

FEDERAL-MOGUL SEALINGS INDIA LIMITED
CIN: U29253PN2014PLC152540
Registered Office: 152/223, Village Mahalunge, Chakan Talegaon Road,
Tal. Khed, Pune- 410501. **Tel.** +91 2135 677300.
email: abhishek.nagar@tenneco.com

NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of Federal-Mogul Sealings India Limited will be held on Thursday, 27th December 2024, at 11:00AM at the Registered Office of the Company at 152/223, Village Mahalunge, Chakan Talegaon Road, Tal. Khed, Pune-410501 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2024 and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Kapil Arora (DIN: 08837647) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS.

3. Ratification of Remuneration to Cost Auditor for the financial year 2024-25:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“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 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 2024-25, amounting to Rs. 150,000/- (Rupees One lakh and 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, approved and confirmed.

4. Appointment of Mr. Manish Chadha (DIN 07195652) as an Independent Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable rules as amended from time to

time Mr. Manish Chadha (DIN: 07195652), Director of the Company, who meets the criteria for independence as provided in section 149(6) of the Act be and is hereby re-designated and appointed as an Independent Director of the Company for a period of 5 consecutive years with effect from 31st January 2024.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

5. Appointment of Mr. T. Kannan (DIN 10486912) as an Independent Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules as amended from time to time, Mr. T. Kannan, (DIN:10486912), who was appointed as the Additional Director, with effect from 1st February, 2024, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and other applicable rules as amended from time to time, Mr. T. Kannan, Additional Director (DIN:10486912), who meets the criteria for independence as provided in section 149(6) of the Act was redesignated as an Independent Director by the Board, be and is hereby appointed as an Independent Director for a period of 5 consecutive years with effect from 18th June 2024.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

For and on behalf of Federal-Mogul Sealings India Limited,

Date: 23rd October 2024
Place: Gurugram

Kapil Arora
Director
DIN: 08837647
Address: Tower 3A, 1201
Sun City Parikrama Society
Sector 20, Panchkula
Haryana 134117

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 ON A POLL 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 of the Company carrying voting rights may appoint a single person as proxy such person shall not act as proxy for any other person or shareholder.

iii) A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and Secretarial Standards-2 (Annual General Meetings), relating to the Special Business to be transacted at the Annual General Meeting ("AGM/ Meeting") is annexed herewith.

iv) The Directors' Report, Auditors' Report, Audited Financial Statements for the financial year ended 31st March 2024 are enclosed.

v) Members/ Proxies are requested to bring their copy of the Annual Report and Admission Slip 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.

vi) The Notice of the 10th Annual General Meeting along with the Attendance slip and Proxy Form is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s). The Notice calling the AGM and the Annual Report can be accessed at from the website of KFin Technologies Limited (KFINTech) at the website address at <https://evoting.kfintech.com/>.

vii) The Company is pleased to provide e-voting facility to the shareholders of the Company through KFINTech to transact the business through e-voting.

viii) 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, KFin Technologies Limited ('KFINTech') quoting Folio number and those holding shares in Demat mode must inform the change of address to their respective Depository Participants.

ix) 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.

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 true copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.

xii) 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.

xiii) 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 including Memorandum & Articles of Association of the Company, are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) up to the date of Annual General Meeting. The aforesaid documents will also be available for inspection by members at the meeting.

xiv) 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 KFin Technologies Limited ('KFINTECH') Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. For all other queries, please contact the Company either at the Registered Office of the Company, 10th Floor, Paras Twin Towers, Tower B, Sector- 54, Golf Course Road, Gurugram-122002 or by email to Mr. Ramachandra, ramachandra.v@kfintech.com.

xv) 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/her/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.

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, the Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No. /Client ID & DP ID to Company or to Registrar and Transfer Agents.

For and on behalf of Federal-Mogul Sealings India Limited,

Date: 23rd October 2024

Place: Gurugram

Kapil Arora

Director

DIN: 08837647

Address: Tower 3A, 1201

Sun City Parikrama Society

Sector 20, Panchkula

Haryana 134117

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 03- Remuneration payable to Cost Auditors

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 has approved the appointment and remuneration of Sanjay Gupta & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2024-25 at a remuneration of Rs. 1,50,000/- (Rupees One lakh and fifty 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 2024-25 as set out in Item No. 3 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 passing the resolution as set out in Item No. 3 as an Ordinary Resolution.

Item No 04: Appointment of Mr. Manish Chadha as an Independent Director

In terms of the provisions of Sections 149 and 152 read with rules made thereunder, the Company is required to appoint independent directors. Board of Directors in their meeting held on 31st January 2024, subject to approval of the shareholders in the General Meeting had redesignated, Mr. Manish Chadha, Director of the Company who meets the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2024, as an Independent Director for a period of 5 (Five) years.

Accordingly, the shareholders are requested to approve the appointment of Mr. Manish Chadha, as an Independent Director with effect from 31st January 2024.

The relevant documents relating to appointment of Mr. Manish Chadha are available for inspection by members at the Registered Office of the Company up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company. Brief profile of Mr. Manish Chadha is provided in **Annexure –A**

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Manish Chadha are in any way concerned or interested in the said Resolution. The Nomination & Remuneration Committee and the Board of Directors recommend passing the resolution as set out in Item No.4 as an Ordinary Resolution.

Item No 05: Appointment of Mr. T. Kannan as an Independent Director

In terms of the provisions of Sections 149, 152, 161 read with rules made there under Mr. T. Kannan, (DIN:10486912), was appointed as an Additional Director by the Board of Directors with effect from 1st February, 2024 up to the date of this AGM.

Mr. T. Kannan, aged about 41 years is a Mechanical Engineer. He has more than 19 years of experience in production and engineering roles of increasing responsibility, and he has worked in India for manufacturing Companies such as L.G. Balakrishnan & Bros., MRF Ltd., and BorgWarner.

The Board considers that his association would be of immense benefit to the Company and recommends his appointment as a Director.

In terms of the provisions of Section 149, read with rules made there under, Company is required to appoint independent directors. Board of Directors in their meeting held on 18th June 2024 had redesignated, Mr. T. Kannan who meets the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2024, as an Independent Director for a period of 5 (Five) years with effect from 18th June 2024, subject to the approval of shareholders.

Accordingly, the Company has received a notice from a member proposing candidature of Mr. T. Kannan, for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. T. Kannan has also given a declaration to the Company that he meets criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board of Directors are of the view that Mr. T. Kannan, (DIN:10486912) possesses and has the requisite skills and capabilities, required for the role of an Independent Director of the Company.

Accordingly, shareholders are requested to approve the appointment of Mr. T. Kannan as an Independent Director with effect from 18th June 2024.

The relevant documents relating to appointment of Mr. Kannan are available for inspection by members at the Registered Office of the Company up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company. Brief profile of Mr. Thiagarajan Kannan (DIN: 10486912) seeking regularization at the forthcoming Annual General Meeting is provided in **Annexure –A**.

None of the Directors, Key Managerial Personnel of the Company, and their relatives, except Mr. T. Kannan are in any way concerned or interested in the said Resolution. The Nomination & Remuneration Committee and the the Board of Directors recommends passing the resolution as set out in Item No. 5 as an Ordinary Resolution

For and on behalf of Federal-Mogul Sealings India Limited,

Kapil Arora
Director
DIN: 08837647
Address: Tower 3A, 1201
Sun City Parikrama Society
Sector 20, Panchkula
Haryana 134117

Date: 23rd October 2024

Place: Gurugram

Annual Report 2023-24

Annexure-A

DETAILS OF MR. KAPIL ARORA (IN PERSUANCE OF SECRETARIAL STANDARD-2)

Item No 2:

| | |
|---|--|
| Name of Director | Mr. Kapil Arora |
| Age | 47 Years |
| Date of Birth | 6 th November, 1977 |
| Original Date of Appointment | 1 st September, 2020 |
| Expertise in specific functional areas | Over 25 years in Project Management and Plant Operations with increasing responsibilities. He has been with Federal-Mogul group for over 15 years. |
| Terms and conditions of appointment/ re-appointment | Mr. Kapil Arora has been appointed as a Non-executive Director, liable to retire by rotation without any remuneration payable. |
| Details of remuneration sought to be paid | Nil |
| Remuneration last drawn | Rs. 49.07 Lakhs |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Not Applicable |
| Number of Meetings of the Board attended during the year | 04 |
| Qualifications | Diploma in Mechanical Engineering from Trinity College, United States of America. |
| Directorships held in other companies (excluding foreign companies) | Federal-Mogul Bearings India Limited |
| Committee position held in other Companies | Federal-Mogul Bearings India Limited Corporate Social Responsibility Committee, Member |

DETAILS OF MR. MANISH CHADHA (IN PERSUANCE OF SECRETARIAL STANDARD-2)**Item No 4:**

| | |
|---|---|
| Name of Director | Mr. Manish Chadha |
| Age | 50 Years |
| Date of Birth | 16 th June, 1974 |
| Original Date of Appointment | 1 st January, 2016 |
| Expertise in specific functional areas | Mr. Chadha has over 25 years of rich experience in Controlling, Plant Finance Operations, Statutory Reporting and Compliances, Business Analysis, Strategic Planning, Accounts/ MIS, Financial Planning & Budgeting, Cost Control, Internal Control and System Implementation in the Automobile industry. Mr. Chadha has been associated with the Company since 2003 in various senior level positions in the finance department, including that of Group Controller. Prior to joining the Company, he was working with Daewoo Motors India Limited as Manager-Finance. |
| Terms and conditions of appointment/ re-appointment | Terms and Conditions of appointment of Mr. Manish Chadha shall be governed by schedule IV of the Companies Act, 2013. |
| Details of remuneration sought to be paid | Nil |
| Remuneration last drawn | Nil |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Not applicable |
| Number of Meetings of the Board attended during the year | 05 |
| Qualifications | Member of the Institute of Chartered Accountants of India |
| Directorships held in other companies (excluding foreign companies) | <ul style="list-style-type: none">• Federal-Mogul Bearings India Limited• Federal-Mogul Goetze (India) Limited• Federal-Mogul TPR (India) Limited• Federal-Mogul Ignition Production India Limited |
| Committee position held in other Companies | <ol style="list-style-type: none">1. Federal-Mogul Bearings India Limited Audit Committee - Chairman Corporate Social Responsibility Committee- Chairman Stakeholder Relationship Committee –Chairman Nomination and Remuneration Committee – Chairman2. Federal-Mogul Goetze (India) Limited Risk Management Committee- Member3. Federal-Mogul Ignition Products India Limited Audit Committee - Chairman Corporate Social Responsibility Committee - Member Nomination and Remuneration Committee - Member |

DETAILS OF MR. T. KANNAN (IN PERSUANCE OF SECRETARIAL STANDARD-2)**Item No 5:**

| | |
|---|--|
| Name of Director | Mr. T. Kannan |
| Age | 42 Years |
| Date of Birth | 5 th November, 1982 |
| Original Date of Appointment | 1 st February 2024 |
| Expertise in specific functional areas | Mr. T. Kannan, is a Mechanical Engineer. He has more than 19 years of experience in production and engineering roles of increasing responsibility, and he has worked in India for manufacturing Companies such as L.G. Balakrishnan & Bros., MRF Ltd., and BorgWarner. |
| Qualification | Bachelor's in mechanical engineering from Bannari Amman Institute of Technology |
| Terms and conditions of appointment/ re-appointment | Terms and Conditions of appointment of Mr. T. Kannan shall be governed by schedule IV of the Companies Act, 2013. |
| Details of remuneration sought to be paid | Nil |
| Remuneration last drawn | Nil |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Not applicable |
| Number of Meetings of the Board attended during the year | Nil |
| Directorships held in other companies (excluding foreign companies) | <ul style="list-style-type: none">• Federal-Mogul Goetze (India) Limited• Federal-Mogul TPR (India) Limited• Federal-Mogul Bearings India Limited |
| Committee position held in other Companies | <ol style="list-style-type: none">1. Federal–Mogul Goetze (India) Limited<ul style="list-style-type: none">- Stakeholders' Relationship Committee, Member- Corporate Social Responsibility Committee, Chairman- Risk Management Committee, Chairman2. Federal–Mogul TPR (India) Limited<ul style="list-style-type: none">- Corporate Social Responsibility Committee, Chairman3. Federal-Mogul Bearings India Limited<ul style="list-style-type: none">- Audit Committee, Member- Nomination & Remuneration Committee, Member- Corporate Social Responsibility Committee, Member- Stakeholders' Relationship Committee, Member |

INSTRUCTIONS FOR E-VOTING

Login method for remote e-Voting for individual shareholders holding securities in demat mode.

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none">User already registered for Internet-based Demat Account Statement (IDeAS) facility:<ol style="list-style-type: none">Visit URL: https://eservices.nsdl.comClick on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.User not registered for IDeAS e-Services<ol style="list-style-type: none">To register click on link : https://eservices.nsdl.comSelect “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirect Reg.jspProceed with completing the required fields.Follow steps given in point 1.Alternatively by directly accessing the e-Voting website of NSDL<ol style="list-style-type: none">Open URL: https://www.evoting.nsdl.com/Click on the icon “Login” which is available under ‘Shareholder/Member’ section.A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.Post successful authentication, you will be requested to select the name of the company and the e-Voting service provider name, i.e., KFin.On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period. |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi.</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat account number and PAN.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFin where the e- Voting is in progress.</p> |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</p> |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL

| Login type | Helpdesk details |
|---------------------------|---|
| Securities held with NSDL | Please contact NSDL helpdesk at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

and CDSL.

1. Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
2. Members whose email IDs are registered with the company/ depository participant(s), will receive an email from KFin which will include details of E-Voting Event Number (5969), USER ID and password. Members will have to follow the following process:

i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN followed by folio number. In case of demat account, User ID will be your DP ID and client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on “LOGIN”.

You will now reach password change menu wherein you will be mandatorily required to change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change the password and update the contact.

The instructions for e-Voting are as under:

- (i) Open your web browser during the voting period and navigate to 'https://evoting.kfintech.com'
- (ii) Create the login credentials (i.e., user-id & password). However, if you are already registered with KFINTECH for e-voting, you can use your existing User ID and password for casting your vote:

| | |
|-----------|---|
| User – ID | For Members holding shares in Demat Form: - a) For NSDL:- 8 Character DP ID followed by 8 digit Client ID b) For CDSL:- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form: - Event No. (EVENT) followed by Folio No. registered with the Company |
| Password | Your unique password is printed above / provided in the e-mail forwarding the electronic notice |

iii. After entering these details appropriately, click on “LOGIN”.

- iv. You will now reach Password Change Menu wherein they are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the “Event” i.e., Federal-Mogul Sealings India Limited.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under “FOR/AGAINST/ABSTAIN” against the resolution or alternatively you may partially enter any number in “FOR”, partially in “AGAINST” and partially in “ABSTAIN” but the total number in “FOR/AGAINST/ABSTAIN” taken together should not exceed your total shareholding.
- viii. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- ix. Corporate/Institutional Members (corporate /Fls /Flls/Trust/Mutual Funds/Company’s, etc.) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: gkpatilcs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format “Corporate Name Event No.”.
- x. The e- voting period commences on Tuesday, 24th December, 2024 at 9:00 A.M. (IST) and ends on Thursday, 26th December, 2024 at 5:00 P.M. (IST). In case of any query pertaining to e-voting, please visit Help & FAQs section of KFINTECH e-voting website.
- xi. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again at the AGM.
- xii. Mr. Govinda K Patil, Company Secretary in Practice, Membership No. A-10408 and COP No. 5934 has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer’s decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is gkpatilcs@gmail.com
- xiii. The Scrutinizer shall, on the date of the AGM, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour or against, if any, and submit it to the Chairman.
- xiv. The result of voting will be announced by the Chairman of the AGM within 48 hours from the date of the AGM i.e. by or before 29th December, 2024 and the resolution will be deemed to have been

passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolution.

- xv. The Scrutinizer shall, immediately after the conclusion of remote e-voting at the 10th AGM, first count the votes casted at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two (2) witnesses not in the employment of the Company and provide the consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or person authorized by him, of the Company.
- xvi. The results shall be declared after receiving consolidated Scrutinizer's Report from the Scrutinizer. The results declared along with the Scrutinizer's Report shall be placed on the websites of Company's Registrar and Share Transfer Agent, KFin Technologies Limited ('KFINTECH') <https://evoting.kfintech.com> immediately after the declaration of the results by the Chairman of the Company or person authorized by him.
- xvii. The voting rights of the Members (for voting through remote e-voting or by Poll Paper at the Meeting) shall be in proportion to their shares of the paid-up Equity Shares capital of the Company as on the cut-off date of Friday, 20th December, 2024.
- xviii. Shareholders / proxies may also vote at the venue of the meeting physically by using the ballot papers that will be provided at the venue. Shareholders / proxies who have cast their votes through e-voting will not be allowed to cast their votes physically at the venue of the AGM.
- xix. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders as available at the Downloads section of <https://evoting.kfintech.com>. Alternatively, you can also contact evoting@kfintech.com for any queries or grievances connected with remote e-voting service.
- xx. Members who have acquired shares after the delivery of Notice of AGM and holding shares as on cut-off date i.e. Friday, 20th December, 2024, may obtain the user ID and Password by sending a request at evoting@kfintech.com.

However, if you are already registered with KFin Technologies Private Limited for remote e-voting, then you can use your existing user ID and Password /PIN for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on <https://evoting.kfintech.com> or contact KFINTECH at (040) 6716 2222 or at toll free number 1800 3454 001. Alternatively, you can also contact on evoting@kfintech.com for any queries or grievances connected with remote e-voting service.

ATTENDANCE SLIP

FEDERAL-MOGUL SEALINGS INDIA LIMITED

CIN: U29253PN2014PLC152540

Registered Office: 152/223, Village Mahalunge, Chakan Talegaon Road, Tal. Khed, Pune-410501,

Tel.: +91 2135677300

E-mail: abhishek.nagar @tenneco.com

Name of the member (s):

Registered address:

E-mail Id:

Folio No/

Client Id No. /DPID:

I/We hereby record my presence at the 10th Annual General Meeting of Federal-Mogul Sealings India Limited being held at the Registered Office of the Company at 152/223, Village Mahalunge, Chakan Talegaon, Road, Tal. Khed, Pune - 410501, on Friday, 27th December 2024, at 11:00 AM.

Member's folio/ DP ID-Client ID No.

Name of the member/proxy in block letters

Members/proxy Signature

Notes:

1. Please complete the Folio/ DP ID-Client ID No and name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2023-24 and Notice of the AGM along with Attendance Slip, Proxy form and E-voting instructions is being sent to all the members whose email address is registered with the Company/ Depository Participant. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.

PROXY FORM-MGT 11

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

FEDERAL-MOGUL SEALINGS INDIA LIMITED

CIN: U29253PN2014PLC152540

Registered Office: 152/223, Village Mahalunge, Chakan Talegaon Road,
Tal. Khed, Pune-410501 **Tel.:** +91 2135677300

E-mail: abhishek.nagar @tenneco.com

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of _____ shares of Federal-Mogul Sealings India Limited, hereby appoint:

1. Name: _____ Address: _____ E-mail Id : _____
Signature _____ or failing him/her
2. Name: _____ Address: _____ E-mail Id : _____
Signature _____ or failing him/her
3. Name: _____ Address: _____ E-mail Id : _____
Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Friday, 27th December 2024 at 11:00 AM at the Registered Office of the Company at 152/223, Village Mahalunge, Chakan Talegaon, Road, Tal. Khed, Pune-410501 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution details: | For | Against |
|---|-----|---------|
| ORDINARY BUSINESS: | | |
| 1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 st March, 2024 and Reports of the Directors' and Auditors' thereon. | | |
| 2 To appoint a Director in place of Mr. Kapil Arora (DIN 08837647) who retires by rotation and being eligible, offers himself for re-appointment. | | |
| SPECIAL BUSINESS: Ordinary Resolutions | | |
| 3. To approve and ratify remuneration payable to Sanjay Gupta & Associates, Cost Auditors for the cost audit of the Company for the financial year 2024-25 | | |
| 4. To re designate and appoint Mr. Manish Chadha (DIN 07105652) Director of the Company as an Independent Director of the Company with effect from 31 st January 2024. | | |
| 5. To appoint Mr. T Kannan (DIN 10486912) as a Director of the Company and to re designate and appoint him as an Independent Director of the Company with effect from 18 th June 2024. | | |

Signed this..... day of.....2024

Affix
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Signatu
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Signature of shareholder/ Signature of first proxy holder/ Signature of second proxy holder/
Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) For the Resolution, Explanatory Statements and Notes please refer the Notice of the 10th Annual General Meeting along with Explanatory Statement.
- (3) The proxy holder may vote either 'For' or 'Against' each resolution.

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies Management and Administration) Rules, 2014]

Name of the Company: Federal-Mogul Sealings India Limited.

Registered Office: 152/223, Mahalunge, Chakan Talegaon Road, Tal: Khed, Dist: Pune 410501

CIN: U29253PN2014PLC152540

BALLOT PAPER

| S No | Particulars | Details |
|------|---|---------------|
| 1. | Name of the first named Shareholder (In Block Letters) | |
| 2. | Postal address | |
| 3. | Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form) | |
| 4. | Class of shares | Equity shares |

I hereby exercise my vote in respect of Resolutions enumerated below by recording my assent or dissent to the said resolutions proposed in the Annual General Meeting held on Friday, 27th December 2024 in the following manner:

| No. | Item No. | No. of Shares held by me | I assent to the Resolution | I dissent from the resolution |
|-----|---|--------------------------|----------------------------|-------------------------------|
| 1. | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2024 and Reports of the Directors' and Auditors' thereon.(Ordinary Resolution) | | | |
| 2 | To appoint a Director in place of Mr. Kapil Arora (DIN 08837647) who retires by rotation and being eligible, offers himself for re-appointment(Ordinary Resolution) | | | |
| 3 | To approve and ratify remuneration payable to Sanjay Gupta & Associates, Cost Auditors for the cost audit of the Company for the financial year 2024-25.(Ordinary Resolution) | | | |
| 4 | To re designate and appoint Mr. Manish Chadha (DIN 07105652) Director of the Company as an Independent Director of the Company with effect from 31 st January 2024.(Ordinary Resolution) | | | |
| 5 | To appoint Mr. T Kannan (DIN 10486912) as a Director of the Company and to re designate and appoint him as an Independent Director of the Company with effect from 18 th June 2024.(Ordinary Resolution) | | | |

Place:

Date:

(Signature of the shareholder)

Annual Report 2023-24

Route Map of the venue of the 10th Annual General Meeting of Federal-Mogul Sealings India Limited



Venue: 152/223, Mahalunge
Chakan Talegaon Road
Tal: Khed, Dist: Pune 410501