

## FEDERAL-MOGUL GOETZE (INDIA) LIMITED

CIN: L74899DL1954PLC002452

**Registered Office:** DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi - 110020

**Corporate Office:** 10<sup>th</sup> Floor, Paras Twin Towers, Tower- B, Golf Course Road, Sector- 54 Gurugram-122002

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**Website :** [www.federalmogulgoetzeindia.net](http://www.federalmogulgoetzeindia.net)



### NOTICE

Notice is hereby given that the 67<sup>th</sup> (Sixty-seventh) Annual General Meeting (AGM) of Federal-Mogul Goetze (India) Limited (the Company) will be held on Tuesday, 20<sup>th</sup> September, 2022 at 11:00 AM through Videoconferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi – 110020 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Manish Chadha (DIN: 07195652) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sunit Kapur (DIN:03435110) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Deloitte Haskins & Sells, LLP as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the calendar year 2027 and to fix their remuneration:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Deloitte Haskins & Sells LLP, having firm registration no. 117366W/W-100018, who have provided their consent and confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this 67<sup>th</sup> (Sixty Seventh) Annual General Meeting (AGM) of the Company till the conclusion of the 72<sup>nd</sup> (Seventy Second) Annual General Meeting to be held in the calendar year 2027.

**RESOLVED FURTHER THAT** the Board of Directors or Audit Committee thereof, be and are hereby severally authorised to decide and finalise the terms and conditions of appointment of the Statutory Auditors.”

#### **SPECIAL BUSINESS:**

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

##### **5. Ratification of Remuneration to Cost Auditor for the financial year 2022-23**

**“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 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 2022-23, amounting to Rs. 4,95,000/- (Rupees Four Lakh Ninty-five 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.”

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

##### **6. Re-appointment of Ms. Nalini Jolly (DIN: 08520132) as an Independent Director for the Second Term**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160, Schedule IV and other applicable provisions, if any, of 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 re-appoint Ms. Nalini Jolly (DIN:08520132), as recommended by the Nomination & Remuneration Committee and subject to the approval of the shareholders, as an Independent Director of the Company to hold the office for a period of five (5) years, with effect from 13<sup>th</sup> August, 2022.”

**7. Approval of enhancement of tenure of Mr. Sundareshan Kanakku Chembakaraman Pillai as an Independent Director on the Board of the Company**

“RESOLVED THAT in partial modification to the resolution passed by the members of the Company on 22<sup>nd</sup> September 2020 and pursuant to the provisions of Section 149, 152 and 160, Schedule IV and other applicable provisions, if any, of 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 enhance the tenure of Mr. Sundareshan Kanakku Chembakaraman Pillai (DIN: 06846949) as a Non-Executive Independent Director of the Company to hold office for a period of five (5) years, with effect from 16<sup>th</sup> December, 2019.

RESOLVED THAT sitting fee of Mr. KCS Pillai be and is hereby fixed at Rs. 20,000/- for attending each of the meetings of the Board and/or Committee thereof.”

**8. Re-appointment of Mr. Vinod Kumar Hans as the Whole-Time Managing Director of the Company with effect from January 1, 2022 including terms of re-appointment thereto**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and read with rules framed thereunder as amended upto date and any amendments or re-enactments thereto and 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, and the overall limit of 11% of the net profits as laid down in Section 197 of the Companies Act, 2013, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, as amended upto date, any amendments or re-enactments thereto and any other acts, rules or other statutes, consent of the members be and is hereby accorded to re-appoint Mr. Vinod Kumar Hans, as the Whole-Time Managing Director of the Company, for a period of three years w.e.f 1<sup>st</sup> January, 2022 till 31<sup>st</sup> December, 2024 on the terms and conditions and to alter and vary the terms of remuneration from time to time as may be deemed fit within the overall limit of remuneration, mentioned hereinbelow:

Base Salary	: Salary in the scale of Rs. 48,00,000/- to Rs. 63,00,000/- per annum subject to annual review by the Board/Remuneration Committee.
Perquisites	: <ul style="list-style-type: none"> <li>• HRA: 50% of the base salary p.a.</li> <li>• Special Allowance: In the scale of Rs. 52,33,500/- p.a. to Rs. 69,00,000/- p.a. subject to annual review by the Board/Remuneration Committee.</li> <li>• LTA: As per the rules of the Company from time to time;</li> <li>• Medical Reimbursement: As per the rules of the Company from time to time;</li> <li>• Bonus: Mr. Hans will be entitled to annual MIP bonus subject to a maximum of Rs. 66,00,000/- p.a.</li> <li>• Car Allowance: Rs. 7,50,000/- or such higher amount as may be fixed as per Company's policy from time to time.</li> <li>• Petrol &amp; Maintenance reimbursement: On the basis of actual expense.</li> <li>• Driver Reimbursement: As per Company's policy from time to time.</li> <li>• Provident Fund Contribution: 12% of Base Salary</li> <li>• Gratuity: 4.81% of Base salary.</li> <li>• Contribution to Superannuation fund/NPS: As per Company's policy from time to time.</li> </ul>

RESOLVED FURTHER THAT where in any financial year during the tenure of appointment of Mr. Vinod Kumar Hans as Whole-Time Managing Director, the Company has no profits or its profits are inadequate, Mr. Hans 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 V to the Companies Act, as existing or as amended from time to time.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee or the Board of Directors be and is hereby authorised, from time to time, to alter/vary the terms and conditions of appointment of Mr. Vinod Kumar Hans as Whole-Time Managing Director, of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule V to the Companies Act, 2013 or within the scale as may be approved by the Central Government.”

**9. Re-appointment of Mr. Rajesh Sinha as a Whole-Time-Director of the Company with effect from January 1, 2022 including terms of Re-Appointment thereto**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and read with rules framed thereunder, as amended upto date and any amendments or re-enactments thereto and 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, and the overall limit of 11% of the net profits as laid down in Section 197 of the

Companies Act, 2013, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, as amended upto date, any amendments or re-enactments thereto and any other acts, rules or other statutes, consent of the members be and is hereby accorded to re-appoint Mr. Rajesh Sinha, as the Whole-Time Director of the Company, for a period of three years w.e.f 1<sup>st</sup> January, 2022 to 31<sup>st</sup> December, 2024 on the terms and conditions and to alter and vary the terms of remuneration from time to time as may be deemed fit within the overall limit of remuneration, mentioned hereinbelow:

Base Salary :	Salary in the scale of Rs. 33,00,000/- to Rs. 43,00,000/- per annum subject to annual review by the Board/Remuneration Committee.
Perquisites :	<ul style="list-style-type: none"> <li>• HRA: 50% of the base salary p.a.</li> <li>• Special Allowance: In the scale of Rs. 34,25,880/- p.a. to Rs. 45,00,000/- p.a. subject to annual review by the Board/Remuneration Committee.</li> <li>• LTA: As per the rules of the Company from time to time;</li> <li>• Medical Reimbursement: As per the rules of the Company from time to time;</li> <li>• Bonus: Mr. Sinha will be entitled to annual MIP bonus subject to a maximum of Rs. 28,00,000/- p.a.</li> <li>• Car Allowance: Rs. 5,10,000/- or such higher amount as may be fixed as per Company's policy from time to time.</li> <li>• Petrol &amp; Maintenance reimbursement: On the basis of actual expense.</li> <li>• Driver Reimbursement: As per Company's policy from time to time.</li> <li>• Provident Fund Contribution: 12% of Base Salary</li> <li>• Gratuity: 4.81% of Base salary.</li> <li>• Contribution to Superannuation fund/NPS: As per Company's policy from time to time.</li> </ul>

**RESOLVED FURTHER THAT** where in any financial year during the tenure of re-appointment of Mr. Rajesh Sinha as Whole-Time Director, 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 V to the Companies Act, as existing or as amended from time to time.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee or the Board of Directors be and is hereby authorised, from time to time, to alter/vary the terms and conditions of appointment of Mr. Rajesh Sinha as Whole-Time Director, of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule V to the Companies Act, 2013 or within the scale as may be approved by the Central Government."

**10. Re-Appointment of Mr. Manish Chadha as the CFO & Whole-Time Director-Finance of the Company with effect from February 5, 2022 including terms of Re-Appointment thereto**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and read with rules framed there under as amended upto date and any amendments or re-enactments thereto and 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, and the overall limit of 11% of the net profits as laid down in Section 197 of the Companies Act, 2013, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, as amended upto date, any amendments or re-enactments thereto and any other acts, rules or other statutes, consent of the members be and is hereby accorded to re-appoint Mr. Manish Chadha, as the CFO & Whole-time Director-Finance of the Company, for a period of three (3) years commencing from 5<sup>th</sup> February, 2022 till 4<sup>th</sup> February, 2025 on the terms and conditions and to alter and vary the terms of remuneration from time to time as may be deemed fit within the overall limit of remuneration, mentioned hereinbelow:

Base Salary :	Salary in the scale of Rs. 28,68,000/- to Rs. 38,00,000/- per annum subject to annual review by the Board/Remuneration Committee.
Perquisites :	<ul style="list-style-type: none"> <li>• HRA: 50% of the base salary p.a.</li> <li>• Special Allowance: In the scale of Rs. 29,77,200/- p.a. to Rs. 40,00,000/- p.a. subject to annual review by the Board/Remuneration Committee.</li> <li>• LTA: As per the rules of the Company from time to time;</li> <li>• Medical Reimbursement: As per the rules of the Company from time to time;</li> <li>• Bonus: Mr. Chadha will be entitled to annual MIP bonus subject to a maximum of Rs. 24,00,000/- p.a.</li> <li>• Car Allowance: Rs. 5,10,000/- or such higher amount as may be fixed as per Company's policy from time to time.</li> </ul>

- 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: 4.81% of Base salary.
- Contribution to Superannuation fund/NPS: As per Company's policy from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of appointment of Mr. Chadha as CFO & Finance Director, the Company has no profits or its profits are inadequate, Mr. Chadha 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 V to the Companies Act, as existing or as amended from time to time.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee or the Board of Directors be and is hereby authorised, from time to time, to alter/vary the terms and conditions of appointment of Mr. Manish Chadha as CFO & Whole-Time Director-Finance, of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule V to the Companies Act, 2013 or within the scale as may be approved by the Central Government.”

**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: I-GF-Emerald Hills Floor-138,  
Sec.-65 Urban Estate, Golf Course Extn. Road,  
Gurugram-122101

Date : 08-08-2022  
Place : Gurugram

## Notes:

In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, followed by Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated 5th May, 2022 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) dated May 12, 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 (hereinafter collectively referred to as "SEBI Circulars") physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM.

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. **Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.**
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company <http://federalmogulgoetzeindia.net/web/index.html> in the Financial Review section. The complete Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The recorded transcript of the forthcoming AGM scheduled to be held on 20<sup>th</sup> September, 2022, shall also be made available on the website of the Company <http://federalmogulgoetzeindia.net/web/index.html> in the Investor Relations Section, as soon as possible after the Meeting is over.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act including the Memorandum and Articles of Association of the Company and all documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 20<sup>th</sup> September, 2022. Members seeking to inspect such documents can send an email to [investorgrievance@tenneco.com](mailto:investorgrievance@tenneco.com).
8. In order to receive copies of the Annual Report 2021-2022 in electronic mode, Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants and members holding shares in physical mode are requested to update their e-mail addresses with the Company's Registrar and Transfer Agent (RTA) i.e. eAlankit Assignments Limited by sending a request letter providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) at [rta@alankit.com](mailto:rta@alankit.com).
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
12. A statement giving the relevant details of the directors seeking appointment/re-appointment, as required by Secretarial Standards-2 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.
13. The Register of Members and Share Transfer Register will remain closed from Tuesday, 13<sup>th</sup> September, 2022 to Tuesday, 20<sup>th</sup> September, 2022 (both days inclusive).
14. The Directors' Report, Auditors' Report, Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2022 are annexed herewith.
15. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May, 2022, the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.  
 A member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.  
 For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.  
 The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.  
 The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.  
 The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.  
 Members may contact Dr. Khalid Iqbal Khan, Company Secretary, for any grievances connected with electronic means at [investorgrievance@tenneco.com](mailto:investorgrievance@tenneco.com), Tel. No.: +91 124 4784530.
17. The remote e-voting period commences on 17<sup>th</sup> September, 2022, Saturday(9:00 AM) and ends on 19<sup>th</sup> September, 2022, Monday (5:00 PM) -
  - Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14<sup>th</sup> September, 2022, Wednesday may opt for remote e-voting and cast their vote electronically.
  - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
  - Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 14<sup>th</sup> September, 2022 may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investorgrievance@tenneco.com](mailto:investorgrievance@tenneco.com) by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
  - Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
  - At the end of remote e-voting period, the facility shall forthwith be blocked.
18. The Board vide its Resolution passed on 20<sup>th</sup> May, 2022 has appointed Mr. Abhishek Bansal, Advocate, as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company <http://federalmogulgoetzeindia.net/web/index.html> and on the website of NSDL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 17<sup>th</sup> September, 2022 (Saturday) at 09:00 A.M. and ends on 19<sup>th</sup> September, 2022 (Monday) at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 14<sup>th</sup> September, 2022 (Wednesday), may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 14<sup>th</sup> September, 2022.

**How do I vote electronically using NSDL e-Voting system ?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under <b>e-Voting services</b> and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [abhishek.bansal@corpacumen.com](mailto:abhishek.bansal@corpacumen.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No. Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [rta@alankin.com](mailto:rta@alankin.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [rta@alankin.com](mailto:rta@alankin.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [abhishek.nagar@tenneco.com](mailto:abhishek.nagar@tenneco.com) or [khalid.khan@tenneco.com](mailto:khalid.khan@tenneco.com). The same will be replied by the company suitably.
6. Those Members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. Further, due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence, shareholders are encouraged to send their questions, queries, etc. in advance as provided in note no. 5 above.

**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: I-GF-Emerald Hills Floor-138,  
Sec.-65 Urban Estate, Golf Course Extn. Road,  
Gurugram-122101

Date : 08.08.2022  
Place : Gurugram



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

### **Item No. 04**

Deloitte Haskins & Sells was constituted in 1997 and was converted to a Limited Liability Partnership, Deloitte Haskins & Sells LLP ("DHS LLP" or "Firm"), in November 2013. DHS LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 4000 professionals and staff. DHS LLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.

As the second term of present Statutory Auditors of the Company i.e. Walker, Chandio & Co., LLP Chartered Accountants, would expire at the conclusion of the forthcoming Annual General Meeting of the Company. Therefore, in line with the requirements of Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, the Audit Committee and the Board have recommended the appointment of Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company for a term of five years from the conclusion of this 67th (Sixty Seventh) Annual General Meeting (AGM) of the Company till the conclusion of the 72nd (Seventy Second) Annual General Meeting to be held in the calendar year 2027.

The proposed fee to be paid to the Statutory Auditors for the year 2022-23 is Rs. 65,00,000/- (Rupees Sixty-Five Lacs only). For the subsequent financial years of the tenure, it is proposed to authorize the Board of Directors to fix and pay the statutory fee and other charges, based on the recommendations of the Audit Committee.

There is no material change in the fee payable to the new statutory auditors i.e. Deloitte Haskins & Sells, LLP from that paid to the outgoing statutory auditors.

None of the Directors/ Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends their appointment and payment of remuneration for approval of the shareholders and to pass the resolution as set out in Item No.4 as an Ordinary Resolution.

### **Item No. 05**

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 2022-23 at a remuneration of Rs. 4,95,000/- (Rupees Four Lakh Ninty-five Thousand Only) 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 2022-23 as set out in Item No. 5 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.5 as an Ordinary Resolution.

### **Item No. 06**

In terms of Section 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended from time to time, it is proposed to re-appoint Ms. Nalini Jolly as an Independent Director for a period of five (5) years with effect from 13<sup>th</sup> August, 2022 to 12<sup>th</sup> August, 2027. The Company has received the notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature as director of the Company.

Ms. Nalini Jolly, aged about 55 years, is a Commerce graduate from Jesus and Mary Collage, Delhi University and has done PGDM from IMT Ghaziabad. She has worked in reputed organisations for over almost 20 years and handled positions of increasing responsibilities in the areas of Strategy & Resource Planning, Sales & Business Development, Supply Chain Management, Training & Mentoring, Service Branding & Marketing, Technical Support Operations, Treasury, Corporate Governance, Board, Legal matters and business role.

Ms. Nalini Jolly has confirmed that she is not disqualified in terms of Section 164 of the Act and she has given her consent to act as Director of the Company. In the opinion of the Board, Ms. Nalini Jolly fulfils all the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

Save and except Ms. Nalini Jolly and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in there solution set out at Item No. 6.

Ms. Jolly has confirmed that she is not disqualified in terms of Section 164 of the Act and she has given her consent to act as Director of the Company.

The nomination and remuneration committee, after taking into account the performance evaluation of Ms. Nalini Jolly during her first term of three (3) years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of five (5) years.

In the opinion of the Board, Ms. Jolly fulfils all the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

The relevant documents relating to appointment of Ms. Nalini Jolly are available for inspection by members at the Registered Office of the Company. In pursuance of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, as amended from time to time, the disclosures regarding her appointment are separately provided in this Notice of Annual General Meeting.

The Board of Directors recommend to pass the resolution as set out in Item No. 6 as a Special Resolution.

#### **Item No. 07**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company had re-appointed Mr. Pillai as an Independent Director for a period of three (3) years, effective 16<sup>th</sup> December, 2019 in its Board Meeting dated November 08, 2019. In view of the maximum permissible tenure under the Companies Act, 2013 being 5 (five) years, it was proposed to enhance the tenure of Mr. Pillai from three (3) years to five (5) years, subject to approval of the shareholders of the Company.

The Board in its meeting dated February 09, 2022 approved the enhancement of tenure of Mr. Pillai from three (3) years to five (5) years.

Save and except Mr. Pillai and his relatives to the extent of their shareholding interest, if any, in the Company, 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 at Item No. 7.

The relevant documents relating to the enhancement of tenure of Mr. Pillai are available for inspection by members at the Registered Office of the Company.

The Board of Directors recommend to pass the resolution as set out in Item No.7 as a Special Resolution.

#### **Item No. 08**

In the meeting of Board of Directors held on December 15, 2021, Mr. Vinod Kumar Hans was re-appointed as the Whole-Time Managing Director of the Company.

Mr. Hans, aged about 56 years, has done graduation in Mechanical Engineering from REC Allahabad and post graduation in Business Management from Birla Institute of Management Technology, New Delhi. He has also undertaken one-year leadership and Executive Management Development program with University of Cranefield UK and Cedep, University of Insead, France respectively. Mr. Hans has 35 years of rich experience at various positions in the field of Sales, Engineering and Program Management for OE customers, Aftermarket, Corporate Projects, Product Development and Business Process Restructuring.

Mr. Hans has been associated with the Company since July, 2008. Before being elevated as Managing Director of the Company he was holding the position of Director-Sales. Prior to joining the Company, he was Head of Customer Relation Management in GKN Drive line India Limited and was responsible for Sales, Engineering and Performance Management for all OE customers, aftermarket and exports from India.

Save and except Mr. Vinod Kumar Hans 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. 8.

Mr. Hans is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to be re-appointed as a Director. The relevant documents relating to re-appointment of Mr. Vinod Kumar Hans are available for inspection by members at the Registered Office of the Company. In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, as amended from time to time, the disclosures regarding his appointment are separately provided in this Notice of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly the Board recommends re-appointment of Mr. Hans, as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 8 of the notice as a Special Resolution.

#### **Item No. 09**

In the meeting of Board of Directors held on December 15, 2021, Mr. Rajesh Sinha was re-appointed as Whole-Time Director of the Company.

Mr. Sinha, aged 53 years, has done Bachelor of Engineering in Mechanical from Bhilai Institute of Technology, Bhilai and Master of Business Administration in Operations from IMT, Ghaziabad. Mr. Sinha has over 26 years of rich experience at senior level positions in Production, IR Management, Quality Assurance, VA& VE, Technical Services, Project Execution in the Automobile industries.

Mr. Sinha has been associated with the Company since 2007. Prior to joining the Company in 2007, he was holding the position of Dy. General Manager-Corp. Quality & New Initiatives with Gabriel India Limited.

Save and except Mr. Rajesh Sinha 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. 9.



Mr. Sinha is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to be re-appointed as a Director. The relevant documents relating to re-appointment of Mr. Rajesh Sinha are available for inspection by members at the Registered Office of the Company. In pursuance of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, as amended from time to time, the disclosures regarding his appointment are separately provided in this Notice of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly the Board recommends re-appointment of Mr. Sinha, as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 9 of the notice as a Special Resolution.

**Item No. 10**

In the meeting of Board of Directors held on December 15, 2021, Mr. Manish Chadha, was re-appointed as the CFO & Whole-Time Director-Finance of the Company.

Mr. Chadha, aged about 47 years, is a member of Institute of Chartered Accountants of India. Mr. Chadha has over 22 years of rich experience in Controlling, Plant Finance Operations, Statutory Reporting and Compliances, Business Analysis, Strategic Planning, Accounts/ MIS, Financial Planning & Budgeting, Cost Control, Internal Control and System Implementation in the Automobile industry.

Mr. Chadha has been associated with the Company since 2003 in various senior level positions in the finance department, including that of Group Controller. Prior to joining the Company, he was working with Daweoo Motors India Limited as Manager-Finance.

Save and except Mr. Manish Chadha 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. 10.

Mr. Chadha is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to be re-appointed as a Director. The relevant documents relating to re-appointment of Mr. Chadha are available for inspection by members at the Registered Office of the Company. In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, as amended from time to time, the disclosures regarding his appointment are separately provided in this Notice of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly the Board recommends re-appointment of Mr. Chadha, as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 10 of the notice as a Special 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: I-GF-Emerald Hills Floor-138,  
Sec.-65 Urban Estate, Golf Course Extn. Road,  
Gurugram-122101

**Date : 08.08.2022  
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)**

<b>Name of Director</b>	<b>Ms. Nalini Jolly</b>
<b>Original Date of Appointment</b>	13 <sup>th</sup> August 2019
<b>Age</b>	55 Years (Approx.)
<b>Expertise in specific functional areas</b>	Ms. Nalini Jolly has worked in reputed organisations for over almost 23 years and has handled positions of increasing responsibilities in the areas of Strategy & Resource Planning, Sales & Business Development, Supply Chain Management, Training & Monitoring, Service Branding & Marketing, Technical Support operations.
<b>Qualifications</b>	B. Com (Honours) from Jesus and Mary College, Delhi University and PGDM from IMT Ghaziabad
<b>Directorships held in other companies (excluding foreign companies)</b>	Nil
<b>Committee position held in other companies</b>	Nil
<b>No. of Board meetings attended during the year</b>	<b>06</b>
<b>No. of shares held</b>	Nil

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

<b>Name of Director</b>	<b>Mr. Vinod Kumar Hans</b>
<b>Original Date of Appointment</b>	01 <sup>st</sup> January, 2016
<b>Age</b>	56 Years (Approx.)
<b>Expertise in specific functional areas</b>	Mr. Vinod Kumar Hans has 35 years of rich experience at various positions in the field of Sales, Engineering and Program Management for OE customers, Aftermarket, Corporate Projects, Product Development and Business Process restructuring.  Mr. Hans has been associated with the Company since July, 2008 as Director-Sales and presently holding the position of Whole-Time Managing Director. Prior to joining the Company, he was Head of Customer Relation Management in GKN Driveline India Limited and responsible for Sales, Engineering and Performance Management for all OE customers, aftermarket and exports from India.
<b>Qualifications</b>	Mr. Hans is a graduate in Mechanical Engineering from REC Allahabad and a post-graduate in Business Management from Birla Institute of Management Technology, New Delhi. He has also undertaken one-year leadership and Executive Management Development program with University of Cranefield UK and Cedep, University of Insead, France, respectively.
<b>Directorships held in other companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>1. Federal-Mogul Ignition Products India Limited</li> <li>2. Federal-Mogul Bearings India Limited</li> <li>3. Federal-Mogul TPR (India) Limited</li> <li>4. Federal-Mogul Sealings India Limited</li> </ol>
<b>Committee position held in other companies</b>	<ol style="list-style-type: none"> <li>1. <b>Federal-Mogul Ignition Products India Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee, Chairman</li> <li>- Nomination &amp; Remuneration Committee, Member</li> <li>- Corporate Social Responsibility Committee, Chairman</li> </ul> </li> <li>2. <b>Federal-Mogul Bearings India Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee, Chairman</li> <li>- Nomination &amp; Remuneration Committee, Chairman</li> </ul> </li> </ol>



- Stakeholders' Relationship Committee, Chairman
- Corporate Social Responsibility Committee, Chairman
- 3. Federal-Mogul TPR (India) Limited**
- Corporate Social Responsibility Committee, Chairman
- 4. Federal-Mogul Sealings India Limited**
- Stakeholders' Relationship Committee, Chairman
- Share Transfer Committee, Chairman

No. of Board meetings attended during the year **06**  
No. of shares held Nil

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

<b>Name of Director</b>	<b>Mr. Rajesh Sinha</b>
<b>Original Date of Appointment</b>	01 <sup>st</sup> January, 2016
<b>Age</b>	53 Years (Approx.)
<b>Expertise in specific functional areas</b>	Mr. Rajesh Sinha has over 26 years of rich experience at senior level positions in Production, Industrial Relations Management, Quality Assurance, VA & VE, Technical Services, Project Execution in the Automobile industries.  Mr. Sinha has been associated with the Company since 2007. Prior to joining the Company in 2007, he was holding the position of Dy. General Manager-Corp. Quality & New Initiatives with Gabriel India Limited.
<b>Qualifications</b>	Mr. Sinha is a Bachelor of Engineering in Mechanical from Bhilai Institute of Technology, Bhilai and is a Master of Business Administration in Operations from IMT, Ghaziabad.
<b>Directorships held in other companies (excluding foreign companies)</b>	Federal-Mogul TPR (India) Limited
<b>Committee position held in other companies</b>	Nil
<b>No. of Board meetings attended during the year</b>	<b>06</b>
<b>No. of shares held</b>	Nil



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

<b>Name of Director</b>	<b>Mr. Manish Chadha</b>
<b>Original Date of Appointment</b>	05 <sup>th</sup> February 2016
<b>Age</b>	47 Years (Approx).
<b>Expertise in specific functional areas</b>	<p>Mr. Manish Chadha has over 22 years of rich experience in Controlling, Plant Finance Operations, Statutory Reporting and Compliances, Business Analysis, Strategic Planning, Accounts/ MIS, Financial Planning &amp; Budgeting, Cost control, Internal Control and System Implementation in the Automobile industries.</p> <p>Mr. Chadha has been associated with the Company since 2003 in various senior level positions in the finance department, including that of Group Controller of Motorparts business of the Company. Prior to joining the Company, he was working with Daweoo Motors India Limited as Manager-Finance.</p>
<b>Qualifications</b>	Chartered Accountant from the Institute of Chartered Accountants of India (ICAI).
<b>Directorships held in other companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>1. Federal-Mogul Sealings India Limited</li> <li>2. Federal-Mogul TPR (India) Limited</li> <li>3. Federal-Mogul Bearings India Limited</li> </ol>
<b>Committee position held in other companies</b>	<ol style="list-style-type: none"> <li>1. <b>Federal-Mogul Bearings India Limited</b> <ul style="list-style-type: none"> <li>- Audit Committee, Member</li> <li>- Nomination &amp; Remuneration Committee, Chairman</li> <li>- Corporate Social Responsibility Committee, Member</li> <li>- Stakeholders' Relationship Committee, Member</li> </ul> </li> <li>2. <b>Federal-Mogul Sealings India Limited</b> <ul style="list-style-type: none"> <li>- Stakeholders' Relationship Committee, Member</li> <li>- Share Transfer Committee, Member</li> </ul> </li> </ol>
<b>No. of Board meetings attended during the year</b>	<b>6</b>
<b>No. of shares held</b>	Nil (not in capitalised)



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

<b>Name of Director</b>	<b>Mr. Sunit Kapur</b>
<b>Original Date of Appointment</b>	08 <sup>th</sup> May, 2012
<b>Age</b>	47 Years (Approx)
<b>Expertise in specific functional areas</b>	Mr. Sunit Kapur is a Mechanical Engineer from the Punjab University and has also done General Management Programme at CEDEP (INSEAD). Mr. Kapur has been associated with the Company since 1994. He has around 28 years of rich experience in Manufacturing, Engineering, Projects, Operation and General Management. He began his career as Production Manager at the Patiala Plant of the Company and has been instrumental in introduction of various new processes and changes over his tenure of 26 years with the Company. His professional skills and abilities accumulated through intensive on-the-Job and off-the-Job trainings from eminent Global Management and Technical Experts. Mr. Sunit Kapur was Managing Director of the Company during the year 2012-13. Presently, he is Vice President and General Manager – Global Ignition in Tenneco Inc., USA.
<b>Qualifications</b>	Mechanical Engineer and General Management Programme at CEDEP (INSEAD).
<b>Directorships held in other companies (excluding foreign companies)</b>	<b>Federal-Mogul Ignition Products India Limited</b>
<b>Committee position held in other companies</b>	Nil
<b>No. of Board meetings attended during the year</b>	<b>03</b>
<b>No. of shares held</b>	Nil

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

<b>Name of Director</b>	<b>Mr. K. C. Sundareshan Pillai</b>
<b>Original Date of Appointment</b>	16 <sup>th</sup> December, 2016
<b>Age</b>	66 Years (Approx.)
<b>Expertise in specific functional areas</b>	Mr. Pillai, aged about 66 years, has done his 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 35 years of rich experience in steering sales and marketing functions and technical areas with said companies.
<b>Qualifications</b>	Graduation in Mechanical Engineering from National Institute of Technology, Raipur
<b>Directorships held in other companies (excluding foreign companies)</b>	Nil
<b>Committee position held in other companies</b>	Nil
<b>No. of Board meetings attended during the year</b>	<b>06</b>
<b>No. of shares held</b>	Nil

**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: IGF-Emerald Hills Floor-138, Sec.-65 Urban Estate,  
Golf Course Extn. Road, Gurugram-122101

**Date : 08.08.2022  
Place : Gurugram**