

NOTICE

Notice is hereby given that the 65th (Sixty-fifth) Annual General Meeting (AGM) of the Federal-Mogul Goetze (India) Limited will be held on Tuesday, 22nd September, 2020 at 11:00 AM through Video conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi - 110020 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made there at, 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, 2020 and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Dr. Khalid Iqbal Khan (DIN: 05253556) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sunit Kapur (DIN: 03435110) 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 RESOLUTIONS:****4. Ratification of Remuneration to Cost Auditor for the financial year 2020-21**

“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 2020-21, 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 Mr. Stephen Shaun Merry (DIN:08749114) as Director liable to retire by rotation

“RESOLVED THAT pursuant to the provisions of section 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 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. Stephen Shaun Merry (DIN:08749114) as Non-Executive Director, liable to retire by rotation, on the Board of the Company.”

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:**6. Re-appointment of Mr. Krishnamurthy Naga Subramaniam (DIN: 00041843) as Independent Director for a Second Term**

“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 thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to re-appoint Mr. K.N. Subramaniam (DIN: 00041843), as recommended by the Nomination & Remuneration Committee and subject to the approval of the shareholders, as an Independent Director of the Company to hold the office for a period of five (5) years, with effect from 13th February, 2020.”

7. Re-appointment of Mr. K.C. Sundareshan Pillai (DIN: 06846949) as Independent Director for a Second Term

“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 thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to re-appoint Mr. K. C. Sundareshan Pillai (DIN: 06846949), as recommended by the Nomination & Remuneration Committee and subject to the approval of the shareholders, as an Independent Director of the Company to hold the office for a period of three (3) years, with effect from 16th December, 2019.”

**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 : 26th June 2020
Place : Gurugram

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

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 alongwith Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) dated May 12, 2020 (hereinafter collectively referred to as “Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company <http://federalmogulgoetzeindia.net/web/index.html> in the Financial Review Section. The complete Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The recorded transcript of the forthcoming AGM scheduled to be held on 22nd September, 2020, shall also be made available on the website of the Company <http://federalmogulgoetzeindia.net/web/index.html> in the Investor Relations Section, as soon as possible after the Meeting is over.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act including the Memorandum and Articles of Association of the Company and all documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 22, 2020. Members seeking to inspect such documents can send an email to investor.grievance@tenneco.com.
9. In order to receive copies of the Annual Report 2019-20 in electronic mode, Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants and members holding shares in physical mode are requested to update their e-mail addresses with the Company’s Registrar and Transfer Agent (RTA) i.e Alankit Assignments Limited by sending a request letter providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) at rtat@alankit.com.
10. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
11. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
12. A statement giving the relevant details of the directors seeking appointment/re-appointment, as required by Secretarial Standards-2 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.

13. The Directors' Report, Auditors' Report, Audited Financial Statements for the financial year ended 31st March 2020 are annexed herewith.
14. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.

The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

Members may contact Dr. Khalid Iqbal Khan, Company Secretary, for any grievances connected with electronic means at investor.grievance@tenneco.com, Tel. No.: +91 124 4784530.

16. The remote e-voting period commences on 19th September, 2020, Saturday (9:00 AM) and ends on 21st September, 2020, Monday (5:00 PM).
- Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 15th September, 2020, Tuesday may opt for remote e-voting and cast their vote electronically.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
 - Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 15th September, 2020 may obtain the login ID and password by sending an email to evoting@nsdl.co.in or investor.grievance@tenneco.com by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
 - Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

At the end of remote e-voting period, the facility shall forthwith be blocked.

17. The Board vide its Resolution passed on 26th June, 2020 has appointed Mr. Abhishek Bansal, Advocate, as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company <http://federalmogulgoetzeindia.net/web/index.html> and on the website of NSDL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AREAS UNDER:-

The remote e-voting period begins on 19th September, 2020 (Saturday) at 09:00 A.M. and ends on 21st September, 2020 (Monday) at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a. Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

Details on Step 2 is given below:**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abhishek.bansal@corpacumen.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

Process for those shareholders whose Email IDs are not registered with the depositories for procuring user ID and password and registration of E-Mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rta@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 rta@alankit.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at investor.grievance@tenneco.com atleast 48 hours before the start of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**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 : 26th June 2020
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 2020-21 as set out in Item No. 4 for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution. The Board of Directors recommend to pass the resolution as set out in Item No. 4 as an Ordinary Resolution.

Item No. 05

In the meeting of Board of Directors held on 26th June 2020, Mr. Stephen Shaun Merry, was appointed as an Additional Non-Executive Director on the Board of the Company. Accordingly, Mr. Shaun holds office till the conclusion of this 65th Annual General Meeting. The Company has received the notice under Section 160 of the Companies Act 2013 from a member proposing the candidature of Mr. Shaun as Director liable to retire by rotation of the Company.

Mr. Stephen Shaun Merry, aged 51 years, is a graduate in Business Administration specializing in Executive Management from Cleary University, Michigan, is a member of the Association of Accounting Technicians (MAAT) and also a fellow of the Chartered Institute of Management Accountants (FCMA). Mr. Shaun has been with legacy Federal-Mogul Powertrain for a total of 22 years serving in various leadership roles during his tenure. He holds over 35 years of rich experience at various positions in the field of Finance, Purchase, Sales & Marketing.

Save and except Mr. Shaun, none of the other directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no.5.

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

The relevant documents relating to appointment of Mr. Stephen Shaun Merry 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. Shaun as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 05 of the notice as an Ordinary Resolution.

Item No. 06

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. KN Subramaniam as an Independent Director for a period of five (5) years with effect from 13th February, 2020 to 12th February, 2025. 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. Subramaniam, aged about 66 years, has done graduation in B Tech (Chemical Engineering) , from University of Madras and Post-Graduation in Business Administration from Indian Institute of Management, Ahmedabad. He has been associated with the Automotive industry in India for well over three decades apart from other industries like Oil and Gas, EPC contracts in Water and Waste Water Treatment. He has extensive knowledge and rich experience of Indian Automotive Industry and is well known in the Industry. He had been with Anand Automotive for over 30 years and moved through many of the Group Companies starting from Purolator India Ltd. During the period 1998-2008 he had been President and Director for three (3) years as Managing Director and for seven (7) years as CEO of Gabriel India Ltd. He has been associated with renewable energy covering Solar PV manufacturing, EPC and Development of Solar Power Plants covering the entire value chain for over a decade. Mr. Subramaniam has been the Chairman of many Automotive Companies like Arvin Exhaust India Ltd., Haldex India Ltd., Federal-Mogul Bearings Ltd. and Victor Gaskets India Ltd.

Mr. KN Subramaniam 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. KN Subramaniam 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. KN Subramaniam 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. KN Subramaniam and proposes to pass the resolution set out in Item No. 06 as an Special Resolution.

Except Mr. KN Subramaniam, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 06 of this Notice.

Item No. 07

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. K. C. Sundareshan Pillai as an Independent Director for a period of three (3) years with effect from 16th December 2019 to 15th December, 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. Pillai, aged about 64 years, has done graduation in Mechanical Engineering from National Institute of Technology, Raipur. Mr. Pillai has also attended various training programmes, including Technical trainings in Europe and U.S.A. Mr. Pillai has 33 years of rich experience in steering sales and marketing functions and technical areas with said companies.

Mr. K. C. Sundareshan Pillai 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.

Presently, Mr. Pillai is holding the position of Managing Director in Triangle Tyre Corporation Ltd. and is responsible for overall operations of the Company.

In the opinion of the Board, Mr. K. C. Sundareshan Pillai 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. K. C. Sundareshan Pillai 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. K. C. Sundareshan Pillai and proposes to pass the resolution set out in Item No. 07 as an Special Resolution.

Except Mr. K. C. Sundareshan Pillai, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 07 of this Notice.

**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 : 26th June 2020
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	Dr. Khalid Iqbal Khan
Original Date of Appointment	22nd May 2015
Age	51 yrs. (Approx.)
Expertise in specific functional areas	<p>Dr. Khalid Iqbal Khan, is a Company Secretary from the Institute of Company Secretaries of India, Chartered Secretary from the Institute of Chartered Secretaries and Administrators, UK and a Law graduate from Delhi University. He has also done PhD in Corporate Governance. Dr. Khan has approximately 28 years of rich experience at senior level positions in the legal field. He has also completed Mahler Leadership Course.</p> <p>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.</p>
Qualifications	Company Secretary from Institute of Company Secretaries of India, Chartered Secretary from UK, Bachelor of Law and PhD in Corporate Governance
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Federal-Mogul Ignition Products India Limited 2. Federal-Mogul TPR (India) Limited
Committee position held in other companies	<ol style="list-style-type: none"> 1. Federal-Mogul Ignition Products India Limited <ul style="list-style-type: none"> • Audit Committee, Member • Nomination & Remuneration Committee, Chairman • Corporate Social Responsibility Committee, Member 2. Federal-Mogul TPR (India) Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee, Member
No. of Board meetings attended during the year	04
No. of shares held	5 Equity Shares

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. Sunit Kapur
Original Date of Appointment	08th May, 2012
Age	45 yrs. (Approx.)
Expertise in specific functional areas	Mr. Sunit Kapur is a Mechanical Engineer from the Punjab University and has also done General Management Programme at CEDEP (INSEAD). Mr. Kapur has been associated with the Company since 1994. He has around 26 years of rich experience in Manufacturing, Engineering, Projects, Operation and General Management. He began his career as Production Manager at the Patiala Plant of the Company and has been instrumental in introduction of various new processes and changes over his tenure of 26 years with the Company. His professional skills and abilities accumulated through intensive on-the-Job and off-the-Job trainings from eminent Global Management and Technical Experts. Mr. Sunit Kapur was Managing Director of the Company during the year 2012-13. Presently, he is Vice President and General Manager – Global Ignition in Tenneco Inc., USA.
Qualifications	Mechanical Engineer and General Management Programme at CEDEP (INSEAD).
Directorships held in other companies (excluding foreign companies)	Federal-Mogul Ignition Products India Limited
Committee position held in other companies	Nil
No. of Board meetings attended during the year	04
No. of shares held	Nil

Name of Director	Mr. Stephen Shaun Merry
Original Date of Appointment	26th June, 2020
Age	51 yrs.
Expertise in specific functional areas	Mr. Shaun is a graduate in Business Administration specializing in Executive Management from Cleary University, Michigan, is a member of the Association of Accounting Technicians (MAAT) and also a fellow of the Chartered Institute of Management Accountants (FCMA). Mr. Shaun has been with legacy Federal-Mogul Powertrain for a total of 22 years serving in various leadership roles during his tenure. He holds over 35 years of rich experience at various positions in the field of Finance, Purchase, Sales & Marketing.
Qualifications	Graduation in Business Administration in Executive Management, a member of the Association of Accounting Technicians (MAAT) and a fellow of the Chartered Institute of Management Accountants (FCMA).
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 (Appointed w.e.f 26th June, 2020)
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. K.N. Subramaniam
Original Date of Appointment	15th July 1953
Age	66 yrs.
Expertise in specific functional areas	Mr. K. N. Subramaniam has done graduation in B Tech (Chemical Engineering) from University of Madras and Post-Graduation in Business Administration from Indian Institute of Management, Ahmedabad. He has been associated with the Automotive industry in India for well over three decades apart from other industries like Oil and Gas, EPC contracts in Water and Waste Water Treatment. He has extensive knowledge and rich experience of Indian Automotive Industry and is well known in the Industry. He had been with Anand Automotive for over 30 years and moved through many of the Group Companies starting from Purolator India Ltd. During the period 1998-2008 he had been President and Director for three (3) years as Managing Director and for seven (7) years as CEO of Gabriel India Ltd. He has been associated with renewable energy covering Solar PV manufacturing, EPC and Development of Solar Power Plants covering the entire value chain for over a decade. Mr. Subramaniam has been the Chairman of many Automotive Companies like Arvin Exhaust India Ltd., Haldex India Ltd., Federal-Mogul Bearings Ltd. and Victor Gaskets India Ltd.
Qualifications	Graduation in B Tech (Chemical Engineering) from University of Madras and Post-graduation in Business Administration from Indian Institute of Management, Ahmedabad.
Directorships held in other companies (excluding foreign companies)	Federal-Mogul TPR (India) Limited
Committee position held in other companies	Federal-Mogul TPR (India) Limited: <ul style="list-style-type: none"> • Corporate Social Responsibility Committee, Member
No. of Board meetings attended during the year	04
No. of shares held	Nil

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

Name of Director	Mr. K. C. Sundareshan Pillai
Original Date of Appointment	16th December, 2016
Age	64 yrs.
Expertise in specific functional areas	Mr. Pillai, aged about 64 years, has done graduation in Mechanical Engineering from National Institute of Technology, Raipur. Mr. Pillai has also attended various training programmes, including Technical trainings in Europe and U.S.A. Mr. Pillai has 33 years of rich experience in steering sales and marketing functions and technical areas with said companies.
Qualifications	Graduation in Mechanical Engineering from National Institute of Technology, Raipur
Directorships held in other companies (excluding foreign companies)	Triangle Tyre Corporation Ltd.
Committee position held in other companies	Nil
No. of Board meetings attended during the year	03
No. of shares held	Nil

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

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

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

Date : 26th June 2020
Place : Gurugram