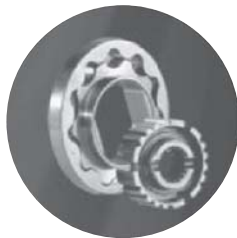
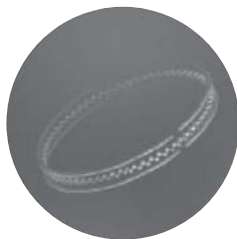
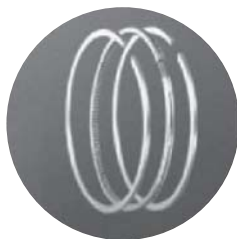


FEDERAL-MOGUL GOETZE (INDIA) LIMITED



62ND Annual Report - 2016-17

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BOARD OF DIRECTORS

Chairman & Director

Mr. K. N. Subramanian

Whole Time Managing Director

Mr. Vinod Kumar Hans

Whole Time Director - Legal & Company Secretary

Dr. Khalid Iqbal Khan

Chief Finance Officer & Finance Director

Mr. Manish Chadha

Directors

Mr. Sunit Kapur

Mr. Rajesh Sihna

Ms. Janice Ruskey Maiden

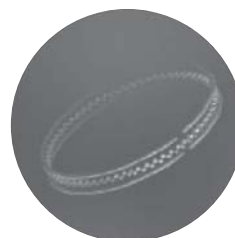
Mr. Mahendra Kumar Goyal

Mr. Mukul Gupta

Mr. K C Sundareshan Pillai

Auditors

M/s. Walker, Chandio & Co. LLP



REGISTRAR AND SHARE TRANSFER AGENTS

Alankit Assignments Limited
Corporate Office, 'Alankit Heights'
1E/13, Jhandewalan Extn.
New Delhi 110 055
Ph. No. 011-23541234, 42541956
Fax No. 011-42541201
Email: rta@alankit.com

REGISTERED OFFICE

DLF Prime Towers,
10 Ground Floor,
F-79 & 80, Okhla Phase - I,
New Delhi - 110020

WORKS

1. Bahadurgarh, Patiala (Punjab)
2. Yelahanka, Bengaluru (Karnataka)
3. SPL 1240-44, RIICO Industrial Area,
Phase-I Extn, Bhiwadi (Rajasthan)
4. Plot No. 46, Sector-11,
IIE-Pantnagar,
Udham Singh Nagar,
(Uttarakhand)

KEY BANKERS

Deutsche Bank AG
HDFC Bank Ltd.
Kotak Mahindra Bank Ltd.
State Bank of India
Yes Bank Limited

TEN YEAR'S FINANCIAL REVIEW

(Rs. in lacs)

	March 2017	March 2016	March 2015 (15 months)	December 2013	December 2012	December 2011	December 2010	December 2009	December 2008	December 2007
Total Income (gross)	145,926.28	150,128.05	170,452.08	126,832.80	131,370.48	126,312.25	102,405.62	84,041.87	79,762.07	72,028.57
Depreciation	7,639.04	7,517.68	8,937.31	6,613.55	6,193.52	5,365.89	4,822.46	4,949.23	4,634.14	4,292.16
Profit before Tax	10,981.82	7,180.15	4,745.73	3,035.85	(1,383.93)	4,864.01	4,569.31	5,067.48	(517.00)	(1,782.69)
Taxation (adjmt for excess provision for prev.yr. written back if any)	3,783.26	2,779.51	1,610.19	977.29	251.82	1,117.84	1,130.39	457.87	172.23	79.74
Profit after Tax	7,198.56	4,400.64	3,135.54	2,058.56	(1,635.74)	3,746.17	3,438.92	4,609.61	(689.23)	(1,862.43)
Dividend	-	-	-	-	-	-	-	-	-	-
Dividend Tax	-	-	-	-	-	-	-	-	-	-
Retained Profit/(Loss)	7,198.56	4,400.64	3,135.54	2,058.56	(1,635.74)	3,746.17	3,438.92	4,609.61	(689.23)	(1,862.43)

Assets Liabilities & Net Worth

	March 2017	March 2016	March 2015	December 2013	December 2012	December 2011	December 2010	December 2009	December 2008	December 2007
Fixed Assets	54,092.66	55,247.43	52,409.45	50,710.79	49,557.25	46,346.75	39,043.60	38,348.16	40,062.06	38,038.79
Investments	513.25	510.00	510.00	510.00	510.00	2,092.34	2,092.34	2,092.34	2,092.34	2,093.90
Indebtedness	11,531.94	19,132.59	21,975.54	20,244.13	19,021.30	15,384.40	8,648.74	10,113.80	16,213.62	29,236.92
Share Capital	5,563.21	5,563.21	5,563.21	5,563.21	5,563.21	5,563.21	5,563.21	5,563.21	5,563.21	3,262.09
Reserves	50,675.95	43,477.39	39,514.26	36,378.72	34,320.16	35,955.90	32,209.74	28,770.82	24,150.79	14,362.21
Net Worth	56,239.16	49,040.60	45,077.47	41,941.93	39,883.37	41,519.11	37,772.95	34,334.03	29,714.00	17,624.30

Significant Ratios

	March 2017	March 2016	March 2015	December 2013	December 2012	December 2011	December 2010	December 2009	December 2008	December 2007
A. Measurement of Investment										
Percentage of Return on Investment (annualised)	16.04	10.62	7.34	5.01	(2.40)	9.41	10.06	11.21	(1.11)	(3.86)
Percentage of Return on Equity(annualised)	20.86	15.26	10.91	7.42	(3.40)	12.27	12.67	15.82	(2.18)	(13.38)
Dividend Cover (Ratio)	-	-	-	-	-	-	-	-	-	-
B. Measurement of Performance										
Percentage of Profit before Tax to sales	7.66	4.91	2.85	2.44	(1.06)	4.05	4.72	6.32	(0.68)	(2.61)
Percentage of Profit after Tax to sales	5.02	3.01	1.88	1.65	(1.26)	3.12	3.55	5.75	(0.91)	(2.72)
C. Measurement of Financial Status										
Percentage of term Loans to Tangible Net Worth	0.08	0.23	0.20	0.18	0.10	1.93	3.18	7.28	13.00	55.52
Current Ratio	1.33	1.08	0.93	0.90	0.83	1.04	1.12	0.99	0.73	0.83
D. Genera										
Dividend per Equity Share (Rs.)	-	-	-	-	-	-	-	-	-	-
Earnings per Equity Share (Rs.) (annualised)	12.94	7.91	5.64	3.70	(2.94)	6.73	6.18	8.29	(2.05)	(7.22)
Book Value per Equity Share (Rs.)	101.09	88.15	81.03	75.39	71.69	74.63	67.90	61.72	88.36	68.34

Corporate Social Responsibility Activities

Federal-Mogul is committed to serve society through its CSR initiatives with the main focus on women empowerment, health, hygiene and education of under-privileged children.

Our CSR strategy focuses on people, society and planet, and prioritizes issues most important to our business and stakeholders, and areas where we can make the greatest impact.

As you read through this report, we hope you'll see that our social and environmental programmes address fundamental issues that are important to people all over the world. Through this CSR Report we wish to communicate our approach, objectives, progress and challenges around these high-level priorities:

Federal-Mogul truly believes that we are at our best when we combine our business strength with our desire to do good in the world.

Gurugram

Support to Ghar Angna School –

Federal-Mogul has been supporting this school for the last two years. Our hearty congratulations to Ghar Angna School, upon the school achieving 100% result. We acknowledge the sincere efforts made by the teachers of this school. The school was started with 80 children and has now a strength of 150 children.



Preventive Healthcare –

The Company has been working with 'The Earth Saviours Foundation', which is an internationally recognized NGO, situated in Gurugram. The Foundation is dedicated to serve less privileged people and is also making every possible effort to protect the environment.

Presently around 300 abandoned senior citizens and disabled people are living at the Gurukul located at Bandhwari Village, Gurugram, where all the basic facilities including dormitory accommodation, hygienically prepared meals, medical facilities and day to day needs are given to them completely free of charge.

Federal-Mogul has constructed 2 big halls at the Gurukul for the inmates to provide them safety and protection against extreme weather conditions.



PATIALA PLANT

The Company feels proud in being associated with Society for Welfare of The Handicapped, which is a pioneer in North India in the field of education of children with special needs. It was established in 1967 and manages the following schools:

1. Patiala School for the Blind
2. Patiala School for the Deaf
3. Patiala School for the Deaf-Blind (for children with multiple disabilities)

The school at present has total of 185 deaf and 60 blind students, who are provided free/subsidised education and hostel facility. Under the banner of Corporate Social Responsibility programmes, this year too, the Company distributed school uniforms to all students at the beginning of the session and supported them with furniture for the new academic block.

Most of the young people turning 18 are unaware of the range of options available to them. The simple reality is that in a rapidly changing world, they're also not fully equipped with the resources to do so successfully.

Girl students of SOS children village, Rajpura were taken to Patiala Girls ITI to give them good starting point to better understand the range of job options available and what skills employers are looking for. They were informed about various courses available at ITI which can help them in planning their career.

The Company has been associated with SNS Foundation for the technical skill development of women



Graduation Ceremony of students of the 2-Wheeler Engine Maintenance Training Course was held in Gurugram on 18th Nov, 2016. It is heartening to see the initiatives, started in 2015 along with SNS foundation, growing in stature. More than 100 students trained in the past one year have been successfully placed in various automotive dealership workshops. This advanced 12 weeks, two-wheeler engine course prepares these deprived & needy students to become skilled and confident contributors of the society.



(Projects run by Federal-Mogul TPR (India) Limited, subsidiary Company of Federal-Mogul Goetze (India) Limited)

Adult Literacy Programme and Open school at IIT Delhi

The Company has expanded existing programmes at IIT Delhi by new initiatives and skill development programmes for underprivileged children, youth and women. VIDYA (the NGO we have tied up with) inaugurated its new ventures with IIT Delhi and NSS (National Social Services) on Monday, October 3, 2016.

The Adult literacy Program was launched on 1st March, 2017 at IIT Delhi campus. This program targets employed youth between the age group of 22 to 35 years and covers the following:

- Computer Literacy
- NIIT Basics of computer programming
- Spoken English and life skills training

The VIDYA Deep program aims to augment the knowledge and skills of employed youth. The training programmes have been designed in accordance with the demands of evolving business needs of the modern world. These programmes shall enable the participants to progress in their careers and empower young people and adults to develop skills for work and life.



BENGALURU

Inauguration function of Free Tailoring Course for Rural Women "WOMEN EMPOWERMENT"

This Course was inaugurated in Kurbarahalli Village, Doddaballapur, and Bengaluru district, with 25 Student enrolled for this programme for Sewing & Garments Designing.

On 23rd Dec, 2016 the School Building at Govt. Primary School, Kurubarahalli, Doddaballapur was inaugurated. Last year toilets were constructed in this school for boys and girls under the 'Swachh Bharat Abhiyan' and this year, efforts were made to improve the infrastructure of school by building:-

- 2 Full fledged Class Rooms besides providing Children Desk, Class Teacher's Table & Chairs, Fans, Library Racks etc. and pasting Educational Aids on wall for 1st to 5th Standard.

- Drinking Water Facility - One RO Unit of 50 Ltrs. capacity installed.

It is planned to make this a MODEL SCHOOL by further improving the quality of education by providing remedial coaching:-

- English Classes – Twice a week
- Providing Computers
- Providing School Uniforms & Shoes to Children
- Providing Books & Stationeries required for School Children

In order to ensure sanitation facilities in rural areas with the broader goal to eradicate the practice of open defecation, Federal-Mogul is committed to take up construction of toilets and has initiated the Toilet Project under 'Swachh Bharat Abhiyan'.

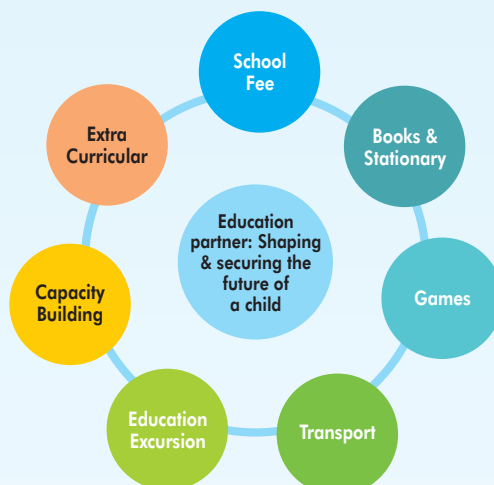


Support to SOS Children's Village -

Ensuring Sustainability, Empowerment since 2011

Federal Mogul has been supporting SOS Children's Villages of India since 2011 in providing quality education to Parentless children living in SOS Children's Villages at Rajpura, Bengaluru and Faridabad.

The child has access to pre-primary, primary, secondary and vocational education etc. as detailed in the chart:-



NOTICE

Notice is hereby given that the 62nd Annual General Meeting of the Company will be held on Monday, 25th September, 2017 at 11:00 AM at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038 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, 2017 and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Ms. Janice Ruskey Maiden (DIN: 06847230) who retires by rotation and being eligible, offers herself for re-appointment.
3. 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.
4. To appoint M/s. Walker, Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company and to fix their remuneration.

"RESOLVED THAT M/s. Walker Chandiok & Co., LLP Chartered Accountants (Firm Registration No. 001076N/N500013), New Delhi, be and is hereby appointed as the Statutory Auditors of the Company for a period of five years i.e. from the conclusion of this 62nd Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2022, subject to the ratification by members at every Annual General Meeting at such 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(S) THE FOLLOWING RESOLUTIONS AS ORDINARY RESOLUTION:

5. Appointment of Mr. K.C. Sundareshan Pillai (DIN: 06846949) as an Independent Director

"RESOLVED THAT pursuant to the provisions of section 149, 152 and 160, Schedule IV and other applicable provisions, if any, of the 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 appoint Mr. K.C. Sundareshan Pillai (DIN: 06846949) as an Independent Director of the Company to hold office for a period of 3 years, with effect from 16th December, 2016."

6. Ratification of Remuneration to Cost Auditor for the financial year 2017-18.

"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 2017-18, amounting to Rs. 450000/- (Rupees four lakhs fifty 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."

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

Date : 19th May 2017
Place : Gurugram

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 AT LEAST 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 and 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 Item No. 5&6 of the accompanying Notice are annexed hereto.**
- iv) **A statement giving the relevant details of the directors seeking re-appointment under Item No. 2, 3 & 5 of the accompanying Notice, as required by Secretarial Standards-2 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.**
- v) The Directors' Report, Auditors' Report and Audited Financial Statements for the financial year ended 31st March 2017 are enclosed.
- vi) The Register of Members and Share Transfer Books of the Company shall remain closed from 19th September 2017 to 25th September 2017 (both days inclusive) for the purpose of Annual General Meeting.
- vii) The Notice of the Annual General Meeting along with the Attendance slip, Proxy Form and E-voting Instructions is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For the members who have not registered their email address, physical copy of the notice is being sent by the permitted mode.
- viii) The Company is pleased to provide e-voting facility to the shareholders of the Company through National Securities Depository Services India Limited (NSDL), to transact the business through e-voting.
- ix) 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.
- x) 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.
- xi) 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.
- xii) 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.
- xiii) 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 authorising their representative(s) to attend and vote on their behalf at the meeting.
- xiv) 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.
- xv) 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 registered address "Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi - 110055". For all other queries, please contact the Company either at the Registered Office of the Company, DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi - 110020 or by email to investor.grievance@federalmogul.com