

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

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E-mail:investorgrievance@tenneco.com; **Website:**www.federalmogulgoetzeindia.net

Notice of Postal Ballot

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

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

1. Appointment of Mr. T. Kannan as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, Mr. T. Kannan (DIN: 10486912), who was appointed as an Additional Director by the Board, with effect from 1st February 2024, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of Members be and is hereby accorded to the appointment of Mr. T. Kannan (DIN: 10486912) as the Managing Director of the Company for a period of 3 (three) years, with effect from 1st February 2024, liable to retire by rotation, on such terms and conditions, including remuneration as set out in this resolution and the Explanatory Statement annexed to this Notice, with the liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the terms and conditions thereof in such manner as may be deemed expedient, subject to the maximum

permissible limits as prescribed from time to time under the provisions of the Companies Act, 2013 or any amendment thereto or any reenactment thereof.”

2. Re-appointment of Mr. Rajesh Sinha as a Whole-Time Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members be and is hereby accorded to reappoint Mr. Rajesh Sinha (DIN: 07358567) as Whole-Time Director with effect from 1st January, 2025, until 31st August, 2027 on such terms and conditions including remuneration as set out in this resolution and the Explanatory Statement annexed to this Notice, with the liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the terms and conditions thereof in such manner as may be deemed expedient, subject to the maximum permissible limits as prescribed from time to time under the provisions of the Companies Act, 2013 or any amendment thereto or any reenactment thereof.”

3. Re-appointment of Mr. Manish Chadha as the Chief Financial Officer & Finance Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members be and is hereby accorded to reappoint Mr. Manish Chadha (DIN: 07195652) as the Chief Financial Officer & Finance Director with effect from 5th February, 2025, until 4th February, 2028 on such terms and conditions including remuneration as set out in this resolution and the Explanatory Statement annexed to this Notice, with the liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the terms and conditions thereof in such manner as may be deemed expedient, subject to the maximum permissible limits as prescribed from time to time under the provisions of the Companies Act, 2013 or any amendment thereto or any reenactment thereof.”

4. Re-appointment of Dr. Khalid Iqbal Khan as Whole-Time Director – Legal & Company Secretary

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), as may be necessary, approval of the Members be and is hereby accorded to reappoint Dr. Khalid Iqbal Khan (DIN: 05253556) as the Whole-Time Director – Legal & Company Secretary with effect from 22nd May, 2024 until 31st July, 2026 on such terms and conditions including remuneration as set out in this resolution and the Explanatory Statement annexed to this Notice, with the liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the terms and conditions thereof in such manner as may be deemed expedient, subject to the maximum

permissible limits as prescribed from time to time under the provisions of the Companies Act, 2013 or any amendment thereto or any reenactment thereof.”

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

Date: 13th February 2024

Place: Gurugram

Notes:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 read with Sections 108 and 110 of the Act setting out material facts are appended hereinbelow.
2. The Company has appointed Mr. Abhishek Bansal, Advocate, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s), as on Friday, 23rd February 2024 (“Cut-Off Date”). The Members who have not registered their e-mail IDs are requested to follow the instructions given under Note No.10.
4. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance of Sections 108 and 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at <http://www.federalmogulgoetzeindia.net/web/index.html> , websites of the Stock Exchanges i.e. BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://nsdl.co.in/>.
7. All the material documents referred in the Explanatory Statement, shall be available to the Members for inspection from the date of circulation of this Notice until the date of end of remote e-voting facility, through electronic mode, basis the request being sent on investorgrievance@tenneco.com.
8. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: Friday, 1st March, 2024 at 9.00 A.M. (IST).

End of remote e-voting: Saturday, 30th March, 2024 at 5.00 P.M. (IST).

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

9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off date fixed for the purpose.
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar & Share Transfer Agent (‘RTA’) i.e., Alankit Assignments Limited at rta@alankit.com Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
11. The Scrutinizer will submit its report to the Chairman, or such other person as may be authorised in this regard by him, after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced not later than 48 hours of conclusion of e-voting. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, 30th March 2024, being the last date specified by the Company for e-voting.
12. The declared results along with the report of the Scrutinizer shall be forwarded to BSE and NSE and shall be uploaded on the website of the Company <http://www.federalmogulgoetzeindia.net/web/index.html> , website of NSDL i.e. <https://nsdl.co.in/>.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abhishek.bansal@corpacumen.com with a copy marked to investorgrievance@tenneco.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to at

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 rt@alankit.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rt@alankit.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholder/members may send a request to for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1

In the meeting of the Board of Directors held on 31st January 2024, Mr. T. Kannan (DIN: 10486912), was appointed as the Managing Director of the Company w.e.f. 1st February 2024.

Mr. T. Kannan, aged about 41 years is a Mechanical Engineer. He has more than 19 years of experience in production and engineering roles of increasing responsibility, and he has worked in India for manufacturing Companies such as L.G. Balakrishnan & Bros., MRF Ltd., and BorgWarner.

Mr. T. Kannan shall be paid remuneration as the Managing Director, as recommended by the Nomination and Remuneration Committee and approved by the Board of the Company. The details of remuneration payable are mentioned hereinbelow:

Base Salary	Salary in the scale of Rs. 62,22,000/- to Rs. 80,88,600/- per annum subject to review by the Nomination & Remuneration Committee and the Board.
Perquisites	<ul style="list-style-type: none">▪ HRA: 50% of the base salary p.a.▪ Special Allowance: In the scale of Rs. 25,61,292/- p.a. to Rs.33,29,680/- p.a subject to review by the Nomination & Remuneration Committee and the Board.▪ LTA: As per the rules of the Company from time to time;▪ Medical benefits: As per the rules of the Company from time to time;▪ Bonus: He will be entitled to annual AIP bonus/ other bonus in the scale of Rs. 35,98,284/- p.a. Rs. 46,77,769/- p.a. or such higher amount as may be determined by the Company from time to time;▪ Car allowance: Rs. 11,25,000 p.a. or Car facility as per Company's policy applicable from time to time;▪ Vehicle Operating Allowance/ Petrol & Driver Reimbursement: As per the Company's policy applicable from time to time;▪ Provident Fund Contribution: 12% of Base Salary.▪ Gratuity: 4.81% of Base salary; and▪ Contribution to Superannuation fund/NPS: As per the Company's policy applicable from time to time.

Save and except Mr. Kannan as mentioned above, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 1.

Mr. Kannan has confirmed his eligibility, given his consent to act as a Director and provided a declaration that he is not disqualified for the said appointment. The relevant documents relating to appointment of Mr. Kannan are available for inspection by Members at the Corporate Office of the Company. In pursuance of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2, as amended from time to time, the disclosures regarding his appointment are separately provided in this Notice.

The Board considers that his knowledge and experience would be of immense benefit to the Company.

Accordingly, the Board recommends appointment of Mr. Kannan as Director and the Managing Director and proposes to pass the resolution set out in Item no. 1 of the Notice as a Special Resolution.

Item No. 2

In the meeting of Board of Directors held on 13th February 2024, Mr. Rajesh Sinha (DIN: 07358567) was re-appointed as Whole-time Director of the Company with effect from 1st January 2025 until 31st August 2027.

Mr. Sinha, aged 54 years, holds a bachelor's degree in mechanical engineering from Bhilai Institute of Technology, Bhilai and Master of Business Administration in Operations from IMT, Ghaziabad. Mr. Sinha has around 33 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 in various roles of increasing responsibility. Prior to joining the Company, he was associated with Gabriel India Limited.

Mr. Rajesh Sinha shall be paid remuneration as Whole-Time Director, as recommended by the Nomination and Remuneration Committee and approved by the Board of the Company. The details of remuneration payable are mentioned hereinbelow:

Base Salary	:	Salary in the scale of Rs. 43,65,600/- to Rs. 56,75,280/- per annum subject to review by the Nomination & Remuneration Committee and the Board.
Perquisites	:	<ul style="list-style-type: none">▪ HRA: 50% of the base salary p.a.;▪ Special Allowance: In the scale of Rs. 38,99,508/- p.a. to Rs. 50,70,000/- p.a. subject to review by the Board/Nomination & Remuneration Committee;▪ Additional Allowance: Rs. 1,35,000/-p.m.;▪ 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/ other bonus subject to a maximum of Rs. 34,28,000/- p.a. or such higher amount as may be determined by the Company from time to time;▪ Car allowance: Rs. 5,10,000 p.a. or Car facility as per Company's policy, applicable from time to time;▪ Vehicle Operating Allowance/ Petrol & Driver Reimbursement: As per the Company's policy, applicable from time to time;▪ Provident Fund Contribution: 12% of Base Salary.▪ Gratuity: 4.81% of Base salary.▪ Contribution to Superannuation fund/NPS: As per the Company's policy, applicable from time to time.

Save and except Mr. Rajesh Sinha as mentioned above, none of the other directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 2.

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

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends re-appointment of Mr. Sinha, as Whole Time Director and proposes to pass the resolution as set out in Item no. 2 of the Notice as a Special Resolution.

Item No. 3

In the meeting of Board of Directors held on 13th February 2024, Mr. Manish Chadha (DIN: 07195652) was re-appointed as Chief Financial Officer & Finance Director with effect from 5th February 2025 until 4th February 2028.

Mr. Chadha, aged about 49 years, is a member of the Institute of Chartered Accountants of India. Mr. Chadha has around 25 years of rich experience in Controlling, Plant Finance Operations, Statutory Reporting and Compliances, Business Analysis, Strategic Planning, Accounts/ MIS, Financial Planning & Budgeting, Cost Control, Internal Control and System Implementation in the Automobile industry.

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

Mr. Manish Chadha shall be paid remuneration as Chief Financial Officer & Finance Director, as recommended by the Nomination and Remuneration Committee and approved by the Board. The details of remuneration payable are mentioned hereinbelow:

Base Salary	:	Salary in the scale of Rs. 37,76,400/- to Rs. 49,10,000/- per annum subject to annual review by the Nomination & Remuneration Committee and the Board.
Perquisites	:	<ul style="list-style-type: none">▪ HRA: 50% of the base salary p.a.;▪ Special Allowance: In the scale of Rs. 36,01,920/- p.a. to Rs. 47,00,000/- 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: Mr. Chadha will be entitled to annual MIP bonus/ other bonus subject to a maximum of Rs. 31,00,000/- p.a. or such higher amount as may be determined by the Company from time to time;▪ Car allowance: Rs. 5,10,000 p.a. or Car facility as per Company's policy, applicable from time to time;▪ Vehicle Operating Allowance/ Petrol & Driver Reimbursement: As per the Company's policy, applicable from time to time;▪ Provident Fund Contribution: 12% of Base Salary.▪ Gratuity: 4.81% of Base salary.▪ Contribution to Superannuation fund/NPS: As per the Company's policy, applicable from time to time.

Save and except Mr. Manish Chadha as mentioned above, none of the other directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 3.

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

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends reappointment of Mr. Chadha, as Chief Financial Officer & Finance Director and propose to pass the resolution set out in Item no. 3 of the notice as a Special Resolution.

Item No. 4

In the meeting of Board of Directors held on 13th February 2024, Dr. Khalid Iqbal Khan (DIN: 05253556), was reappointed as Whole-time Director - Legal & Company Secretary of the Company with effect from 22nd May 2024 until 31st July 2026.

Dr. Khalid Khan, aged about 55 years, is a member of the Institute of Company Secretaries of India and the Chartered Governance Institute, UK and holds a bachelor's degree in law from Delhi University.

He also holds a doctorate in Corporate Governance. Dr. Khan has 31 years of rich experience at various 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 the Company Secretary of Goodyear India Limited.

Dr. Khalid Iqbal Khan shall be paid remuneration as Whole-time Director - Legal & Company Secretary, as recommended by the Nomination and Remuneration Committee and approved by the Board. The details of remuneration payable are mentioned hereinbelow:

Base Salary	:	Salary in the scale of Rs. 42,03,600/- Rs. 55,00,000/- per annum subject to annual review by the Nomination & Remuneration Committee and the Board.
Perquisites	:	<ul style="list-style-type: none">▪ HRA: 50% of the base salary p.a.;▪ Special Allowance: In the scale of Rs. 31,10,124/- p.a. to Rs. 40,50,000/- 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: Mr. Khan will be entitled to annual MIP bonus/ other bonus subject to a maximum of Rs. 31,00,000/- p.a. or such higher amount as may be determined by the Company from time to time;▪ Car allowance: Rs. 5,10,000 p.a. or Car facility as per Company's policy, applicable from time to time;▪ Vehicle Operating Allowance/ Petrol & Driver Reimbursement: As per the Company's policy, applicable from time to time;▪ Provident Fund Contribution: 12% of Base Salary.▪ Gratuity: 4.81% of Base salary.▪ Contribution to Superannuation fund/NPS: As per the Company's policy, applicable from time to time.

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. 4.

Dr. Khan is not disqualified from being reappointed as a Director in terms of Section 164 of the Companies Act, 2013. The relevant documents relating to re-appointment of Dr. Khalid Iqbal Khan are available for inspection by Members at the Corporate Office of the Company. The Board considers that his continued association would be of immense benefit to the Company. In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, as amended from time to time, the disclosures regarding his appointment are separately provided in this Notice.

Accordingly, the Board recommends reappointment of Dr. Khan, as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 4 of the Notice as a Special Resolution.

DETAILS OF THE DIRECTORS

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

ITEM NO.1

Name of Director	Mr. T. Kannan
Original Date of Appointment	1 st February 2024
Age	41 Years
Expertise in specific functional areas	Mr. T. Kannan, aged about 41 years is a Mechanical Engineer. He has more than 19 years of experience in production and engineering roles of increasing responsibility, and he has worked in India for manufacturing Companies such as L.G. Balakrishnan & Bros., MRF Ltd., and BorgWarner.
Qualifications	Bachelor's in mechanical engineering from Bannari Amman Institute of Technology
Terms and Conditions of appointment & Remuneration proposed to be paid	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto.
Remuneration last drawn (FY 2022-23)	Not applicable
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Federal – Mogul TPR (India) Limited 2. Federal – Mogul Ignition Products India Limited 3. Federal – Mogul Bearings India Limited 4. Federal – Mogul Sealings India Limited
Committee position held in other Companies	<ol style="list-style-type: none"> 1. Federal – Mogul TPR (India) Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee, Chairman 2. Federal – Mogul Ignition Products India Limited <ul style="list-style-type: none"> - Audit Committee, Chairman - Nomination & Remuneration Committee, Member - Corporate Social Responsibility Committee, Chairman 3. Federal – Mogul 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 4. Federal – Mogul Sealings India Limited <ul style="list-style-type: none"> - Stakeholders' Relationship Committee, Chairman - Share Transfer Committee, Chairman
Listed entities from which the Director has resigned in the past three years	None
No. of Board meetings attended during the year	1
No. of shares held including shareholding as a beneficial owner	None
Disclosure of inter-se relationships between directors and key managerial personnel	None

ITEM NO.2

Name of Director	Mr. Rajesh Sinha
Original Date of Appointment	1 st January 2016
Age	54 Years
Expertise in specific functional areas	Mr. Sinha has around 33 years of rich experience at various 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 in various roles of increasing responsibility. Prior to joining the Company, he was associated with Gabriel India Limited.
Qualifications	Bachelor of Engineering in Mechanical from Bhilai Institute of Technology, Bhilai and is a Master of Business Administration in Operations from IMT, Ghaziabad.
Terms and Conditions of Re-appointment & Remuneration proposed to be paid	As per the resolution in Item no.2 of this Notice read with the explanatory statement thereto.
Remuneration last drawn (FY 2022-23)	Rs. 1,13,58,040/-
Directorships held in other companies (excluding foreign companies)	Federal – Mogul TPR (India) Limited
Committee position held in other companies	Nil
Listed entities from which the Director has resigned in the past three years	None
No. of Board meetings attended during the year	5
No. of shares held including shareholding as a beneficial owner	None
Disclosure of inter-se relationships between directors and key managerial personnel	None

ITEM NO.3

Name of Director	Mr. Manish Chadha
Original Date of Appointment	5 th February 2016
Age	49 Years
Expertise in specific functional areas	Mr. Chadha has over 25 years of rich experience in Controlling, Plant Finance Operations, Statutory Reporting and Compliances, Business Analysis, Strategic Planning, Accounts/ MIS, Financial Planning & Budgeting, Cost Control, Internal Control and System Implementation in the Automobile industry. Mr. Chadha has been associated with the Company since 2003 in various senior level positions in the finance department, including that of Group Controller. Prior to joining the Company, he was working with Daewoo Motors India Limited as Manager-Finance.
Qualifications	Chartered Accountant from the Institute of Chartered Accountants of India (ICAI).
Terms and Conditions of Re-appointment & Remuneration proposed to be paid	As per the resolution in Item no.3 of this Notice read with the explanatory statement thereto.
Remuneration last drawn (FY 2022-23)	Rs. 1,32,15,427/-
Directorships held in other companies (excluding foreign companies)	1. Federal – Mogul TPR (India) Limited 2. Federal – Mogul Sealings India Limited 3. Federal – Mogul Bearings India Limited
Committee position held in other companies	1. Federal – Mogul Bearings India Limited - Audit Committee, Member - Nomination & Remuneration Committee, Chairman - Corporate Social Responsibility Committee, Member - Stakeholders' Relationship Committee, Member 2. Federal – Mogul Sealings India Limited - Stakeholders' Relationship Committee, Member - Share Transfer Committee, Member
Listed entities from which the Director has resigned in the past three years	None
No. of Board meetings attended during the year	5
No. of shares held including shareholding as a beneficial owner	None
Disclosure of inter-se relationships between directors and key managerial personnel:	NIL

ITEM NO.4

Name of Director	Dr. Khalid Iqbal Khan
Original Date of Appointment	22 nd May 2015
Age	55 Years
Expertise in specific functional areas	Dr. Khalid Iqbal Khan has approximately 31 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.
Terms and Conditions of Re-appointment & Remuneration proposed to be paid	As per the resolution in Item no.4 of this Notice read with the explanatory statement thereto.
Remuneration last drawn (FY 2022-23)	Rs.1,27,17,413/-
Directorships held in other companies (excluding foreign companies)	1. Federal – Mogul TPR (India) Limited 2. Federal – Mogul Ignition Products India Limited
Committee position held in other companies	1. Federal – Mogul TPR (India) Limited - Corporate Social Responsibility Committee, Member 2. Federal – Mogul Ignition Products India Limited - Audit Committee, Member - Nomination & Remuneration Committee, Chairman - Corporate Social Responsibility Committee, Member
Listed entities from which the Director has resigned in the past three years	None
No. of Board meetings attended during the year	5
No. of shares held including shareholding as a beneficial owner	5 Equity Shares
Disclosure of inter-se relationships between directors and key managerial personnel	NIL