

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: 10th Floor, Paras Twin Towers,
Tower- B, Golf Course Road, Sector- 54 Gurugram-122002

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

Fax : +91 124 4292840, +91 11 4905 7597

E-mail : investor.grievance@tenneco.com;

Website : www.federalmogulgoetzeindia.net



NOTICE

Notice is hereby given that the 66th (Sixty-sixth) Annual General Meeting (AGM) of the Federal-Mogul Goetze (India) Limited (the Company) will be held on Monday, 27th September, 2021 at 11:00 AM through Video conferencing (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 31st March, 2021 and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Vinod Kumar Hans (DIN: 03328309) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajesh Sinha (DIN: 07358567) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

4. Ratification of Remuneration to Cost Auditor for the financial year 2021-22

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Sanjay Gupta & Associates, Cost Accountants having Firm Registration No. 00212 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2021-22, 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 RESOLUTIONS:

5. Re-Appointment of Dr. Khalid Iqbal Khan as Whole-Time Director - Legal & Company Secretary of the Company including terms of appointment

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 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, to re-appoint Dr. Khalid Iqbal Khan, as the Whole Time Director-Legal & Company Secretary of the Company, for a period of three (3) years w.e.f. 22nd May 2021 to 21st May, 2024 on the following terms and conditions:

Base Salary	: Salary in the scale of Rs. 31,80,000/- - Rs. 40,00,000/- per annum subject to review by the Board/Nomination & Remuneration Committee.
Perquisites	: <ul style="list-style-type: none">- HRA: 50% of the base salary p.a.- Special Allowance: In the scale of Rs. 25,38,660/- p.a. to Rs. 32,00,000/- p.a. subject to review by the Board/Nomination & Remuneration Committee.- LTA: As per the rules of the Company from time to time;- Medical Reimbursement: As per the rules of the Company from time to time;- Bonus: Dr. Khalid will be entitled to annual MIP bonus subject to a maximum of Rs. 23,00,000/- p.a.- Car Allowance: As per Company's policy from time to time.- Petrol & Maintenance reimbursement: On the basis of actual expense.- Provident Fund Contribution: 12% of Base Salary.- Gratuity: 4.81% of Base salary.



RESOLVED FURTHER that where in any financial year during the tenure of appointment of Dr. Khalid Iqbal Khan, Whole Time Director-Legal & Company Secretary, of the Company has no profits or its profits are inadequate, Dr. Khan, 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 & Remuneration Committee or the Board of Directors be and is hereby authorized, from time to time, to alter/vary the terms and conditions of appointment of Dr. Khan as Whole Time Director-Legal & Company Secretary, of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule V to the Companies Act 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 : 28th June 2021
Place : Gurugram

Notes:

1. 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 (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 15th January, 2021 (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.
2. 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.**
3. 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.
4. 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.
5. 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.
6. 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 and 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.nsd.com.
7. The recorded transcript of the forthcoming AGM scheduled to be held on 27th September, 2021, 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.
8. 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. 27th September, 2021. Members seeking to inspect such documents can send an email to investor.grievance@tenneco.com.
9. In order to receive copies of the Annual Report 2020-2021 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 Alankit 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.
10. 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.
11. 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.

12. 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.
13. 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.
14. The Register of Members and Share Transfer Register will remain closed from Monday, 20th September, 2021 to Monday, 27th September, 2021 (both days inclusive).
15. The Directors’ Report, Auditors’ Report, Audited Financial Statements for the financial year ended 31st March 2021 are annexed herewith.
16. 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.
17. 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 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021 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 investor.grievance@tenneco.com, Tel. No.: +91 124 4784530.
18. The remote e-voting period commences on 24th September, 2021, Friday (9:00 AM) and ends on 26th September, 2021, Sunday(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. 17th September, 2021, Friday 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. 17th September, 2021 may obtain the login ID and password by sending an email to evoting@nsdl.co.in or investor.grievance@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.
 - 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.
19. The Board vide its Resolution passed on 28th June, 2021 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.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in 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 24th September, 2021 (Friday) at 09:00 A.M. and ends on 26th September, 2021 (Sunday) 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. 17th September, 2021 (Friday), 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 17th September, 2021.

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


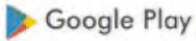


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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 e-Voting services 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="964 1512 1394 1764" style="text-align: right;"> <p>NSDL Mobile App is available on</p>     </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

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>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p> <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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 :

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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 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

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.
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. 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 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 shruti.bhardwaj@tenneco.com or 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 : 28th June 2021
Place : Gurugram



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

Item No. 04

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 2021-22 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 2021-22 as set out in Item No. 4 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.4 as an Ordinary Resolution.

Item No. 05

In the meeting of Board of Directors held on 11th February, 2021, Dr. Khalid Iqbal Khan (05253556), was re-appointed as Whole-time Director - Legal & Company Secretary of the Company. Dr. Khalid Khan, aged 52 years, is a Company Secretary from the Institute of Company Secretaries of India, Chartered Secretary from the Institute of Chartered Secretaries and Administrators, UK and a Law graduate. He is also a PhD in Corporate Governance. Dr. Khan has 29 years of rich experience at senior level positions in the field of legal & corporate affairs. He has also undergone* Mahler Leadership Course. Dr. Khan has been associated with the Company since November, 2009. Prior to joining the Company, he was Company Secretary of Goodyear India Limited. Save and except Dr. Khan as mentioned above, none of the other directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 5. Dr. Khan 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 Dr. Khalid Iqbal Khan are available for inspection by members at the Registered Office of the Company. The Board considers that his continued association would be of immense benefit to the Company. Accordingly the Board recommends re-appointment of Dr. Khan, as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 5 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 : 28th June 2021
Place : Gurugram**

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT

I. General Information

1. Nature of Industry	Manufacturer of automobile components
2. Date or expected date of commencement of commercial production	Not applicable as the Company is in Commercial production.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
4. Financial performance based on given indicators	As per the Annual Report
5. Foreign investments or collaborations, if any.	Federal-Mogul Holdings Limited (Promoter) and Federal-Mogul Vermögensverwaltungs-GMBH (Promoter), holds 60.05% and 14.93%, respectively, of the paid-up equity share capital of the Company.

II. Information about the appointee:

1. Background details, Recognition/ awards	As mentioned in explanatory statement.
2. Past Remuneration	Rs. 88,26,748/- p.a. as on 31 st March 2020
3. Job profile and his suitability	<p>Dr. Khalid Iqbal Khan is taking care of the legal and corporate affair functions of the Company as Whole-time Directors -Legal and Company Secretary. Dr. Khan has been associated with the Company since November, 2009. He has approximately 29 years of rich experience at senior level positions in the field of legal and corporate affairs.</p> <p>Considering his vast experience, the Board considered him the most suitable candidate for appointment/re-appointment as a Whole-time Director-Legal and Company Secretary of the Company.</p>
4. Remuneration proposed	As per the details given in Item 5.
5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is in tune with the current remuneration packages of similar managerial personnel of Companies belonging to the similar industry, size and with effective capital comparative to the Company. Further, it is commensurate with the qualification & experience of the appointee and in accordance with the highly competitive business scenario requiring recognition & reward of performance & achievement for retention of the best talent and motivation towards meeting the objectives of the Company.
6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Only to the extent of his entitlement to the remuneration as a managerial personnel.

III. Other information

1. Reasons of loss or inadequate profits	<p>The Company has an Operating profit before finance charges, depreciation and exceptional item of INR 12,532.32 Lakhs.</p> <p>In view of unfavorable Order from the Hon'ble Supreme Court in matter of Management of Federal Mogul Goetze (India) Ltd. Versus Additional Labour Commissioner (Administration) and Appellate Authority & ORS. on May 13, 2021, the Company has created a provision of Rs. 42.75 Crores, which is appearing as an exceptional item in the Statement of Profit and Loss for the year ended 31st March, 2021.</p> <p>Irrespective of the heads under which the provision as mentioned above appear or their nomenclature/ heading/ title/ narration, etc., such provisions do not make the Company liable for payment since liability is disputed as Company has filed a review petition against the said Order before the Hon'ble Supreme Court.</p>
2. Steps taken or proposed to be taken for improvement	<p>The Company has been making all round efforts to reduce cost. Every component of cost is minutely reviewed.</p> <p>The Company endeavors to revitalize in near future as consumers regain confidence and vehicle demand increases.</p> <p>The Management expects positive growth in Indian automobile industry during the year 2021-22.</p>
3. Expected increase in productivity and profits in measurable terms.	<p>The performance of the auto industry is linked to the automobile and the transport sectors. The growth of these sectors is dependent on the performance of the economy. Considering the measures taken/planned by the Central Government to boost the economy as well as various steps taken by your Company and further plans and strategies drawn, the Company is expected to improve its performance.</p>

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

Name of Director	Mr. Vinod Kumar Hans
Original Date of Appointment	01 st January, 2016
Age	55 Years
Expertise in specific functional areas	<p>Mr. Vinod Kumar Hans has 34 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.</p> <p>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.</p>
Qualifications	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.
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Federal-Mogul Ignition Products India Limited 2. Federal-Mogul Anand Bearings India Limited 3. Federal-Mogul TPR (India) Limited 4. Federal-Mogul Anand Sealings India Limited
Committee position held in other companies	<ol style="list-style-type: none"> 1. Federal-Mogul Ignition Products India Limited <ul style="list-style-type: none"> - Audit Committee, Chairman - Nomination & Remuneration Committee, Member - Corporate Social Responsibility Committee, Chairman 2. Federal-Mogul Anand Bearings India Limited <ul style="list-style-type: none"> - Audit Committee, Chairman - Nomination & Remuneration Committee, Chairman - Stakeholders' Relationship Committee, Chairman - Corporate Social Responsibility Committee, Chairman 3. Federal-Mogul TPR (India) Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee, Chairman 4. Federal-Mogul Anand Sealings India Limited <ul style="list-style-type: none"> - Stakeholders' Relationship Committee, Chairman - Share Transfer Committee, Chairman
No. of Board meetings attended during the year	04
No. of shares held	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)

Name of Director	Mr. Rajesh Sinha
Original Date of Appointment	01 January, 2016
Age	52 Years
Expertise in specific functional areas	<p>Mr. Rajesh Sinha has over 25 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.</p> <p>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.</p>
Qualifications	<p>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.</p>
Directorships held in other companies (excluding foreign companies)	Federal-Mogul TPR (India) Limited
Committee position held in other companies	Nil
No. of Board meetings attended during the year	04
No. of shares held	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)

Name of Director	Dr. Khalid Iqbal Khan
Original Date of Appointment	22 nd May 2015
Age	52 yrs.
Expertise in specific functional areas	Dr. Khalid Iqbal Khan has approximately 29 years of rich experience at senior level positions in the field of legal and corporate affairs. He has also undergone Mahler Leadership Course. Dr. Khan has been associated with the Company since November, 2009 and presently holding the position of Whole-time Director- Legal & Company Secretary. Prior to joining the Company, he was Company Secretary of Goodyear India Limited.
Qualifications	Company Secretary from Institute of Company Secretaries of India, Chartered Secretary from UK, Bachelor of Law and PhD in Corporate Governance.
Directorships held in other companies (excluding foreign companies)	1. Federal-Mogul Ignition Products India Limited 2. Federal-Mogul TPR (India) Limited
Committee position held in other companies	1. Federal-Mogul Ignition Products India Limited - Audit Committee, Member - Nomination & Remuneration Committee, Chairman - Corporate Social Responsibility Committee, Member 2. Federal-Mogul TPR (India) Limited - Corporate Social Responsibility Committee, Member
No. of Board meetings attended during the year	04
No. of shares held	5 Equity Shares

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

Sd/-

**Dr. Khalid Iqbal Khan
Whole-time Director-Legal &
Company Secretary**

Membership No. F5993

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

**Date : 28th June 2021
Place : Gurugram**