

**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

**Tel. :** +91 124 4784530; +91 11 4905 7597

**E-mail:** [investorgrievance@tenneco.com](mailto:investorgrievance@tenneco.com);

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

**Notice of Postal Ballot**

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given to the Members of Federal-Mogul Goetze (India) Limited ('the Company'), pursuant to Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended ('Rules') read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 03/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September 2023 and 09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the business as set out in this Notice is proposed for consideration by the Members of the Company by means of this Postal Ballot by voting through electronic means only ('remote e-voting') by passing of special resolutions:

**SPECIAL BUSINESS**

**Item No 1: To appoint Mr. Rayasam Venkataramaiah (DIN: 05276853) as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 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. Rayasam Venkataramaiah (DIN: 05276853) as an Independent Director of the Company to hold the office for a period of 5 (Five) years, commencing from 16<sup>th</sup> December 2024”

**Item No. 2: To appoint Mr. Rajesh Jain (DIN: 10619014) as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 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. Rajesh Jain (DIN: 10619014) as an Independent Director of the Company to hold the office for a period of 5 (Five) years, commencing from 13<sup>th</sup> February 2025”

**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:** 14<sup>th</sup> November 2024

**Place:** Gurugram

**Notes:**

1. The Explanatory Statement and reasons for the proposed special resolutions pursuant to Section 102 read with Sections 108 and 110 of the Act setting out material facts are appended hereinbelow.
2. The Company has appointed Ms. Jaya Yadav, Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s), as on Friday, 15<sup>th</sup> November, 2024 (“Cut-Off Date”). The Members who have not registered their e-mail IDs are requested to follow the instructions given under Note No.10.
4. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance of Sections 108 and 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at <http://www.federalmogulgoetzeindia.net/web/index.html> , websites of the Stock Exchanges i.e. BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://nsdl.co.in/>.
7. All the material documents referred in the Explanatory Statement, shall be available to the Members for inspection from the date of circulation of this Notice until the date of end of remote e-voting facility, through electronic mode, basis the request being sent on [investorgrievance@tenneco.com](mailto:investorgrievance@tenneco.com).
8. The remote e-voting facility will be available during the following period:

**Commencement of remote e-voting:** Friday, 22<sup>nd</sup> November 2024 at 9.00 A.M. (IST).

**End of remote e-voting:** Saturday, 21<sup>st</sup> December 2024 at 5.00 P.M. (IST).

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled upon expiry of aforesaid period. Once the vote on the resolution is cast by a Member, he/ she shall not be allowed to change it subsequently.

9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off date fixed for the purpose.
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar & Share Transfer Agent ('RTA') i.e., Alankit Assignments Limited at [rta@alankit.com](mailto:rta@alankit.com) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
11. The Scrutinizer will submit its report to the Chairman, or such other person as may be authorised in this regard by him, after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced not later than 2 working days of conclusion of e-voting. The Resolution, if passed by requisite majority shall be deemed to have been passed on Saturday, 21<sup>st</sup> December 2024, being the last date specified by the Company for e-voting.
12. The declared results along with the report of the Scrutinizer shall be forwarded to BSE and NSE and shall be uploaded on the website of the Company <http://www.federalmogulgoetzeindia.net/web/index.html>, website of NSDL i.e. <https://nsdl.co.in/>.

## 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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 data-bbox="497 779 1380 1209">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="497 1209 1380 1366">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="497 1366 1380 1836">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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.</li><li data-bbox="497 1836 1380 1953">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.</li></ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</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.</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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	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 toll free no. 1800-21-09911

**B) Login Method 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.com](mailto:evoting@nsdl.com) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 [jayayadav@whitespan.in](mailto:jayayadav@whitespan.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [investorgrievance@tenneco.com](mailto:investorgrievance@tenneco.com) . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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@alankit.com](mailto:rta@alankit.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@alankit.com](mailto:rta@alankit.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to 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.



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

### **Item No. 1**

In the meeting of the Board of Directors held on 14<sup>th</sup> November 2024 Mr. Rayasam Venkataramaiah was appointed as an Additional Non-Executive Independent Director for a period of 5 years, effective 16<sup>th</sup> December 2024 basis the recommendation of the Nomination and Remuneration Committee. The Company has received the notice under Section 160 of the Companies Act 2013 from members proposing candidature of Mr. Rayasam Venkataramaiah as an Independent Director.

Mr. Venkataramaiah aged about 61 years is a graduate in Mechanical Engineering from Acharya Nagarjuna University-Andhra Pradesh. He additionally holds a PG diploma in Operations Management from IGNOU and an MBA from Alagappa University. He also has certification in Lean Six Sigma and business process reengineering.

Mr. Venkataramaiah has 35+ years of rich experience in the manufacturing industry, with positions of increasing responsibility in Companies such as MICO–BOSCH, Bangalore, worked for TAFE, Chennai, TI cycles, Chennai, Rane (Madras) Limited, Chennai, Fenner India, Chennai and Federal-Mogul Motorparts (India) Limited, Chennai and Lokesh Machine tools, Hyderabad. He also has experience serving as an Independent Director.

Save and except Mr. Rayasam Venkataramaiah 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. 1.

Mr. Venkataramaiah has confirmed his eligibility, given his consent to act as a Director and provided a declaration that he meets the criteria of independence as prescribed, under Section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI Listing Regulations and that he is not disqualified for the said appointment. The relevant documents relating to appointment of Mr. Venkataramaiah shall be available to the Members for inspection from the date of circulation of this Notice until the date of end of remote e-voting facility, through electronic mode, basis the request being sent on [investorgrievance@tenneco.com](mailto:investorgrievance@tenneco.com).

Pursuant to Section 152 read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment fulfils the conditions specified under the Act and the rules made thereunder and the applicable provisions of SEBI Listing Regulations and is independent of the management.

In pursuance of the SEBI (Listing Obligation 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.

The Board considers that his knowledge and experience would be of immense benefit to the Company. Accordingly, the Board recommends appointment of Mr. Venkataramaiah as an Independent Director and proposes to pass the resolution, set out in the Notice as a Special Resolution.

### **Item No. 2**

In the meeting of the Board of Directors held on 14<sup>th</sup> November 2024 Mr. Rajesh Jain was appointed as an Additional Non-Executive Independent Director for a period of 5 years, effective 13<sup>th</sup> February 2025, basis the recommendation of the Nomination and Remuneration Committee. The Company has received notice under Section 160 of the Companies Act 2013 from members proposing candidature Mr. Rajesh Jain as an Independent Director.

Mr. Rajesh Jain aged about 69 years is a Fellow Chartered Accountant having 50+ years of experience across India, Malawi and Zambia, he is a seasoned leader in Governance, Audit, Corporate Finance and Advisory. He was a founding partner of KPMG, India. He has also held senior leadership positions, including as National Managing Partner, COO, and Head of Markets, at top global firms.

He has previously served as the Engagement Partner for several Fortune 500 Companies and large entrepreneurial corporates, including HCL Technologies, GE Capital, Genpact, Adobe, Mphasis, PepsiCo, Ranbaxy and the Vedanta Group, among others. His sector expertise includes complex audits, due diligence, M&A and IPOs under Indian GAAP, US GAAP and financial reviews.

Save and except Mr. Rajesh Jain 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. 2.

Mr. Jain has confirmed his eligibility, given his consent to act as a Director and provided a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations and that he is not disqualified for the said appointment. The relevant documents relating to appointment of Mr. Rajesh Jain shall be available to the Members for inspection from the date of circulation of this Notice until the date of end of remote e-voting facility, through electronic mode, basis the request being sent on [investorgrievance@tenneco.com](mailto:investorgrievance@tenneco.com).

Pursuant to Section 152 read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment fulfils the conditions specified under the Act and the rules made thereunder and the applicable provisions of SEBI Listing Regulations and is independent of the management.

In pursuance of the SEBI (Listing Obligation 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.

The Board considers that his knowledge and experience would be of immense benefit to the Company. Accordingly, the Board recommends appointment of Mr. Jain as an Independent Director and proposes to pass the resolution, set out in the Notice as a Special Resolution.

## DETAILS OF THE DIRECTORS

[Pursuant to Regulation 36(3) of the Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

### **ITEM NO.1**

<b>Name of Director</b>	Mr. Rayasam Venkataramaiah
<b>Original Date of Appointment</b>	14 <sup>th</sup> November, 2024
<b>Age</b>	61 years
<b>Expertise in specific functional areas</b>	Mr. Venkataramaiah has 35+ years of rich experience in the manufacturing industry, with positions of increasing responsibility in Companies such as MICO–BOSCH, Bangalore, worked for TAFE, Chennai, TI cycles, Chennai, Rane(Madras) Limited, Chennai, Fenner India, Chennai and Federal-Mogul Motorparts (India) Limited, Chennai, and Lokesh Machine tools, Hyderabad. He also has experience serving as an Independent Director.
<b>Qualifications</b>	Mr. Venkataramaiah aged about 61 years is a graduate in Mechanical Engineering from Acharya Nagarjuna University-Andhra Pradesh. He additionally holds a PG diploma in Operations Management from IGNOU and an MBA from Alagappa University. He also has certification in Lean Six Sigma and business process reengineering.
<b>Terms and Conditions of appointment &amp; Remuneration proposed to be paid</b>	Terms and Conditions of appointment of Independent Director are available on website of the Company <a href="http://www.federalmogulgoetzeindia.net/web/index.html">http://www.federalmogulgoetzeindia.net/web/index.html</a>  Mr. Venkataramaiah shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board.
<b>Remuneration last drawn (FY 2023-24)</b>	Not applicable
<b>Directorships held in other companies (excluding foreign companies)</b>	Nil
<b>Committee position held in other Companies</b>	Nil
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil
<b>No. of Board meetings attended during the year</b>	Nil
<b>No. of shares held including shareholding as a beneficial owner</b>	Nil
<b>Disclosure of inter-se relationships between directors and key managerial personnel</b>	Nil

**ITEM NO. 2**

<b>Name of Director</b>	Mr. Rajesh Jain
<b>Original Date of Appointment</b>	14 <sup>th</sup> November, 2024
<b>Age</b>	69 years
<b>Expertise in specific functional areas</b>	<p>Mr. Rajesh Jain is having 50+ years of experience across India, Malawi and Zambia, he is a seasoned leader in Governance, Audit, Corporate Finance and Advisory. He is a founding partner of KPMG, India. He has also held senior leadership roles, including National Managing Partner, COO, and Head of Markets, at top global firms.</p> <p>He has previously served as the Engagement Partner for several Fortune 500 Companies and large entrepreneurial corporates, including HCL Technologies, GE Capital, Genpact, Adobe, Mphasis, PepsiCo, Ranbaxy and the Vedanta Group, among others. His sector expertise includes complex audits, due diligence, M&amp;A and IPOs under Indian GAAP, US GAAP and financial reviews.</p>
<b>Qualifications</b>	Fellow Chartered Accountant
<b>Terms and Conditions of appointment &amp; Remuneration proposed to be paid</b>	<p>Terms and Conditions of appointment of Independent Director are available on website of the Company <a href="http://www.federalmogulgoetzeindia.net/web/index.html">http://www.federalmogulgoetzeindia.net/web/index.html</a></p> <p>Mr. Rajesh Jain shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board.</p>
<b>Remuneration last drawn (FY 2023-24)</b>	Not applicable
<b>Directorships held in other companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>1. Agro Tech Foods Limited</li> <li>2. Vama Sundari Investments (Delhi) Private Limited</li> <li>3. Gensol Engineering Limited</li> <li>4. Panacea Biotec Pharma Limited</li> <li>5. Panacea Biotec Limited</li> </ol>
<b>Committee position held in other Companies</b>	<ol style="list-style-type: none"> <li>1. Gensol Engineering Limited - Audit Committee, Chairman</li> <li>2. Agro Tech Foods Limited - Audit Committee, Chairman</li> <li>3. Vama Sundari Investments (Delhi) Private Limited - Risk Committee, Chairman</li> <li>4. Panacea Biotec Pharma Limited - Audit Committee, Chairman</li> </ol>
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil
<b>No. of Board meetings attended during the year</b>	Nil
<b>No. of shares held including shareholding as a beneficial owner</b>	Nil
<b>Disclosure of inter-se relationships between directors and key managerial personnel</b>	Nil