



Federal-Mogul Goetze (India) Limited
A Tenneco Group Company
Corporate Office : Paras Twin Towers,
10th Floor, Tower B, Sector 54,
Golf Course Road, Gurugram - 122 002
Tel. : (91-124) 4784530 • Fax : (91-124) 4292840

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2021
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L74899DL1954PLC002452
Registration Date	26 th November, 1954
Name of the Company	Federal-Mogul Goetze (India) Limited
Category / Sub-Category of the Company	Company limited by shares
Address of the Registered office and contact details	Registered Office: DLF Prime Towers, 10 Ground Floor, F- 79 & 80, Okhla Phase-I, New Delhi-110020 Contact details: Ph. No.: +91 11 4905 7597 Corporate Office : Paras Twin Towers, 10 th Floor, Tower B, Sector-54, Golf Course Road, Gurugram-122002 Contact details: Ph. No.: +91 124 4784530; Fax : +91 124 4292840 Email: investor.grievance@tenneco.com Website: www.federalmogulgoetzeindia.net
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent	Alankit Assignments Limited Alankit House, 3E/7, Jhandewalan Extension, New Delhi- 110055 Ph. No.: +91 11 42541234; +91 11 23541234 Fax : +91-11- 42541201 Email: rta@alankit.com

Corporate Identification Number: L74899DL1954PLC002452
Regd. Office : DLF Prime Towers 10 Ground Floor, F 79 & 80, Okhla Phase - I, New Delhi - 110 020
Tel. : (91-11) 49057597 • Fax : (91-11) 49057597
www.federalmogulgoetzeindia.com

c) Bodies Corp.*	53860845	0	53860845	96.82	52800298	0	52800298	94.91	(1.91)
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2)	53860845	0	53860845	96.82	52800298	0	52800298	94.91	(1.91)
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	53860845	0	53860845	96.82	52800298	0	52800298	94.91	(1.91)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1163	1850	3013	0.01	37	1850	1887	0.00	(0.00)
b) Banks / FI	3625	1672	5297	0.01	1224	1722	2946	0.01	(0.00)
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	250	50	300	0	0	50	50	0.00	(0.00)
g) FII's	0	1050	1050	0	1050	0	1050	0.00	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)- FPI's	8354	0	8354	0.02	2788	0	2788	0.01	(0.01)
Alternate Investment Funds	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	13392	4622	18014	0.04	5099	3622	8721	0.02	(0.02)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	71080	4609	75689	0.14	423767	4609	428376	0.77	0.63
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	1215350	387521	1602871	2.88	1820647	379941	2200588	3.96	1.08
ii) Individual shareholders holding nominal share	0	0	0	0	40000	0	40000	0.07	0.07

capital in excess of Rs. 2 lakh									
---------------------------------	--	--	--	--	--	--	--	--	--

c) Others (specify)-

-Trust	2020	0	2020	0.00	3645	0	3645	0.01	0.00
-NBFCs registered with RBI	0	0	0	0	2000	0	2000	0.00	0.00
-Clearing Member	1920	0	1920	0.00	15676	0	15676	0.03	0.02
-HUF	44710	0	44710	0.08	81950	0	81950	0.15	0.07
-NRI	9542	837	10379	0.02	30572	837	31409	0.06	0.04
-NRI Non Repatriates	14951	731	15682	0.03	18736	731	19467	0.03	0.00
Sub-total (B)(2):	1359573	393698	1753271	3.15	2436993	386118	2823111	5.07	(19.69)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1372965	398320	1771285	3.18	2442092	389740	2831832	5.09	1.91
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	55233810	398320	55632130	100%	55242390	389740	55632130	100%	0

*Tenneco, Inc (Tenneco) gained indirect control of the Company consequent to a global transaction and has completed an Open Offer to acquire additional shares from public shareholders as per Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. IEH FMGI Holdings LLC was one of the Persons Acting in Concert to Tenneco, i.e PAC 3, during the Open Offer as per the arrangement/agreement between IEH FMGI Holdings LLC and Tenneco. Post the said Open Offer, IEH FMGI Holdings LLC holds 1,21,45,391 equity shares of the Company amounting to around 21.83 percent of the voting share capital of the Company. Accordingly, the holdings of IEH FMGI Holdings LLC have been shown under the category of 'Promoter Group'.

ii. Shareholding of Promoters including member(s) of Promoter Group

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	No. of shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	
1	Federal-Mogul Holdings Limited (Promoter)	33408581	60.053	0	33408581	60.053	0	0
2	Federal-Mogul Vermögensverwaltungsgesellschaft mbH (Promoter)	8306873	14.932	0	8306873	14.932	0	0

3.	IEH FMGI Holdings LLC (Promoter Group)	12145391	21.831	0	11084844	19.925	0	(1.906)
Total		53860845	96.82	0	52800298	94.91	0	(1.906)

iii. *Change in Promoters' Shareholding including shareholding of member(s) of Promoter Group (please specify, if there is no change)*

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Federal-Mogul Holdings Limited				
	At the beginning of the year	33408581	60.053	33408581	60.053
	Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	33408581	60.053	33408581	60.053
2.	Federal-Mogul Vermögensverwaltungs-GMBH				
	At the beginning of the year	8306873	14.932	8306873	14.932
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	8306873	14.932	8306873	14.932
3.	IEH FMGI Holdings LLC				
	At the beginning of the year	12145391	21.831	11084844	19.925
	Date wise Increase / Decrease in Promoter Groups' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Offer for Sale			
	At the End of the year	53860845	96.82	52800298	94.91

iv. *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March 2021:*

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date of change in Shareholding	Increase/Decrease in Shareholding	Reason for Increase/Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	NEIGHBOURHOOD INVESTMENT PRIVATE LIMITED	0	0	26-02-2021	35275	Purchase	35275	0.06
				05-03-2021	18583	Purchase	53858	0.10
				12-03-2021	637	Purchase	54495	0.10
				19-03-2021	28148	Purchase	82643	0.15
				26-03-2021	9698	Purchase	92341	0.17
2.	PLUTUS WEALTH MANAGEMENT LLP	0	0	25-12-2020	40000	Purchase	40000	0.07
				12-02-2021	50000	Purchase	90000	0.16
3.	ABHYANT CONSTRUCTION PRIVATE LIMITED	0	0	19-02-2021	2905	Purchase	2905	0.01
				26-02-2021	27882	Purchase	30787	0.06
				05-03-2021	14050	Purchase	44837	0.08
				12-03-2021	3404	Purchase	48241	0.09
				19-03-2021	6897	Purchase	55138	0.10
4.	ATUL AGARWAL	0	0	19-02-2021	40000	Purchase	40000	0.07
5.	LOK PRAKASHAN LTD	0	0	26-02-2021	25629	Purchase	25629	0.05
				12-03-2021	2966	Purchase	28595	0.05
				19-03-2021	5000	Purchase	33595	0.06
6.	SHREE BAHUBALI CORPORATION LTD	0	0	19-03-2021	15000	Purchase	15000	0.03

7.	SHRI GAUTAM GHANDHAR ADVISORS LLP	0	0			Purchase	13506	0.02
8.	ANIL HERBALS & FOODS PVT. LTD.	12000	0.02			-	12000	0.02
9.	SUDHA KOTHARI	0	0	30-09-2020	500	Purchase	500	0.00
				02-10-2020	500	Purchase	1000	0.00
				09-10-2020	1000	Purchase	2000	0.00
				23-10-2020	2000	Purchase	4000	0.01
				13-11-2020	16	Purchase	4016	0.01
				20-11-2020	484	Purchase	4500	0.01
				27-11-2020	500	Purchase	5000	0.01
				04-12-2020	500	Purchase	5500	0.01
				18-12-2020	500	Purchase	6000	0.01
				12-02-2021	8000	Purchase	14000	0.03
	05-03-2021	2000	Transfer	12000	0.02			
10.	NALIN KHANNA	11139	0.02			-	11139	0.02

v. *Shareholding of Directors and Key Managerial Personnel:*

Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Dr. Khalid Iqbal Khan				
At the beginning of the year	05	0.00	05	0.00
Transactions (Purchase/Sale) during the year:				
At the end of the year	05	0.00	05	0.00

Note: No other director on the Board of the Company held any shares during the year 2020-21.

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager				Total
		Vinod Kumar Hans	Manish Chadha	Khalid Iqbal Khan	Rajesh Sinha	
1	Gross salary	11,571,990	6,715,622	7,173,340	7,665,250	33,126,202
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,550,848	103,826	16,091	150,369	2,821,134
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	6,181,243	2,042,570	2,139,249	2,122,253	12,485,315
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, (Commission)					
5	Others, (Company's contribution to PF & Superannuation, wherever applicable)	1,035,450	601,477	397,500	686,813	2,721,240
	Total (A)	21,339,531	9,463,495	9,726,180	10,624,685	51,153,891
	Ceiling as per the Act	Being 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013				

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of Directors			
		Krishnamurthy Naga Subramaniam	K C S Pillai	Nalini Jolly (w.e.f 13 Aug. '20)	Total
	For Independent Directors				
	Fee for attending Board / Committee meetings	8,80,000	9,20,000	5,40,000	23,40,000
	Commission				
	Others, please specify				
	Total (1)				
	Other Non-Executive Directors	Sunit Kapur	Stephen Shaun Merry		
	Fee for attending Board / Committee meetings	Nil	Nil		
	Commission	-	-		
	Others, please specify	-	-		
	Total (2)	Nil	Nil		
	Total (1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	Being 11% of the net Profits of the Company calculated as per Section 198 of the Companies Act, 2013			

Notes:

- Total remuneration to Chairman & Managing Director, Whole Time Directors and other Directors (being the total of A and B)

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD – The remuneration details of Dr. Khalid Iqbal Khan, Whole-time Director-Legal & Company Secretary and Mr. Manish Chadha, CFO & Finance Director have been provided in Column A.

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences under any sections of the Companies Act, 2013 against the Company or its Directors or other Officers in default, if any, during the year.

For and on behalf of the Board of Directors
Federal-Mogul Goetze (India) Limited

Place: Gurugram

Date: 28th June, 2021

Sd/-

(Vinod Kumar Hans)
Whole-time Managing Director
DIN: 03328309

Sd/-

(Manish Chadha)
Chief Financial Officer & Finance Director
DIN: 07195652