

NOTICE

Notice is hereby given that the 64th Annual General Meeting of the Company will be held on Thursday, 19th September, 2019 at 11:00 AM at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038 to transact the following businesses:

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, 2019 and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Rajesh Sinha (DIN:07358567) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Manish Chadha (DIN: 07195652) 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 RESOLUTIONS AS ORDINARY RESOLUTION:****4. Ratification of Remuneration to Cost Auditor for the financial year 2019-20**

"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 2019-20, 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."

5. Appointment of Ms. Nalini Jolly (DIN:08520132) as an Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of section 149, 152 and 160, Schedule IV and other applicable provisions, if any, of Companies Act, 2013 read with rules made there under and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Ms. Nalini Jolly (DIN: 08520132) as an Independent Director of the Company to hold the office for a period of 3 (three) years, commencing from 13th August, 2019 to 12th August, 2022."

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTION:**6. Re-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, and read with rules framed thereunder as amended upto date and any amendments or re-enactments thereto, the approval of Members be and is hereby accorded, subject to the approval of the Central Government, if any, subject to the maximum permissible limits of 5% and 10% of the net profits of the Company, 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 Mr. Vinod Kumar Hans (DIN : 03328309), as the Whole-Time Managing Director of the Company, for a period of three years w.e.f 1st January, 2019 to 31st December, 2021 on the following terms and conditions:

Base Salary:	Salary in the scale of Rs. 41,16,000/- to Rs. 54,00,000/- per annum
Perquisites :	<ul style="list-style-type: none">- HRA: 50% of the base salary p.a.- Special Allowance: In the scale of Rs. 44,93,304/- p.a. to Rs. 58,00,000/- p.a. subject to annual review by the Board/Remuneration Committee.- LTA: As per the rules of the Company from time to time;- Medical Reimbursement: As per the rules of the Company from time to time;- Bonus: Mr. Hans will be entitled to annual MIP bonus subject to a maximum of Rs. 55,00,000/- p.a.- Car Allowance: Rs. 7,50,000/- or such higher amount as may be fixed as per Company's policy from time to time.- Petrol & Maintenance reimbursement: On the basis of actual expense.- Driver Reimbursement: As per Company's policy from time to time.- Provident Fund Contribution: 12% of Base Salary- Gratuity: 4.81% of Base salary.- Contribution to Superannuation fund/NPS: As per Company's policy from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of appointment of Mr. Vinod Kumar Hans as Whole-Time Managing Director, the Company has no profits or its profits are inadequate, he 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, 2013, 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. Vinod Kumar Hans as Whole-Time Managing Director, of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule V to the Companies Act, 2013 or within the scale as may be approved by the Central Government."

7. Re-appointment of Mr. Rajesh Sinha (DIN: 07358567) as the 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, and read with rules framed there under, as amended upto date and any amendments or re-enactments thereto, the approval of Members be and is hereby accorded, subject to the approval of the Central Government, if any, subject to the maximum permissible limits of 5% and 10% of the net profits of the Company, 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 Mr. Rajesh Sinha (DIN: 07358567), as the Whole-Time Director of the Company, for a period of three years w.e.f 1st January, 2019 to 31st December, 2021 on the following terms and conditions:

Base Salary:	Salary in the scale of Rs. 27,00,000/- to Rs. 35,00,000/- per annum
Perquisites :	<ul style="list-style-type: none">- HRA: 50% of the base salary p.a.- Special Allowance: In the scale of Rs. 28,51,560/- p.a. to Rs. 37,00,000/- p.a. subject to annual review by the Board/Remuneration Committee.- LTA: As per the rules of the Company from time to time;- Medical Reimbursement: As per the rules of the Company from time to time;- Bonus: Mr. Sinha will be entitled to annual MIP bonus subject to a maximum of Rs. 23,00,000/- p.a.- Car Allowance: Rs. 5,10,000/- or such higher amount as may be fixed as per Company's policy from time to time.- Petrol & Maintenance reimbursement: On the basis of actual expense.- Driver Reimbursement: As per Company's policy from time to time.- Provident Fund Contribution: 12% of Base Salary- Gratuity: 4.81% of Base salary.- Contribution to Superannuation fund/NPS: As per Company's policy from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of re-appointment of Mr. Rajesh Sinha as Whole-Time Director, the Company has no profits or its profits are inadequate, Mr. Sinha shall be paid the above remuneration as the minimum remuneration, subject to the approval of the Central Government, if required, and/ or upon compliance of the applicable requirements of Schedule V to the Companies Act, 2013 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. Rajesh Sinha as Whole-Time Director, of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule V to the Companies Act, 2013 or within the scale as may be approved by the Central Government.”

8. Re-Appointment of Mr. Mahendra Kumar Goyal (DIN: 02605616) as an Independent Director of the Company

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 and 160, Schedule IV and other applicable provisions, if any, of Companies Act, 2013 read with rules made there under and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Mr. Mahendra Kumar Goyal (DIN: 02605616) as an Independent Director of the Company to hold the office for a period of three (3) years, with effect from 13th August, 2019 to 12th August, 2022.”

9. Re-appointment of Mr. Manish Chadha (DIN: 07195652) as CFO & Finance Director of the Company effective from February 5, 2019

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and read with rules framed there under as amended upto date and any amendments or re-enactments thereto, the approval of Members be and is hereby accorded, subject to the approval of the Central Government, if any, subject to the maximum permissible limits of 5% and 10% of the net profits of the Company, 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 Mr. Manish Chadha (DIN: 07195652), as the CFO & Finance Director of the Company, for a period of three years w.e.f 5th February, 2019 to 4th February, 2022 on the following terms and conditions:

Base Salary:	Salary in the scale of Rs. 23,71,200/- to Rs. 31,00,000/- per annum
Perquisites :	<ul style="list-style-type: none">- HRA: 50% of the base salary p.a.- Special Allowance: In the scale of Rs. 23,96,340/- p.a. to Rs. 31,00,000/- p.a. subject to annual review by the Board/Remuneration Committee.- LTA: As per the rules of the Company from time to time;- Medical Reimbursement: As per the rules of the Company from time to time;- Bonus: Mr. Chadha will be entitled to annual MIP bonus subject to a maximum of Rs. 20,00,000/- p.a.- Car Allowance: Rs. 5,10,000/- or such higher amount as may be fixed as per Company's policy from time to time.- Petrol & Maintenance reimbursement: On the basis of actual expense.- Driver Reimbursement: As per Company's policy from time to time.- Provident Fund Contribution: 12% of Base Salary- Gratuity: 4.81% of Base salary.- Contribution to Superannuation fund/NPS: As per Company's policy from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of appointment of Mr. Manish Chadha as CFO & Finance Director, the Company has no profits or its profits are inadequate, he 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, 2013, 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, 2013 or within the scale as may be approved by the Central Government.”

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

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

Date : 13th Aug 2019
Place : Gurugram

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

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 as 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, 5, 6, 7, 8 and 9 of the accompanying Notice are annexed hereto.**
- iv) **A statement giving the relevant details of the directors seeking re-appointment under Item No. 2 & 3 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, 2019 are enclosed.
- vi) The Register of Members and Share Transfer Books of the Company shall remain closed from 13th September, 2019 to 19th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- vii) The Notice of the Annual General Meeting alongwith the Attendance slip, Proxy Form and E-voting Instructions 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 24th July 2000. Shareholders are advised to hold their shares in Demat mode and to send their Share Certificates along with Dematerialisation request to the RTA through their Depository Participants.

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 Shareholder(s) 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, 3E/7, Jhandewalan Extension, New Delhi - 110055". For all other queries, please contact the Company either at the Registered Office of the Company, DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi - 110020 or by email to investor.grievance@tenneco.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 RTA 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: IGF-Emerald Hills Floor-138, Sec.-65 Urban Estate,
Golf Course Extn. Road, Gurugram-122101**

Date : 13th Aug 2019
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 2019-20 at a remuneration of Rs. 4,95,000/- (Rupees Four Lakh Ninety-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 2019-20 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 terms of Section 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended from time to time, it is proposed to appoint Ms. Nalini Jolly as an Independent Director for a period of 3 (three) years with effect from 13th August, 2019 to 12th August, 2022. The Company has received the notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature as director of the Company.

Ms. Nalini Jolly, aged about 52 years, is a Commerce graduate from Jesus and Merry Collage, Delhi University and has done PGDM from IMT Ghaziabad. She has worked in reputed organisations for over almost 20 years and handled positions of increasing responsibilities in the areas of Strategy & Resource Planning, Sales & Business Development, Supply Chain Management, Training & Mentoring, Service Branding & Marketing, Technical Support Operations, Treasury, Corporate Governance, Board, Legal matters and business role.

Save and except Ms. Nalini Jolly and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

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

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

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

Item No. 06

In the meeting of Board of Directors held on 05th November 2018, Mr. Vinod Kumar Hans (DIN: 03328309), was re-appointed as Whole-time Managing Director of the Company.

Mr. Hans, aged about 53 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 32 years of rich experience at various positions in the field of Sales, Engineering and Program Management for OE customers, Aftermarket, Corporate Projects, Product Development and Business Process Restructuring.

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

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. 06.

Mr. Hans is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to be appointed as a Director.

The relevant documents relating to appointment of Mr. Hans 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 appointment of Mr. Vinod Kumar Hans, as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 06 of the notice as a Special Resolution.

Item No. 07

In the meeting of Board of Directors held on 05th November 2018, Mr. Rajesh Sinha (DIN: 07358567), was re-appointed as Whole-time Director of the Company.

Mr. Sinha, aged 49 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 23 years of rich experience at senior level positions in Production, IR Management, Quality Assurance, VA& VE, Technical Services, Project Execution in the Automobile industries.

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

Save and except Mr. 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. 07.

Mr. Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to be appointed as a Director.

The relevant documents relating to appointment of Mr. Sinha 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 appointment of Mr. Rajesh Sinha, as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 07 of the notice as a Special Resolution.

Item No. 08

In terms of Section 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended from time to time, it is proposed to re-appoint Mr. Goyal as an Independent Director for a period of 3 (Three) years with effect from 13th August, 2019 to August 12, 2022. The Company has received the notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature as director of the Company.

Mr. Mahendra Kumar Goyal, aged 49 years, is a Chartered Accountant, Company Secretary & Cost Accountant with an Advanced Management Program Certificate from Oxford University. He has been serving Anand Group for over almost 24 years and handled positions of increasing responsibilities in the areas of Finance, Controlling, Treasury, Corporate Governance, Board, Legal matters and business role. Since 2013, he took over business and operational role which currently includes Managing Director of Spicer India Private Limited, overseeing aftermarket sales for the group and managing many joint venture business/relationship.

Save and except Mr. Mahendra Goyal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 08.

Mr. Goyal has confirmed that he is not disqualified in terms of Section 164 of the Act and he has given his consent to act as Director of the Company.

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

The relevant documents relating to appointment of Mr. Mahendra Goyal are available for inspection by members at the Registered Office of the Company. In pursuance of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, the disclosures regarding his appointment are separately provided in this Notice of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Goyal and proposes to pass the resolution set out in Item No. 08 as a Special Resolution.

Item No. 09

In the meeting of Board of Directors held on 05th November 2018, Mr. Manish Chadha (DIN: 07195652), was re-appointed as CFO & Finance Director of the Company.

Mr. Chadha, aged about 45 years, is a member of Institute of Chartered Accountants of India. Mr. Chadha has over 19 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. Prior to joining the Company, he was working with Daweoo Motors India Limited as Manager-Finance.

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. 09.

Mr. Chadha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to be appointed as a Director.

The relevant documents relating to appointment of Mr. Chadha 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 appointment of Mr. Manish Chadha, as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 09 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: IGF-Emerald Hills Floor-138, Sec.-65 Urban Estate,
Golf Course Extn. Road, Gurugram-122101**

Date : 13th Aug. 2019
Place : Gurugram

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

Name of Director	Mr. Rajesh Sinha
Original Date of Appointment	01 st January 2016
Age	49 yrs (Approx.)
Expertise in specific functional areas	Mr. Rajesh Sinha has over 23 years of rich experience at senior level positions in Production, IR Management, Quality Assurance, VA& VE, Technical Services, Project Execution in the Automobile industries. Mr. Sinha has been associated with the Company since 2007. Prior to joining the Company in 2007, he was holding the position of Dy. General Manager-Corp. Quality & New Initiatives with Gabriel India Limited.
Qualifications	Mr. Sinha has done Bachelor of Engineering in Mechanical from Bhilai Institute of Technology, Bhilai and Master of Business Administration in Operations from IMT, Ghaziabad.
Directorships held in other companies (excluding foreign companies)	1. Federal-Mogul TPR (India) Limited 2. Anand I-Power Limited
Committee position held in other companies	Nil
No. of Board meetings attended during the year	03
No. of shares held	Nil

Name of Director	Mr. Manish Chadha
Original Date of Appointment	05 th February 2016
Age	45 yrs.
Expertise in specific	Mr. Manish Chadha has over 19 years of rich experience in Controlling, Plant Finance Operations, Statutory Reporting and Compliances, Business Analysis, Strategic Planning, Accounts/ MIS, Financial Planning & Budgeting, Cost control, Internal Control and System Implementation in the Automobile 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.
Qualifications	Chartered Accountant from the Institute of Chartered Accountants of India (ICAI).
Directorships held in other companies (excluding foreign companies)	1. Federal-Mogul TPR (India) Limited 2. Federal-Mogul Anand Bearings India Limited 3. Federal-Mogul Anand Sealings India Limited
Committee position held in other companies	1. Federal-Mogul Anand Bearing India Limited - Audit Committee, Member - Corporate Social Responsibility Committee, Member - Stakeholders' Relationship Committee, Member 2. Federal-Mogul Anand Sealing India Limited - Audit Committee, Member
No. of Board meetings attended during the year	06
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. Mahendra Kumar Goyal
Original Date of Appointment	13 th August, 2014
Age	50 yrs (Approx.)
Expertise in specific functional areas	Mr. Mahendra Kumar Goyal has been serving Anand Group for over almost 24 years and handled positions of increasing responsibilities in the areas of Finance, Controlling, Treasury, Corporate Governance, Board, Legal matters and business role. Since 2013, he took over business and operational role which currently includes Managing Director of Spicer India Private Limited, overseeing aftermarket sales for the group and managing many joint venture business/relationship
Qualifications	Chartered Accountant, Company Secretary, Cost and Management Accountant and Advance Management Program Certificate from Oxford University.
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Federal-Mogul Anand Sealings India Limited 2. Victor Gaskets India Limited 3. Federal-Mogul Anand Bearings India Limited 4. Anand I-Power Limited 5. Valeo Friction Materials India Private Limited 6. Spicer India Private Limited
Committee position held in other companies	<ol style="list-style-type: none"> 1. Federal-Mogul Anand Sealings India Limited <ul style="list-style-type: none"> - Audit Committee, Chairman - Stakeholders' Relationship Committee, Chairman 2. Victor Gaskets India Limited <ul style="list-style-type: none"> - Audit Committee, Member - Stakeholders' Relationship Committee, Member - Corporate Social Responsibility Committee, Chairman 3. Federal-Mogul Anand Bearings India Limited <ul style="list-style-type: none"> - Audit Committee, Chairman - Stakeholder Relationship Committee, Member - Corporate Social Responsibility Committee, Member 4. Anand I-Power Limited: <ul style="list-style-type: none"> - Audit Committee, Chairman - Stakeholder Relationship Committee, Member - Nomination & Remuneration Committee, Member 5. Valeo Friction Materials India Private Limited <ul style="list-style-type: none"> - Audit Committee, Chairman - Corporate Social Responsibility Committee, Chairman
No. of Board meetings attended during the year	03
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	Ms. Nalini Jolly
Original Date of Appointment	13th August 2019
Age	52 Years
Expertise in specific functional areas	Ms. Nalini Jolly has worked in reputed organisations for over almost 20 years and has handled positions of increasing responsibilities in the areas of Strategy & Resource Planning, Sales & Business Development, Supply Chain Management, Training & Monitoring, Service Branding & Marketing, Technical Support operations.
Qualifications	B. Com (Honours from Jesus and Mary College, Delhi University and PGDM from IMT Ghaziabad.
Directorships held in other companies (excluding foreign companies)	Nil
Committee position held in other companies	Nil
No. of Board meetings attended during the year	Nil
No. of shares held	Nil

Name of Director	Mr. Vinod Kumar Hans
Original Date of Appointment	01st January 2016
Age	53 yrs (Approx.)
Expertise in specific functional areas	Mr. Vinod Kumar Hans, is a Graduate in Mechanical Engineering from REC Allahabad and 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. Mr. Hans has 32 years of rich experience at various positions in the field of Sales, Engineering and Program Management for OE customers, Aftermarket, Corporate Projects, Product Development and Business Process Restructuring. Mr. Hans has been associated with the Company since July, 2008. Before being elevated as Managing Director of the Company he was holding the position of Director-Sales. Prior to joining the Company, he was Head of Customer Relation Management in GKN Driveline India Limited and responsible for Sales, Engineering and Performance Management for all OE customers, aftermarket and exports from India.
Qualifications	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.

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

Directorships held in other companies (excluding foreign companies)

1. Federal-Mogul Ignition Products India Limited
2. Federal-Mogul TPR (India) Limited
3. Federal-Mogul Anand Sealings India Limited
4. Federal-Mogul Anand Bearings India Limited

Committee position held in other companies

- 1. Federal-Mogul TPR (India) Limited**
 - Corporate Social Responsibility Committee, Chairman
- 2. Federal-Mogul Anand Bearings India Limited**
 - Audit Committee, Member
 - Stakeholder Relationship Committee, Chairman
 - Corporate Social Responsibility Committee, Chairman
- 3. Federal-Mogul Ignition Products India Limited :**
 - Audit Committee, Chairman
 - Nomination & Remuneration Committee, Member
 - Corporate Social Responsibility Committee, Chairman
- 4. Federal-Mogul Anand Sealings India Limited**
 - Audit Committee, Member
 - Stakeholder Relationship Committee, Member
 - Share Transfer Committee, Member

No. of Board meetings attended during the year 06

No. of shares held Nil

Date : 13th Aug 2019

Place : Gurugram

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

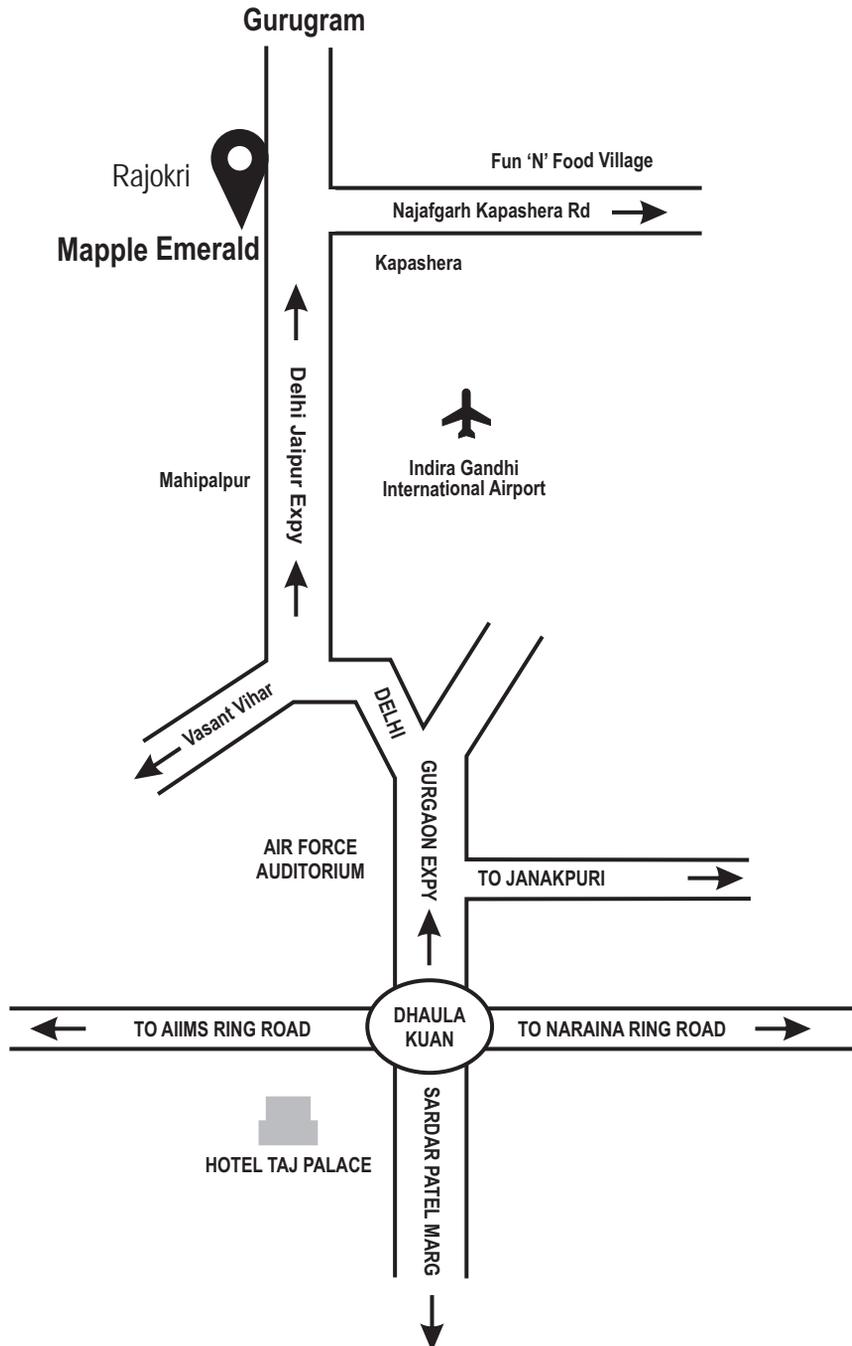
Sd/-

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

**Route Map to the venue of the 64th 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