

## NOTICE

Notice is hereby given that the 61<sup>st</sup> Annual General Meeting of the Company will be held on Friday, 26<sup>th</sup> August, 2016 at 11:00 AM at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statement including consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016 and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sunit Kapur (DIN: 03435110) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors', M/s. Walker, Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N), as the Statutory Auditors' of the Company and to fix their remuneration.  
"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and resolution passed by the members in their 60<sup>th</sup> Annual General Meeting held on August 11, 2015, the appointment of M/s. Walker Chandio & Co., Chartered Accountants (Firm Registration No. 001076N), as Statutory Auditors' to hold office up to the conclusion of 62<sup>nd</sup> Annual General Meeting, be and is hereby ratified at such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors'."

### **SPECIAL BUSINESS:**

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

#### **4. Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Director, liable to retire by rotation**

"RESOLVED THAT pursuant to the provisions of section 149, 152 and 160 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), Mr. Vinod Kumar Hans (DIN: 03328309) who was appointed as an Additional Director with effect from 1<sup>st</sup> January 2016 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director, liable to retire by rotation, on the Board of the Company."

#### **5. Appointment of Mr. Rajesh Sinha (DIN: 07358567) as Director, liable to retire by rotation**

"RESOLVED THAT pursuant to the provisions of section 149, 152 and 160 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), Mr. Rajesh Sinha (07358567) who was appointed as an Additional Director with effect from 1<sup>st</sup> January 2016 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed) as Director, liable to retire by rotation, on the Board of the Company."

#### **6. Appointment of Mr. Manish Chadha (DIN: 07195652) as Director, liable to retire by rotation**

"RESOLVED THAT pursuant to the provisions of section 149, 152 and 160 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), Mr. Manish Chadha (DIN : 07195652) who was appointed as an Additional Director with effect from 1<sup>st</sup> January 2016 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013, proposing himself for the office of Director, be and is hereby appointed as Director, liable to retire by rotation, on the Board of the Company."

#### **7. Ratification of Remuneration to Cost Auditor for the financial year 2016-17.**

"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 2016-17, amounting to Rs. 450000/- (Rupees four lakhs fifty thousand only) as audit fee plus service tax plus out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS**

#### **8. Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Whole-Time Managing Director of the Company**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, as amended upto date and any amendments or re-enactments thereto, the approval of the Members be and is hereby accorded, subject to the approval of the Central Government, if required, 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 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, 2016 to 31<sup>st</sup> December, 2018 on the following terms and conditions:

**Base Salary** • Salary in the scale of Rs. 31, 08,000/- to Rs. 40,00,000/- per annum.

**Perquisites**

- HRA: 50% of the base salary p.a.
- Special Allowance: In the scale of Rs. 26,82,000/- p.a. to Rs. 35,00,000/- p.a.
- LTA: As per the rules of the Company from time to time;
- Medical Reimbursement: As per the rules of the Company from time to time;
- Bonus: Mr. Vinod Kumar Hans will be entitled to annual MIP bonus subject to a maximum of Rs. 40,00,000/- p.a.
- Company's Car/ Car Allowance: As per Company's policy from time to time.
- Petrol & Maintenance reimbursement: On the basis of actual expense.
- Driver Reimbursement: As per Company's policy from time to time.
- Provident Fund Contribution: 12% of Base Salary
- Superannuation Contribution: 15% of Base Salary
- Gratuity: 4.81% of Base salary.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of appointment of Mr. Vinod Kumar Hans, Whole-Time Managing Director, of 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 & Remuneration Committee or the Board of Directors be and is hereby authorized, from time to time, to alter/vary the terms and conditions of appointment of Mr. 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 or within the scale as may be approved by the Central Government, if applicable."

**9. Appointment of Mr. Rajesh Sinha (DIN: 07358567) as Whole-Time Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, as amended up to date and any amendments or re-enactments thereto, the approval of the Members be and is hereby accorded, subject to the approval of the Central Government, if required, 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 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, 2016 to 31<sup>st</sup> December, 2018 on the following terms and conditions:

**Base Salary** • Salary in the scale of Rs. 17,40,000/- to Rs. 25,00,000/- per annum.

**Perquisites**

- HRA: 50% of the base salary p.a.
- Special Allowance: In the scale of Rs. 20,90,580/- p.a. to Rs. 25,00,000/- p.a.
- LTA: As per the rules of the Company from time to time;
- Medical Reimbursement: As per the rules of the Company from time to time;
- Bonus: Mr. Rajesh Sinha will be entitled to annual MIP bonus subject to a maximum of Rs. 22,00,000/- p.a.
- Car Allowance: As per Company's policy from time to time.
- Driver Reimbursement: As per Company's policy from time to time.
- Provident Fund Contribution: 12% of Base Salary
- Superannuation Contribution: 15% of Base Salary
- Gratuity: 4.81% of Base salary.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of appointment of Mr. Rajesh Sinha, Whole-Time Director, of 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 & Remuneration Committee or the Board of Directors be and is hereby authorized, from time to time, to alter/vary the terms and conditions of appointment of Mr. 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 or within the scale as may be approved by the Central Government, if applicable."

**10. Appointment of Mr. Manish Chadha (DIN: 07195652) as CFO & Finance Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, as amended upto date and any amendments or re-enactments thereto, the approval of the Members be and is hereby accorded, subject to the approval of the Central Government, if required, 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 appoint Mr. Manish Chadha, as the CFO & Finance Director of the Company, for a period of three years w.e.f 5<sup>th</sup> February, 2016 to 4<sup>th</sup> February, 2019 on the following terms and conditions:

- Base Salary** • Salary in the scale of Rs. 16,80,000/- to Rs. 25,00,000/- per annum.
- Perquisites**
- HRA: 50% of the base salary p.a.
  - Special Allowance: In the scale of Rs. 18,09,000/- p.a. to Rs. 25,00,000/- p.a.
  - LTA: As per the rules of the Company from time to time;
  - Medical Reimbursement: As per the rules of the Company from time to time;
  - Bonus: Mr. Manish Chadha will be entitled to annual MIP bonus subject to a maximum of Rs. 18,00,000/- p.a.
  - Car Allowance: As per Company's policy from time to time.
  - Petrol & Maintenance reimbursement: On the basis of actual expense.
  - Driver Reimbursement: As per Company's policy from time to time.
  - Provident Fund Contribution: 12% of Base Salary
  - Superannuation Contribution: 15% of Base Salary
  - Gratuity: 4.81% of Base salary.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of appointment of Mr. Manish Chadha, CFO & Finance Director, of 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 & Remuneration Committee or the Board of Directors be and is hereby authorized, from time to time, to alter/vary the terms and conditions of appointment of Mr. Chadha as CFO & Finance Director, 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, if applicable."

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

Dr. Khalid Iqbal Khan  
Whole-time Director-Legal & Company Secretary  
Membership No. F5993

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

Date : 13<sup>th</sup> May, 2016

Place : Gurgaon

**Notes:**

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.**
- ii) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than ten percent of the total paid up share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital carrying voting rights may appoint a single person a proxy and such person shall not act as proxy for any other person or shareholder.
- iii) The relative explanatory statements, pursuant to section 102 of the Companies Act 2013, in respect of Item No. 4 to 10 of the accompanying Notice are annexed hereto.
- iv) A statement giving the relevant details of the directors seeking re-appointment under Item Nos. 4,5,6,8,9,10 of the accompanying Notice, as required by Secretarial Standards-2 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.
- v) The Directors' Report, Auditors' Report, Audited Financial Statements for the financial year ended 31st March 2016 are enclosed.
- vi) The Register of Members and Share Transfer Books of the Company shall remain closed from 20<sup>th</sup> August, 2016 to 26<sup>th</sup> August, 2016 (both days inclusive) for the purpose of AGM.
- vii) The Notice of the AGM alongwith the Attendance slip and Proxy Form is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For the members who have not registered their email address, physical copy of the notice is being sent by the permitted mode.
- viii) The Company is pleased to provide e-voting facility to the shareholders of the Company through National Securities Depository Services India Limited (NSDL), to transact the business through e-voting.
- ix) Members holding shares in physical mode are requested to notify change in their address, transfer/transmission requests/ queries, if any to the Registrar & Transfer Agent (RTA) of the Company, "Alankit Assignments Limited", quoting Folio number and those holding shares in Demat mode must inform the change of address to their respective Depository Participants.
- x) Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in same order are requested to send all their relevant share certificate(s) to the RTA for consolidation of all such shareholdings into one account to facilitate better service.
- xi) Members / Proxies are requested to bring their copy of the Annual Report and Admission Slip sent herewith duly filled in for attending the meeting to avoid inconvenience and delay at the time of registration. Copies of Annual Report and admission slip will NOT be available for distribution at the venue of the meeting.

- xii) In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.
- xiii) Corporate members intending to send their authorised representative(s) to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company a certified copy of the Board Resolution together with their specimen signatures authorising their representative(s) to attend and vote on their behalf at the meeting.
- xiv) In terms of notification issued by SEBI, the Equity Shares of the Company are under compulsory demat trading for all Investors from 24<sup>th</sup> July 2000. Shareholders are advised to hold their shares in Demat mode and to send their Share Certificates along with Dematerialisation request to the RTA through their Depository Participants.  
Under Section 72 of the Companies Act, 2013 the shareholder(s) can nominate a person to whom his shares in the Company shall vest in the event of his/their death. Where the shares are held in joint names, such nomination has to be made jointly. The nominee shall, on the death of the shareholder or all joint holders, as the case may be, become entitled to all rights in the shares to the exclusion of all other persons unless the nomination is varied or cancelled by the shareholder(s) in the prescribed manner. Shareholder(s) desirous of nominating a person may write to the Company for obtaining the prescribed Nomination form.
- xv) All the Shareholders can communicate with the RTA for requests/ queries relating to transfer, transmission, demat, remat, endorsement as fully paid up, split, consolidation, change of address, issue of duplicate share certificates at the registered address "Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi - 110055". For all other queries, please contact the Company either at the Registered Office of the Company, G-4, J.R Complex, Gate No.-4, Mandoli Delhi – 110093 or by email to investor.grievance@federalmogul.com
- xvi) The facility for voting through polling paper shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- xvii) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) upto the date of Annual General Meeting and will also be available for inspection at the meeting.
- xviii) To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors are requested to register their email addresses with Alankit Assignments Limited if shares are held in physical mode or with their DP, if the holding is in electronic mode. In case a member holding shares in Dematerialized mode wants to obtain the copy of Annual Report in physical mode, he is requested to request the Company or R&TA in writing, for the same.

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

**Dr. Khalid Iqbal Khan  
Whole-time Director-Legal & Company Secretary  
Membership No. F5993**

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

Date : 13<sup>th</sup> May, 2016  
Place : Gurgaon

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

##### **Item No. 4 & 8**

In the meeting of the Board of Directors held on 8<sup>th</sup> December, 2015, Mr. Vinod Kumar Hans (DIN: 03328309) was appointed as an Additional Director on the Board of the Company w.e.f. 1<sup>st</sup> January 2016. Accordingly, Mr. Hans holds the office as Director upto the date of the forthcoming Annual General Meeting. The Company has received the notice from the member under Section 160 of the Companies Act, 2013 proposing his candidature as Director along with the prescribed deposit of Rs. 100000/-

In the same Board meeting, Mr. Hans was also appointed as Whole-time Managing Director, of the Company effective from 1<sup>st</sup> January, 2016, subject to the approval of the shareholders in the General Meeting and Central Government, if applicable.

Mr. Hans, aged about 50 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 29 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. 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.

**OTHER DETAILS**

Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>1. Federal-Mogul Ignition Products India Limited</li> <li>2. Federal-Mogul TPR (India) Limited</li> <li>3. Federal-Mogul Anand Sealings India Limited</li> <li>4. Federal-Mogul Anand Bearings India Limited</li> <li>5. Federal-Mogul Powertrain Solutions India Private Limited</li> <li>6. Federal-Mogul Motorparts (India) Limited</li> </ol>
Committee position held in other companies	<ol style="list-style-type: none"> <li>1. <b>Federal-Mogul TPR (India) Limited</b> Corporate Social Responsibility Committee, Chairman</li> <li>2. <b>Federal-Mogul Anand Bearings India Limited</b> Audit Committee, Member Stakeholder Relationship Committee, Chairman Corporate Social Responsibility, Committee, Chairman</li> <li>3. <b>Federal-Mogul Ignition Products India Limited :</b> - Audit Committee, Chairman - Nomination &amp; Remuneration Committee, Member - Corporate Social Responsibility Committee, Chairman</li> <li>4. <b>Federal-Mogul Motorparts (India) Limited :</b> - Audit Committee, Chairman - Nomination and Remuneration Committee, Member</li> <li>5. <b>Federal-Mogul Anand Sealings India Limited</b> - Audit Committee, Member - Stakeholder Relationship Committee, Member - Share Transfer Committee, Member</li> <li>6. <b>Federal-Mogul Power train Solutions India Private Limited</b> Corporate Social Responsibility Committee, Chairman</li> </ol>
No. of Board meetings attended during the year	01
No. of shares held	Nil

Mr. Hans is not disqualified from being appointed as a Whole-time Managing Director, in terms of the provision of Companies, Act, and has given his consent to be appointed as a Whole-time Managing Director of the Company. The Board had considered him the most suitable for the position of Whole-Time Managing Director of the Company.

Save and except, Mr. 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. 4 & 8. Accordingly, the Board recommends appointment of Mr. Hans, as Director, liable to retire by rotation and as Whole-time Managing Director of the Company, and propose to pass the resolutions as set out in Item no. 4 & 8 of the notice as Ordinary and Special Resolution respectively.

**STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:**
**I. General Information**

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

**II. Information about the appointee:**

1. Background details, Recognition/ awards	As mentioned in the explanatory statement above.
2. Past Remuneration	Total Cost to the Company Rs. 1,24,32,948/- P.A.
3. Job profile and his suitability	Mr. Vinod Kumar Hans is overall responsible for all the operations of the Company. He is responsible for overall financial policies, Sales and marketing for OE business in India and decision making of the Company subject to the direction and control of the Board of Directors. He plays a significant role in financial planning of the Company. In addition, he performs such other significant functions and exercises such powers as entrusted by the Board of Directors of the Company. Considering his vast experience, the Board considered him the most suitable candidate for appointment as a Whole time Managing Director of the Company.
4. Remuneration proposed	As per the details given in Item 8.
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	During the financial year ended March 31, 2015, the Company had a net profit (after tax) of Rs. 3135.54 lacs. As at March 31, 2016 the Company has reported an approved net profit (after tax) at Rs. 4400. 64 which is adequate for the payment of managerial remuneration.
2. Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve the profitability of the Company. Continuous review of activities in different areas of operations has been an integral part of the Company's philosophy to maximize gains and reduce costs, in order to meet the market realities.
3. Expected increase in productivity and profits in measurable terms.	The performance of the Auto component Sector is linked to the automobile sector. The growth of the automobile sector is dependent on the performance of the economy. Considering the measures taken by your Company and further plans and strategies, the Company is expected to perform better

**IV. Disclosure**

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

### Item No. 5 & 9

In the meeting of the Board of Directors held on 8<sup>th</sup> December, 2015, Mr. Rajesh Sinha (DIN: 07358567) was appointed as an Additional Director on the Board of the Company w.e.f. 1<sup>st</sup> January 2016. Accordingly, Mr. Sinha holds the office as Director upto the date of the forthcoming Annual General Meeting. The Company has received the notice from the member under Section 160 of the Companies Act 2013 proposing his candidature as Director along with the prescribed deposit of Rs. 100000/-

In the same Board meeting, Mr. Sinha was appointed as Whole-time Director of the Company effective from 1<sup>st</sup> January, 2016, subject to the approval of the shareholders in the General Meeting and Central Government, if applicable.

Mr. Sinha, aged 46 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 20 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 as Director-Operations, Bangalore. Prior to joining the Company in 2007, he was holding the position of Dy. General Manager-Corp. Quality & New Initiatives with Gabriel India Limited.

### OTHER DETAILS

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	01
No. of shares held	Nil

Mr. Sinha is not disqualified for being appointed as a Whole-time Director, in terms of the Companies Act and has given his consent to be appointed as a Whole-time Director. The Board had considered him the most suitable candidate for the position of Whole-Time Director of the Company.

Save and except Mr. 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. 5 & 9. Accordingly, the Board recommends the appointment of Mr. Sinha as Director, liable to retire by rotation, and as Whole-time Director of the Company and propose to pass the resolutions as set out in Item No. 5 & 9 of the Notice as Ordinary and Special Resolution respectively.

Statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013:

#### I. General Information

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

**II. Information about the appointee:**

1. Background details, Recognition/ awards	As mentioned in explanatory statement.
2. Past Remuneration	Total Cost to the Company Rs. 7262969/- P.A.
3. Job profile and his suitability	Mr. Rajesh Sinha is heading the ring division of all the plants of the Company. Being a member of the senior management team of the Company, he plays an important role in implementation of various significant business decisions. Considering his vast experience, the Board considered him the most suitable candidate for appointment as a Whole-time Director of the Company.
4. Remuneration proposed	As per the details given in Item 9.
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	During the financial year ended March 31, 2015, the Company had a net profit (after tax) of Rs. 3135.54 lacs. As at March 31, 2016 the Company has reported an approved net profit (after tax) at Rs. 4400.64 which is adequate for the payment of managerial remuneration.
2. Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve the profitability of the Company. Continuous review of activities in different areas of operations has been an integral part of the Company's philosophy to maximize gains and reduce costs, in order to meet the market realities.
3. Expected increase in productivity and profits in measurable terms.	The performance of the Auto component Sector is linked to the automobile sector. The growth of the automobile sector is dependent on the performance of the economy. Considering the measures taken by your Company and further plans and strategies, the Company is expected to perform better

**IV. Disclosure**

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

**Item No. 6 & 10**

In the meeting of the Board of Directors held on 4<sup>th</sup> February, 2016, Mr. Manish Chadha (DIN: 07195652) was appointed as an Additional Director on the Board of the Company w.e.f. 5<sup>th</sup> February 2016. Accordingly, Mr. Chadha holds the office as Director upto the date of the forthcoming Annual General Meeting. The Company has received the notice from Mr. Chadha under Section 160 of the Companies Act 2013 proposing his candidature as Director along with the prescribed deposit of Rs. 100000/-

In the same Board meeting, Mr. Chadha was appointed as CFO & Finance Director, of the Company effective from 5<sup>th</sup> February, 2016, subject to the approval of the shareholders in the General Meeting and Central Government, if applicable.

Mr. Chadha, aged about 42 years, is a member of Institute of Chartered Accountants of India. Mr. Chadha has over 16 years of rich experience at 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 industries.

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.



Directorships held in other companies (excluding foreign companies)	1. Federal-Mogul Anand Bearings India Limited;
	2. Federal-Mogul Anand Sealings India Limited
Committee position held in other companies	Nil
No. of Board meetings attended during the year	Nil
No. of shares held	Nil

Mr. Chadha is not disqualified from being appointed as CFO & Finance Director, in terms of the Companies, Act, and has given his consent to be appointed as a CFO & Finance Director of the Company. The Board had considered him the most suitable for the position of CFO & Finance Director of the Company.

Save and except, Mr. 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. 6 & 10. Accordingly, the Board recommends the appointment of Mr. Chadha as Director, liable to retire by rotation, and CFO & Finance Director of the Company and propose to pass the resolution set out in Item No. 6 & 10 of the Notice as Ordinary and Special Resolution respectively.

Statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013:

#### I. General Information

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

#### II. Information about the appointee:

1. Background details, Recognition/ awards	As mentioned in explanatory statement.
2. Past Remuneration	Total Cost to the Company Rs. 67,49,240/- P.A.
3. Job profile and his suitability	Mr. Manish Chadha is taking care of the overall costs, financial functions and financial planning of the Company. He is responsible for implementation of various financial policies and other management policies and decision making of the Company subject to the direction and control of the Board of Directors. Being a member of the senior management team of the Company, he plays an important role in financial planning of the Company. In addition, he also performs such other significant functions and exercises such powers as entrusted by the Board of Directors of the Company. CFO & Finance Director
4. Remuneration proposed	As per the details given in Item 10.
5. Comparative remuneration profile with respect to 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 industry, 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	During the financial year ended March 31, 2015, the Company had a net profit (after tax) of Rs. 3135.54 lacs. As at March 31, 2016 the Company has reported an approved net profit (after tax) at Rs. 4400.64 which is adequate for the payment of managerial remuneration.
2. Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve the profitability of the Company. Continuous review of activities in different areas of operations has been an integral part of the Company's philosophy to maximize gains and reduce costs, in order to meet the market realities.
3. Expected increase in productivity and profits in measurable terms.	The performance of the Auto component Sector is linked to the automobile sector. The growth of the automobile sector is dependent on the performance of the economy. Considering the measures taken by your Company and further plans and strategies, the Company is expected to perform better

**IV. Disclosure**

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

**Item No. 7**

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 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 2016-17 at a remuneration of Rs. 4,50,000/- as audit fee plus service tax plus out of pocket expenses. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2016-17 as set out in Item No. 7 for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is 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. 7 as Ordinary Resolution.

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

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

Date : 13<sup>th</sup> May, 2016  
Place : Gurgaon

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

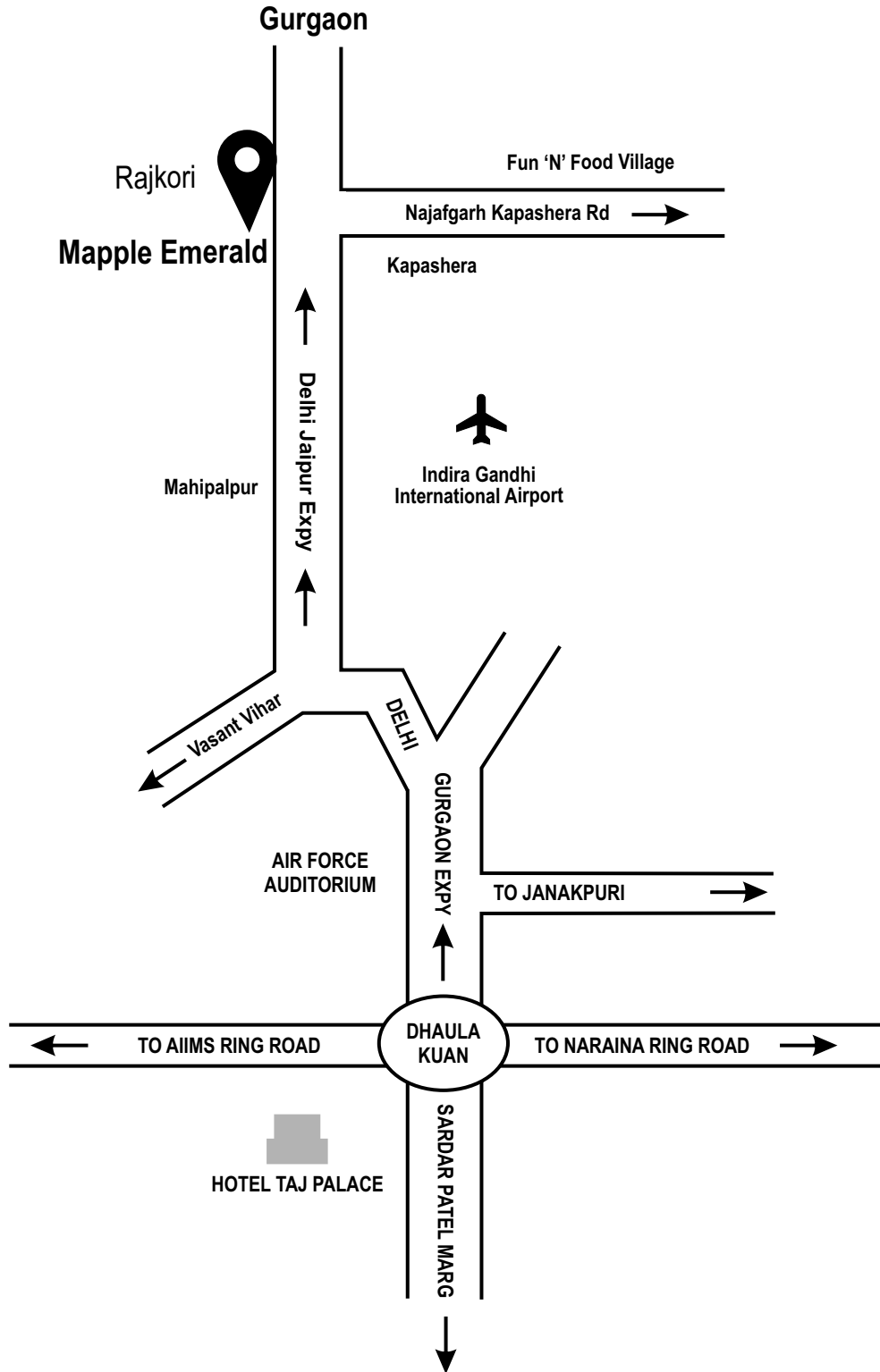
<b>Name of Director</b>	Mr. Sunit Kapur
<b>Original Date of Appointment</b>	8 <sup>th</sup> May, 2012
<b>Age</b>	41 years
<b>Expertise in specific functional areas</b>	Mr. Sunit Kapur, is a Mechanical Engineer from the Punjab University and has also done General Management Programme at CEDEP (INSEAD). Mr. Kapur has been associated with the Company since 1994. He has around 22 years of rich experience in Manufacturing, Engineering, Projects, TPM, Operation, Supply Chain Management 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 22 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 Federal Mogul Corporation.
<b>Qualifications</b>	Mechanical Engineer and General Management Programme at CEDEP (INSEAD)
<b>Directorships held in other companies (excluding foreign companies)</b>	Federal-Mogul Ignition Products India Limited
<b>Committee position held in other companies</b>	Nil
<b>No. of Board meetings attended during the year</b>	02
<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: 2136, Mir Bukhari Street,  
Turkman Gate, Delhi-110006.**

Date: 13<sup>th</sup> May, 2016  
Place: Gurgaon

### Route Map to the venue of the 61<sup>st</sup> AGM of Federal-Mogul Goetze (India) Limited



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