence at the 58th Annual General Meeting of Federal-Mogul Goetze (India) Limited being held at SRI SATHYA SAI INTERNATIONAL CENTRE, Institutional Area, Pragati Vihar, Lodhi Road, New Delhi-110003 on Friday the 10th May, 2013 at 3:00 PM.

\_\_\_\_\_  
Name of Proxy, if applicable (IN BLOCK LETTERS)

\_\_\_\_\_  
Signature of Member / Proxy

**ALL PARTICULARS MUST BE CORRECTLY FILLED UP IN THE BOXES PROVIDED ABOVE BEFORE SIGNING AND SURRENDERING THIS ADMISSION SLIP AT THE REGISTRATION COUNTER FOR VERIFICATION.**

**PROXY**

FOLIO NO./CLIENT ID NO.	D.P.ID. NO.	NO. OF SHARES HELD

I/we \_\_\_\_\_ being member(s) of Federal-Mogul Goetze (India) Limited

hereby appoint Mr./Ms. \_\_\_\_\_ Address \_\_\_\_\_

or failing him/her, Mr./Ms. \_\_\_\_\_ Address \_\_\_\_\_

as my/our proxy to attend and vote on my/our behalf at the 58th Annual General Meeting of the Company to be held at SRI SATHYA SAI INTERNATIONAL CENTRE, Institutional Area, Pragati Vihar, Lodhi Road, New Delhi-110003 on Friday the 10th May, 2013 at 3:00 PM. or at any adjournment thereof.

Date \_\_\_\_\_

Signature .....

Affix Revenue Stamp
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1. The Proxy need Not be a member.
2. The Form signed across revenue stamp should reach the Company's Registered Office at least 48 hours before the scheduled time of the meeting.
3. **ALL PARTICULARS MUST BE CORRECTLY FILLED UP IN THE SPACES PROVIDED ABOVE TO ENABLE VERIFICATION, PROXIES WITH INCOMPLETE AND/OR INCORRECT PARTICULARS ARE LIABLE TO BE REJECTED.**
4. Proxy cannot speak at the meeting or vote on the show of hands.