

NOTICE

Notice is hereby given that the 60th Annual General Meeting of the Company will be held on Tuesday, 11th August, 2015 at 11.00 AM at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2015 and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunit Kapur (DIN: 03435110) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Bernhard Georg Motel (DIN : 05282143) who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Walker, Chandiook & Co., Chartered Accountants, the retiring Auditors of the Company for a period of 2 years and fix their remuneration :
"Resolved that M/s. Walker Chandiook & Co., Chartered Accountants (Firm Registration No. 001076N), New Delhi, be and is hereby appointed as the Statutory Auditors of the Company for a period of two years i.e. from the conclusion of this 60th Annual General Meeting till the conclusion of 62nd Annual General Meeting of the Company, subject to the ratification by members at every Annual General Meeting and at a remuneration as may be fixed and determined by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification the following resolutions as **Ordinary Resolution**:

5. **Appointment of Ms. Janice Ruskey Maiden (DIN: 06847230) 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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Ms. Janice Ruskey Maiden (DIN: 06847230) as Non Executive Director, liable to retire by rotation, on the Board of the Company."
6. **Appointment of Dr. Khalid Iqbal Khan (DIN: 05253556) as Director**
"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 Clause 49 of the Listing Agreement (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 Dr. Khalid Iqbal Khan (DIN: 05253556) as Director, on the Board of the Company."
7. **Appointment of Mr. Mahendra Kumar Goyal (DIN : 02605616) as an Independent Director**
"Resolved that pursuant to provisions of Sections 149, 152, 160, Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to appoint Mr. Mahendra Kumar Goyal (DIN : 02605616) as Independent Director of the Company to hold office for a period of 5 years w.e.f. 13th August 2014."
8. **Appointment of Mr. K N Subramaniam (DIN: 00041843) as Independent Director**
"Resolved that pursuant to provisions of Sections 149, 152, 160 and Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (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. K N Subramaniam (DIN: 00041843) as Independent Director of the Company to hold office for a period of 5 years w.e.f. 13th February 2015."
9. **Appointment of Mr. Mukul Gupta (DIN: 00254597) as an Independent Director**
"Resolved that pursuant to provisions of Sections 149 and 152, 160 and Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (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. Mukul Gupta (DIN: 00254597) as Independent Director of the Company to hold office for a period of 5 years w.e.f. 13th February 2015."
10. **Ratification of Remuneration to Cost Auditor for the financial year ended 31st March 2015**
"Resolved that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment 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 accounting records of the Company for the financial year ended 31st March 2015, amounting to Rs. 450000/- (Rupees four lakhs fifty thousand only) as audit fee plus service tax plus out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."
11. **Ratification of Remuneration to Cost Auditor for the financial year 2015-16.**
"Resolved that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and 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 2015-16, amounting to Rs. 450000/- (Rupees four lakhs fifty thousand only) as audit fee plus service tax plus out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

To consider and if thought fit, to pass with or without modification the following resolution as **Special Resolution**

12. **Borrowing powers of the board and creation of charge / mortgage on the moveable and/or immoveable properties of the company, both present and future in favour of lenders**
"Resolved that, pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the

Board of Directors or its committee as may be authorised by the Board of Directors, to borrow moneys for the purpose of business of the Company from time to time on such terms and conditions and with or without security, as the Board of Directors or its Committee may in its absolute discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up share capital and free reserves of the Company, however provided that the total borrowings of the Company at any time including the monies already borrowed, shall not exceed an amount of Rs. 600 Crores (Rupees Six hundred crores only).

Resolved further that pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, and such other sanctions and approvals, as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, to obtain loans, avail borrowings/credit facilities and provide requisite securities to avail such loans/borrowings/credit facilities from time to time and/or to create mortgage / charge for business purposes where the value of the security is exceeding 20% of its net worth as per audited balance sheet of the preceding financial year or which generate 20% of the total income of the company during the previous year not exceeding Rs. 600 Crores (Rupees Six hundred Crores only).

Resolved further that the Board of Directors or such Committee or person/(s) as authorised by the Board of Directors be and are hereby authorised to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving full effect to this resolution."

13. Appointment of Dr. Khalid Iqbal Khan (DIN : 05253556) as Whole-time Director-Legal & Company Secretary, of the Company

"**Resolved that** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and read with rules framed thereunder, as amended upto date and any amendments or re-enactments thereto the approval of the Members be and is hereby accorded, subject to the approval of the Central Government, if any, subject to the maximum permissible limits of 5% and 10% of the net profits of the Company, and the overall limit of 11% of the net profits as laid down in Section 197 of the Companies Act, 2013, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, as amended upto date, any amendments or re-enactments thereto and any other acts, rules or other statutes, to appoint Dr. Khalid Iqbal Khan, as the Whole Time Director -Legal & Company Secretary, of the Company, for a period of three years w.e.f 22nd May 2015 to 21st May, 2018 on the following terms and conditions:

- Base Salary: ● Salary in the scale of Rs. 16,80,000/- to Rs. 25,00,000/- per annum.
- Perquisites : ● HRA: 50% of the base salary p.a.
● Special Allowance: In the scale of Rs. 15,21,900/- p.a. to Rs. 22,00,000/- p.a.
● 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: Dr. Khalid will be entitled to annual MIP bonus subject to a maximum of Rs. 20,00,000/- p.a.
● Car Allowance: As per Company's policy from time to time.
● Petrol & Maintenance reimbursement: On the basis of actual expense.
● Driver Reimbursement: As per Company's policy from time to time.
● Provident Fund Contribution: 12% of Base Salary
● Gratuity: 4.81% of Base salary.

Resolved further that where in any financial year during the tenure of appointment of Dr. Khalid Iqbal Khan, Whole Time Director -Legal & Company Secretary, of the Company has no profits or its profits are inadequate, Dr. Khan, shall be paid the minimum remuneration of Rs. 7,00,000/- per month, subject to the approval of the Central Government, if required, and/ or upon compliance of the applicable requirements of Schedule V to the Companies Act, as existing or as amended from time to time.

Resolved further that the Nomination & Remuneration Committee or the Board of Directors be and is hereby authorized, from time to time, to alter/vary the terms and conditions of appointment of Dr. Khan as Whole Time Director-Legal & Company Secretary, of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule V to the Companies Act or within the scale as may be approved by the Central Government."

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

**Sd/-
Dr. Khalid Iqbal Khan
Company Secretary
Membership No. F5993**

**Address: 2136, Mir Bukhari Street,
Turkman Gate, Delhi-110006.**

Date : 22nd May 2015
Place : Gurgaon

NOTES

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.**
- ii) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than ten percent of the total paid up share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital carrying voting rights may appoint a single person a proxy such person shall not act as proxy for any other person or shareholder.
- iii) The relative explanatory statements, pursuant to section 102 of the Companies Act 2013, in respect of the business under Item No. 5 to 13 of the accompanying Notice are annexed hereto.
- iv) A statement giving the relevant details of the directors seeking re-appointment under Item Nos. 5 to 13 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with Stock Exchanges is annexed herewith.
- v) The Directors' Report, Auditors' Report, Audited Financial Statements for the period ended 31st March 2015 are enclosed.
- vi) The Register of Members and Share Transfer Books of the Company shall remain closed from 5th August, 2015 to 11th August, 2015 (both days inclusive) for the purpose of AGM.

- vii) Members holding shares in physical mode are requested to notify change in their address, transfer/transmission requests/ queries, if any to the Registrar & Transfer Agent (RTA) of the Company, "Alankit Assignments Limited", quoting Folio number and those holding shares in Demat mode must inform the change of address to their respective Depository Participants.
- viii) Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in same order are requested to send all their relevant share certificate(s) to the RTA for consolidation of all such shareholdings into one account to facilitate better service.
- ix) Members / Proxies are requested to bring their copy of the Annual Report and Admission Slip sent herewith duly filled in for attending the meeting to avoid inconvenience and delay at the time of registration. Copies of Annual Report and admission slip will NOT be available for distribution at the venue of the meeting.
- x) In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.
- xi) Corporate members intending to send their authorised representative(s) to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company a certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
- xii) In terms of notification issued by SEBI, the Equity Shares of the Company are under compulsory demat trading for all Investors from 24th July 2000. Shareholders are advised to hold their shares in Demat mode and to send their Share Certificates along with Dematerialisation request to the RTA through their Depository Participants.
- Under Section 72 of the Companies Act, 2013 the shareholder(s) can nominate a person to whom his shares in the Company shall vest in the event of his/their death. Where the shares are held in joint names, such nomination has to be made jointly. The nominee shall, on the death of the shareholder or all joint holders, as the case may be, become entitled to all rights in the shares to the exclusion of all other persons unless the nomination is varied or cancelled by the shareholder(s) in the prescribed manner. Shareholder(s) desirous of nominating a person may write to the Company for obtaining the prescribed Nomination form.
- xiii) All the Shareholders can communicate with the RTA for requests/ queries relating to transfer, transmission, demat, remat, endorsement as fully paid up, split, consolidation, change of address, issue of duplicate share certificates at the address "Alankit Assignments Limited, Alankit Hights, 1E/13, Jhandewalan Extension, New Delhi 110055". For all other queries, please contact the Company either at the Registered Office of the Company, G-4, J.R Complex, Gate No.-4, Mandoli Delhi – 110093 or by email to investor.grievance@federalmogul.com
- xiv) The facility for voting through polling paper shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- xv) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) upto the date of Annual General Meeting and will also be available for inspection at the meeting.
- xvi) To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors are requested to register their email addresses with Alankit Assignments Limited if shares are held in physical mode or with their DP, if the holding is in electronic mode. In case a member holding shares in Dematerialized mode wants to obtain the copy of Annual Report in physical mode, he is requested to request the Company or R&TA in writing, for the same.

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

**Sd/-
Dr. Khalid Iqbal Khan
Company Secretary
Membership No. F5993
Address: 2136, Mir Bukhari Street,
Turkman Gate, Delhi-110006.**

Date : 22nd May 2015,
Place : Gurgaon

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 5

In the meeting of Board of Directors held on 13th August 2014, Ms. Janice Ruskey Maiden, was appointed as an Additional Non-Executive Director on the Board of the Company. Accordingly, Ms. Maiden, holds the office till the conclusion of this 60th Annual General Meeting. The Company has received the notice under Section 160 of the Companies Act 2013 from a member proposing the candidature of Ms. Maiden as Director liable to retire by rotation of the Company along with the prescribed deposit of Rs. 100000/-

Ms. Maiden, aged 56 years, is a Graduate in Textile Engineering from Philadelphia University, Philadelphia, PA, MSE/Executive Masters in Technology Management (EMTM) from University of Pennsylvania, Philadelphia, PA has undergone International Business Development Program under INSEAD - General Management Program (CEDEP), Fontaine Bleu, France. Ms. Maiden has 33 years of rich experience in technology exploration, product and business development.

Save and except Ms. Maiden, 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.

Ms. Maiden is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to be appointed as a Director.

The relevant documents relating to appointment of Ms. Janice R. Maiden are available for inspection by members at the Registered Office of the Company.

The Board considers that her continued association would be of immense benefit to the Company. Accordingly the Board recommends appointment of Ms. Maiden as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 5 of the notice as an Ordinary Resolution.

Item No. 7

In the meeting of Board of Directors held on 13th August 2014, Mr. Mahendra Kumar Goyal, was appointed as Additional Director on the Board of the Company Accordingly Mr. Goyal holds office up to the conclusion of this 60th Annual General Meeting.

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 Clause 49 of the Listing Agreement, it is proposed that Mr. Goyal be appointed as Independent Directors for a period of 5 years from the original date of appointment. The Company has received the notice under Section 160 of the Companies Act 2013 from a member proposing the candidature of Mr. Mahendra

Kumar Goyal as director of the Company along with the prescribed deposit of Rs. 100000/-.

Save and except Mr. Mahendra Goyal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

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

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

The relevant documents relating to appointment of Mr. Mahendra Goyal are available for inspection by members at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the appointment of Mr. Goyal and proposes to pass the resolution set out in Item No. 7 as an Ordinary Resolution.

Item No. 8 & 9

Pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement, the Board in its meeting held on 13th February 2015 has appointed, the existing Independent Directors, Mr. Mukul Gupta and Mr. K N Subramaniam, as Independent Directors for period of 5 years, subject to the approval of shareholders of the Company, who shall not be liable to retire by rotation. The Company has received notices under Section 160 of the Companies Act, 2013 from members proposing, appointment of Mr. Gupta and Mr. Subramaniam, directors, along with the prescribed deposit of Rs. 100000/- each

Save and except the Independent Directors and their relatives to the extent of their shareholding interest, if any, in the Company with regard to their respective appointments, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8 & 9.

Mr. Gupta and Mr. Subramaniam have confirmed that they are not disqualified in terms of Section 164 of the Act and both the directors have given their consent to act as Director of the Company.

In the opinion of the Board, Mr. Gupta and Mr. Subramaniam fulfil all the conditions specified in the Companies Act, 2013 and the rules made there under and are independent of the management.

The relevant documents relating to appointment of Mr. K N Subramaniam and Mr. Mukul Gupta are available for inspection by members at the Registered Office of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services. Accordingly, the Board recommends the appointment of Mr. Gupta and Mr. Subramaniam and proposes to pass the resolutions set out in Item No. 8 & 9 as Ordinary Resolutions.

Item No. 10

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 by the Members of the Company. The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Sanjay Gupta & Associates, Cost Accountants, to conduct the audit of the cost accounting records of the Company for the period ended March 31, 2015. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the period 31st March 2015 as set out in the Resolution for the aforesaid services rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution. The Board of Directors recommend the resolution set out in Item No. 10 as Ordinary Resolution.

Item No. 11

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 by the Members of the Company. The Board of Directors of the Company on the recommendation of the Audit Committee, 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 2015-16. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2015-16 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution. The Board of Directors recommend the resolution set out in Item No. 11 as Ordinary Resolution.

Item No. 12

The Members of the Company in their meeting held on 11th June 2012 had accorded their approval to the Board of Directors of the Company through Ordinary Resolution to borrow money on behalf of the Company under Section 293(1)(d) of the Companies Act, 1956 up to Rs. 600 Crores (apart from temporary loans obtained from the company's bankers in the ordinary course of business). In terms of clarification issued by the Ministry of Corporate Affairs vide its General Circular No. 04/2014 dated March 25, 2014, it has been clarified that the resolution passed under section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Act.

In this regard, it is proposed to pass a special resolution in terms of section 180(1)(c) of the Companies Act 2013 approving to borrow money upto 600 crores (apart from temporary loans obtained from the company's bankers in the ordinary course of business).

Further, Section 180(1)(a) of the Companies Act, 2013 provides, inter alia, that the Board of Directors shall not without the consent of the Members through special resolution, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. The banks and financial institutions etc. extend financial assistance subject to creation of security on the movable and/ or immovable properties of the Company. This creation of securities by way of charge and/or mortgage would require your approval as special resolution under the provisions of Sections 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out in Item No. 12 for your approval. None of the 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. 12 as Special Resolution.

Item No. 6 & 13

In the meeting of the Board of Directors held on 22nd May 2015, Dr. Khalid Iqbal Khan (DIN: 05253556) was appointed as an Additional Director on the Board of the Company. Accordingly, Dr. Khan holds the office as Director upto the date of the forthcoming Annual General Meeting. The Company has received the notice from Dr. Khan under Section 160 of the Companies Act 2013 proposing his candidature as Director alongwith the prescribed deposit of Rs. 100000/-

In the same Board Meeting, Dr. Khan was appointed as Whole-time Director -Legal & Company Secretary, of the Company effective from 22nd May 2015, subject to the approval of the shareholders in the General Meeting and Central Government, if any.

Dr. Khan, aged 47 years, 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. He has also done PhD in Corporate Governance. Dr. Khan has 23 years of rich experience at senior level positions in the legal field. He has also completed Mahler Leadership Course.

Dr. Khan has been associated with the Company since November, 2009 as Director – Corporate & Legal Affairs & Company Secretary. Prior to joining the Company, he was Company Secretary of Goodyear India Limited.

Dr. Khan, hold 5 equity shares in the Company.

Save and expect 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. 6 & 13. Accordingly, the Board recommends the resolution set out in Item No. 6 & 13 for your approval as Ordinary and Special Resolution respectively.

Dr. Khan is not disqualified from being appointed as a Whole-time Director -Legal & Company Secretary, in terms of the Companies Act and has given his consent to be appointed as a Whole-time Director-Legal & Company Secretary.

The Board had considered him the most suitable for the position of Whole Time Director-Legal & Company Secretary of the Company. Accordingly the Board recommends appointment of Dr. Khan, as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 13 of the notice as Special Resolution.

Statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013 and to be given in the notice of the General Meeting :

1. General Information

i) Nature of Industry	Manufacturer of Piston Rings, Pistons, Piston pins, Sintered Products etc. for all types of Automotive & Industrial engines.
ii) Date or expected date of commencement of commercial production	Not applicable as the Company is in Commercial production.
iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
iv) Financial performance based on given indicators	As given under "Ten Years' Financial Review" of the Annual Report .
v) Foreign investments or collaborations, if any.	Federal Mogul Corporation, USA holds 74.98% of the paid up Equity Capital of the Company through Federal Mogul GmbH, Germany & Federal Mogul Holding Limited, Mauritius.

2. Information about the appointee:

i) Background details, Recognition/ awards	<u>Dr. Khalid Iqbal Khan</u> Dr. Khalid Iqbal Khan, aged 47 years, 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. He has also done PhD in Corporate Governance. Dr. Khan has 23 years of rich experience at senior level positions in the legal field. He has also completed Mahler Leadership Course. Dr. Khan has been associated with the Company since November, 2009 as Director – Corporate & Legal Affairs & Company Secretary. Prior to joining the Company, he was Company Secretary of Goodyear India Limited.
ii) Past Remuneration	Total Cost to the Company Rs. 6161033/- P.A.
iii) Job profile and his suitability	Dr. Khalid Iqbal Khan is taking care of the overall Legal & Secretarial functions of the Company. He is responsible for implementation of various policies required under the Companies Act and other Acts. Being a member of the senior management team of the Company, he plays an important role in implementation of various significant business decisions. Considering his vast experience, the Board considered him the most suitable candidate for appointment as a wholetime Director of the Company.
iv) Remuneration proposed	As per the details given in Item 13.
v) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is in tune with the current remuneration packages of similar managerial personnel of Companies belonging to the similar industry, size and with effective capital comparative to the Company. Further, it is commensurate with the qualification & experience of the appointee and in accordance with the highly competitive business scenario requiring recognition & reward of performance & achievement for retention of the best talent and motivation towards meeting the objectives of the Company.
vi) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Only to the extent of his entitlement to the remuneration as a managerial personnel.

3. Other information:

i) Reasons of loss or inadequate profits	Due to slowdown in the economy and the automobile sector, the profits of the Company are inadequate as reported in the annual report.
ii) Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve the profitability of the Company. Continuous review of activities in different areas of operations has been an integral part of the Company's philosophy to maximize gains and reduce costs, in order to meet the market realities.
iii) Expected increase in productivity and profits in measurable terms.	The performance of the Auto component Sector is linked to the automobile sector. The growth of the automobile sector is dependent on the performance of the economy. Considering the measures taken by your Company and further plans and strategies, the Company is expected to perform better

4. Disclosure

The requisite information has been given under the section on Corporate Governance attached to the Annual Report.

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

**Sd/-
Dr. Khalid Iqbal Khan
Company Secretary
Membership No. F5993
Address: 2136, Mir Bukhari Street,
Turkman Gate, Delhi-110006.**

Date : 22nd May, 2015
Place : Gurgaon

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Ms. Janice Ruskey Maiden
Date of Birth	16th April 1959
Original Date of Appointment	13th August 2014
Expertise in specific functional areas	Ms. Janice Ruskey Maiden, was also appointed as an Additional Non-Executive Director in the Board Meeting held on 13th August, 2014. Ms. Janice Maiden, aged about 56 years, is a Graduate in Textile Engineering from Philadelphia University, Philadelphia, PA, MSE/Executive Masters in Technology Management (EMTM) from University of Pennsylvania, Philadelphia, PA. and has undergone International Business Development Program under INSEAD - General Management Program (CEDEP), Fontaine Bleu, France. Ms. Maiden has 33 years of rich experience in technology exploration, product and business development.
Qualifications	Textile Engineering, MSE/Executive Masters in Technology Management (EMTM), International Business Development Program under INSEAD - General Management Program (CEDEP),
Directorships held in other companies (excluding foreign companies)	Nil
Committee position held in other committees	Nil
No. of shares held	Nil
Name of Director	Mr. Mukul Gupta
Date of Birth	16th August 1957
Original Date of Appointment	12th May 2006
Expertise in specific functional areas	Mr. Mukul Gupta is a Law Graduate and also has a Bachelors Degree in Economics (Hons) from Meerut University and has been practicing for many years as a Tax Advocate in the field of Sales Tax, Work Contract Tax, VAT and Service Tax. He has been providing Consultancy Services in different areas of tax to large multinationals as well as reputed Indian Companies. He is presently the National Vice President of the All India Federation of Tax Practitioners and had also held the responsibility as Secretary General for 2009 & 2010 of AIFTP. He is the Member of the Supreme Court Bar Association, New Delhi since 1985 and was also the Vice President of the Ghaziabad Tax Bar Association in 2001. He is also involved in giving advice to the Government of Uttar Pradesh with respect to improving the System of Sales Tax and implementation of VAT, which is helpful to Industries and Business in general. He was the President of Rotary Club in 1995-96 and received Presidential Citation for Integrity, Love and Peace. He is Member Governing Council of Center of Agrarian Research & Training.
Qualifications	Bachelor of Law.
Directorships held in other companies (excluding foreign companies)	Nil
Committee position held in other committees	Nil
No. of shares held	Nil

Name of Director	Mr. Mahendra Kumar Goyal
Date of Birth	1st November 1969
Original Date of Appointment	13th August 2014
Expertise in specific functional areas	Mr. Mahendra Kumar Goyal was appointed as an Additional Non-executive Independent Director in the Board Meeting held on 13th August, 2014 for a period of 5 years. Mr. Mahendra Kumar Goyal, aged 46 years, is a Chartered Accountant, Company Secretary & Cost Accountant with an Advanced Management Program Certificate from Oxford University. He dedicatedly served Anand Group for over almost 20 years and handled positions of increasing responsibility in the areas of Finance, Controlling, Treasury, Corporate Governance, Board and Legal matters. In his current capacity, Mr. Goyal is overseeing the entire After Market operations, including After Market Exports at the Group level.
Qualifications	Chartered Accountant, Company Secretary, Cost and Management Accountant and Advance Management Program Certificate.
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> ● Federal-Mogul Anand Bearings India Limited (Formerly known as Federal-Mogul Bearings India Limited.) ● Faurecia Emissions Control Technologies India Pvt. Ltd. ● Henkel Teroson India Limited. ● Anand I-Power Ltd. (Formerly known as Perfect Circle India Limited) ● Valeo Friction Materials India Limited. ● Valeo Service India Auto Parts Private Limited ● Victor Gaskets India Limited. ● Federal-Mogul Anand Sealings Limited (Formerly known as Anand I-Seal Limited)
Committee position held in other committees	<ol style="list-style-type: none"> 1. Federal Mogul Bearings India Ltd. : <ul style="list-style-type: none"> - Audit Committee, Member - Stakeholders' Relationship Committee - Corporate Social Responsibility Committee, Member - Nomination & Remuneration Committee, Member 2. Faurecia Emissions Control Technologies India Pvt. Ltd.: <ul style="list-style-type: none"> - Audit Committee, Chairman - Corporate Social Responsibility Committee, Chairman 3. Henkel Teroson India Ltd. : <ul style="list-style-type: none"> - Audit Committee, Member - Corporate Social Responsibility Committee, Chairman 4. Anand I-Power Ltd. (Formerly known as Perfect Circle India Ltd.) : <ul style="list-style-type: none"> - Audit Committee, Member - Stakeholder's Relationship Committee, Chairman 5. Valeo Friction Materials India Ltd. : <ul style="list-style-type: none"> - Audit Committee, Chairman - Corporate Social Responsibility Committee, Chairman 6. Victor Gaskets India Ltd. : <ul style="list-style-type: none"> - Audit Committee, Chairman - Corporate Social Responsibility Committee, Member - Stakeholders Relationship Committee, Chairman
No. of shares held	Nil

Name of Director	Mr. K N Subramaniam
Date of Birth	15th July 1953
Original Date of Appointment	30th April 2009
Expertise in specific functional areas	Mr. K. N. Subramaniam holds a Bachelors degree in Technology (B Tech.) from University of Madras, and Masters in Business Administration from Indian Institute of Management, Ahmedabad. He has been associated with Automotive industry in India for well over two 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 3 years and for 7 years as Managing Director and CEO of Gabriel India Ltd.
Qualifications	Bachelor Degree in Technology (B.Tech.) and Masters in Business Administration (MBA)
Directorships held in other companies (excluding foreign companies)	GKN Driveline India Limited Federal-Mogul TPR (India) Limited
Committee position held in other committees	<ol style="list-style-type: none"> 1. GKN Driveline India Limited : <ul style="list-style-type: none"> - Audit Committee, Member - Nomination & Remuneration Committee, Member 2. Federal-Mogul TPR (India) Limited <ul style="list-style-type: none"> - Audit Committee, Member - Corporate Social Responsibility Committee, Member - Nomination & Remuneration Committee, Member
No. of shares held	Nil

Name of Director	Mr. Sunit Kapur
Date of Birth	12th November 1974
Original Date of Appointment	8th May 2012
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 21 years of rich experience in Manufacturing, Engineering, Projects, TPM, Operation, Supply Chain Management 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 21 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. Prior to his appointment as Managing Director, Mr. Sunit Kapur was holding the position of Executive Director Operations. Presently he is Vice President and General Manager - Global Ignition in Federal Mogul.
Qualifications	Mechanical Engineer
Directorships held in other companies (excluding foreign companies)	Federal-Mogul Ignition Products India Limited
Committee position held in other committees	Nil
No. of shares held	Nil

Name of Director	Mr. Bernhard Georg Motel
Date of Birth	18th April 1968
Original Date of Appointment	8th May 2012
Expertise in specific functional areas	Mr. Bernhard Motel holds Master Degree in Engineering from Berlin, Germany. He has around 17 years experience in the industry. He has held several senior management positions in Federal -Mogul. Presently, he is Senior Vice- President and General Manager Global Piston BU, in Federal Mogul.
Qualifications	Master Degree in Engineering
Directorships held in other companies (excluding foreign companies)	Nil
Committee position held in other committees	Nil
No. of shares held	Nil

Name of Director	Dr. Khalid Iqbal Khan
Date of Birth	15th July 1968
Original Date of Appointment	22nd May 2015
Expertise in specific functional areas	Dr. Khalid Khan, aged 47 years, 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. He has also done PhD in Corporate Governance. Dr. Khan has 23 years of rich experience at senior level positions in the legal field. He has also completed Mahler Leadership Course. Dr. Khan has been associated with the Company since November, 2009 as Director – Corporate & Legal Affairs & Company Secretary. Prior to joining the Company, he was Company Secretary of Goodyear India Limited. The Board had considered him the most suitable for the position of Whole Time Director-Legal & Company Secretary of the Company
Qualifications	Company Secretary, Chartered Secretary from UK, Bachelor of Law and PhD in Corporate Governance
Directorships held in other companies (excluding foreign companies)	1. Federal-Mogul Ignition Products India Limited 2. Federal-Mogul Motorparts (India) Limited
Committee position held in other committees	1. Federal-Mogul Ignition India Limited : - Audit Committee, Member - Nomination & Remuneration Committee, Chairman - Corporate Social Responsibility, Member 2. Federal-Mogul Motorparts (India) Limited : - Audit Committee, Member - Nomination and Remuneration Committee, Chairman

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

Sd/-
Dr. Khalid Iqbal Khan
Company Secretary
Membership No. F5993
Address: 2136, Mir Bukhari Street,
Turkman Gate, Delhi-110006.

Date : 22nd May 2015,
Place : Gurgaon