



Dt.: 16<sup>th</sup> December 2016

1. Listing Department (Fax : 022-22723719 /22722037/  
BSE Limited 22722041 /22722061/  
Phiroze Jeejeebhoy Towers 22722039 /22658121)  
Dalal Street, Mumbai 400001
  
2. Listing Department (Fax : 022-26598237/26598238)  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400001

**Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that in the Board meeting held today, the Board of Directors has appointed Mr. K C Sundareshan Pillai as Non-executive Independent Director of the Company for a period of three years w.e.f. 16<sup>th</sup> December, 2016. The terms of appointment of Mr. Pillai are attached herewith as per Annexure-I.

Mr. Pillai 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 30 years of rich experience in steering sales and marketing functions and technical areas with reputed companies. Presently, Mr. Pillai is holding the position of Managing Director in Triangle Tyre Corporation Ltd. and is responsible for overall operations of the Company.

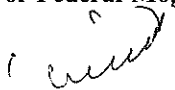
Mr. Pillai does not hold any share in the Company and is not related to any director of the Company.

This is for your information and record.

Regards,

Yours truly,

**For Federal-Mogul Goetze (India) Limited**

  
(Dr. Khalid Iqbal Khan)

**Whole-time Director-Legal & Company Secretary**

Encl: As above

- CC: 1. National Securities Depository Limited  
Trade Word, 4th Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel, Mumbai 400 013
2. Central Depository Services [India] Limited  
Phiroze Jeejeebhoy Towers  
28<sup>th</sup> Floor, Dalal Street  
Mumbai 400 023

Federal-Mogul Goetze (India) Limited • Corporate Identity 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  
Corporate Office : Paras Twin Towers, 10th Floor, Tower B, Sector 54, Golf Course Road, Gurgaon - 122 002  
Tel. : (91-124) 4784530 • Fax : (91-124) 4292840 • www.federalmogulgoetzeindia.com

## Terms of appointment of Mr. K C Sundareshan Pillai

### 1. TERM OF OFFICE

In terms of the provisions of the Companies Act, 2013, you are appointed for a period of 3 years subject to confirmation by the Shareholders and you shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013.

In terms of the provisions of the Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your performance as an Independent Director will be reviewed in accordance with processes agreed by the Board from time to time.

Your appointment shall be governed by the provisions of the Companies Act, as applicable or as may be amended from time to time, including rules framed thereunder and other applicable laws.

### 2. COMMITMENTS

#### A) Independent Director

As an independent Director, you will be expected to devote such time as may be necessary for the proper performance of your duties and shall strive to attend all the scheduled board/ committee meetings, General Meetings as necessary. As an Independent director, you should strive to hold and be present in at least one meeting in a year without the presence of non-independent directors also.

#### B) The Company

- The Company shall provide you adequate notice of the dates of the proposed board/ committee meetings and general meetings. As required by the provisions of the Companies Act/ SEBI (LODR) Regulations, 2015, the Company will train its Board members in the business model of the Company as well as the risk profile of the business parameters of the Company etc.



- The Company has established an effective whistle blower mechanism so that the directors may raise their concerns, if any.
- The Company shall provide you all the information and documents that may be required to fulfill your functions and shall ensure that you are aware of your statutory obligations.

### **3. FUNCTIONS AND DUTIES**

You shall perform your duties, whether statutory, fiduciary or under common law, faithfully, efficiently and diligently that will include all the usual duties of an independent director under Companies Act/ rules and the SEBI (LODR) Regulations 2015 viz. attendance at the board/ committee meetings, shareholders meetings and meetings of independent directors. You will be required to serve on such committees as the Board may request.

As a Director of Company, you will have legal duties and obligations under Companies Act 2013. You will abide by the Code of Conduct of the Company and also provide confirmation to that effect on annual basis. It is expected that you will familiarize yourself with the Code for Independent Directors as set out in schedule IV to the Companies Act, 2013.

### **4. LIABILITY**

As an independent Director you will be liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

### **5. CONFIDENTIALITY**

You will not, at any time, during the employment or after, without the consent of the Board of Directors disclose or divulge or make public, except on legal obligations, any information regarding the Company's affairs or administration or research carried out, whether the same is confided to you or becomes know to you in the course of your service or otherwise.

### **6. DISCLOSURES**

You will disclose to the Company your interests and any matters (excluding those matters which may be subject to legal professional privilege) which affect your independence.



During your tenure as an independent director you will be required to give a declaration that you meet the criteria of independence every financial year as provided under Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

**7. DIRECTORS' FEES**

You shall be paid a sitting fee of Rs. 20000/- for attending each meeting of the Board or Committee thereof. In case of any revision in the sitting fee by the Board/ shareholders, you shall be paid such revised sitting fee subject to compliance of the applicable provisions of the Companies Act/ rules thereof.

**8. CODE FOR INDEPENDENT DIRECTORS, CODE OF CONDUCT FOR DIRECTORS, CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING FOR EMPLOYEES, INCLUDING DIRECTORS AND CODE OF BUSINESS ETHICS**

You are required to abide by the Code for independent Directors, Code of Conduct for Directors and Code of Conduct for Prevention of Insider Trading. Further, you shall also follow the Integrity policy and other policies including code of Business Ethics of the Company.

**9. INDEMNITY AND INSURANCE/ PROVISION FOR DIRECTORS AND OFFICERS (D AND O) INSURANCE**

The Directors of the Company are covered in the Directors' & Officers' liability insurance Policy obtained by the Company.

