

Date: 21st September, 2018

1. Listing Department (Fax: 022-22723719 /22722037/
BSE Limited 22722041 /22722061/
Phiroze Jeejeebhoy Towers 22722039 /22658121)
Dalal Street, Mumbai 400001

2. Listing Department (Fax: 022-26598237/26598238)
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (East), Mumbai 400051

Subject: Voting Results under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013

Dear Sir/ Ma'am,

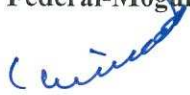
Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of the 63rd Annual General Meeting of the Company held on Thursday, 20th September, 2018 at 11:00 a.m. at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038 along with the Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014.

Please take the same on your records.

Thanking you,

Yours faithfully,

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



 (Dr. Khalid Iqbal Khan)
Whole-time Director-Legal & Company Secretary

Encl.: As above

CC:

National Securities Depository Limited
Trade World, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013

Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

| Voting Results of AGM | |
|--|--------------------|
| Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions: | September 20, 2018 |
| Date of the AGM | September 20, 2018 |
| Total number of shareholders on record date | 18,800 |
| No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public: | 32 |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public: | N.A. |

1. Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and Reports of the Directors' and Auditors' thereon.

| Category | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 | No. of Votes in Favour | No. of Votes Against | NO | |
|------------------------------|-----------------|--------------------|--------------------------|--|------------------------|----------------------|---|---|
| | | | | | | | % of votes in favour on Votes Polled (6)=(4)/(2)*100 | % of votes against on Votes Polled (7)=(5)/(2)*100 |
| Promoters and Promoter Group | Remote E-voting | (1) | 41,715,454 | 0.0000 | 41,715,454 | (5) | 100.0000 | 0.0000 |
| | Poll | 41,715,454 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,715,454 | 100.0000 | 41,715,454 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Remote E-voting | | 5,682,617 | 74.3890 | 5,682,617 | 0 | 100.0000 | 0.0000 |
| | Poll | 7,639,053 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 5,682,617 | 74.3890 | 5,682,617 | 0 | 100.0000 | 0.0000 |
| Public-Non Institutions | Remote E-voting | | 2,398 | 0.0382 | 2,346 | 52 | 97.8315 | 2.1685 |
| | Poll | 6,277,623 | 352 | 0.0056 | 352 | 0 | 100.0000 | 0.0000 |
| | Total | | 2,750 | 0.0438 | 2,698 | 52 | 98.1091 | 1.8909 |
| Total | | 55,632,130 | 47,400,821 | 85.2040 | 47,400,769 | 52 | 99.9999 | 0.0001 |





2. Ordinary Resolution: To appoint a Director in place of Mr. Sunit Kapur (DIN: 03435110) who retires by rotation and being eligible, offers himself for re-appointment.

| Whether promoter/ promoter group are interested in the Agenda/resolution | | | | | | | NO | |
|--|-----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
| | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | Remote E-voting | | 41,715,454 | 100.0000 | 41,715,454 | 0 | 100.0000 | 0.0000 |
| | Poll | 41,715,454 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,715,454 | 100.0000 | 41,715,454 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Remote E-voting | | 5,682,617 | 74.3890 | 5,618,420 | 64,197 | 98.8703 | 1.1297 |
| | Poll | 7,639,053 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 5,682,617 | 74.3890 | 5,618,420 | 64,197 | 98.8703 | 1.1297 |
| Public-Non Institutions | Remote E-voting | | 2,398 | 0.0382 | 2,341 | 57 | 97.6230 | 2.3770 |
| | Poll | 6,277,623 | 352 | 0.0056 | 352 | 0 | 100.0000 | 0.0000 |
| | Total | | 2,750 | 0.0438 | 2,693 | 57 | 97.9273 | 2.0727 |
| Total | | 55,632,130 | 47,400,821 | 85.2040 | 47,336,567 | 64,254 | 99.8644 | 0.1356 |

3. Ordinary Resolution: To appoint a Director in place of Mr. Vinod Kumar Hans (DIN: 03328309) who retires by rotation and being eligible, offers himself for re-appointment.

| Whether promoter/ promoter group are interested in the Agenda/resolution | | | | | | | NO | |
|--|-----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
| | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | Remote E-voting | | 41,715,454 | 100.0000 | 41,715,454 | 0 | 100.0000 | 0.0000 |
| | Poll | 41,715,454 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,715,454 | 100.0000 | 41,715,454 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Remote E-voting | | 5,682,617 | 74.3890 | 5,682,617 | 0 | 100.0000 | 0.0000 |
| | Poll | 7,639,053 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 5,682,617 | 74.3890 | 5,682,617 | 0 | 100.0000 | 0.0000 |
| Public-Non Institutions | Remote E-voting | | 2,298 | 0.0366 | 2,241 | 57 | 97.5196 | 2.4804 |
| | Poll | 6,277,623 | 352 | 0.0056 | 352 | 0 | 100.0000 | 0.0000 |
| | Total | | 2,650 | 0.0422 | 2,593 | 57 | 97.8491 | 2.1509 |
| Total | | 47,400,721 | 47,400,664 | 85.2039 | 47,400,664 | 57 | 99.9999 | 0.0001 |

4. Ordinary Resolution: Ratification of Remuneration to Cost Auditor for the financial year 2018-19.

| Whether promoter/ promoter group are interested in the Agenda/resolution | | | | | | | NO | |
|--|-----------------|--------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
| | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | Remote E-voting | | 41,715,454 | 100.0000 | 41,715,454 | 0 | 100.0000 | 0.0000 |
| | Poll | 41,715,454 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,715,454 | 100.0000 | 41,715,454 | 0 | 100.0000 | 0.0000 |

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

DLF Prime Towers, 10 Ground Floor,

F-79 & 80, Okhla Phase - I,

New Delhi- 110020

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries firm having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through poll at Annual General Meeting (AGM) under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended up to date) on the resolution(s) mentioned in Notice dated May 29, 2018 for 63rd AGM of the Members of the Company held on Thursday, September 20, 2018 at 11:00 A.M. at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038.

I submit my report as under:-

1. The remote e-voting period commenced on Monday, September 17, 2018 at 09:00 A.M. and ended on Wednesday, September 19, 2018 at 05:00 P.M. via e-voting platform on the



A handwritten signature in blue ink, appearing to be 'Sanjay Grover', written over a horizontal line.

designated website of NSDL, Authorized Agency to provide e-voting facility viz <https://www.evoting.nsdl.com>.

2. The Members of the Company as on the "cut off" date i.e. Thursday, September 13, 2018 were entitled to avail the facility of remote e-voting as well as voting through poll at the 63rd Annual General Meeting on the proposed resolutions.
3. The total paid up Equity Share Capital of the Company as on Thursday, September 13, 2018 was Rs. 55,63,21,300/- (Rupees Fifty Five Crore Sixty Three Lacs Twenty One Thousand Three Hundred Only) divided into 5,56,32,130 (Five Crore Fifty Six Lacs Thirty Two Thousand One Hundred Thirty) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 63rd AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the AGM Notice.
5. The Chairman ordered for poll at AGM as per Rule 21 of Companies (Management and Administration) Rules, 2014, as amended up to date. Further, Pursuant to Article 81(3) of Articles of Association of the Company, Mr. Abhishek Bansal was appointed as an additional Scrutinizer on behalf of shareholders who has also signed this report.
6. One ballot box was kept for polling paper and the ballot box was locked in my presence.
7. After completion of Poll at the AGM, the ballot box was opened in my presence and polling papers were diligently scrutinized. Thereafter, polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and poll at AGM.



8. The polling papers, which were incomplete and/or which were otherwise found defective or where signature of any member did not match with the records maintained by Registrar & Transfer Agent of the Company, have been treated as invalid and were kept separately.
9. After completion of poll at the AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses, Mr. Ronit Gaba and Mr. Rajat Jain, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ronit Gaba

Rajat Jain

10. The consolidated summary of results of poll at the AGM and remote e-voting are as under:

- a. **Resolution No. 1**-Consideration and adoption of Audited Financial Statements including Consolidated Financial Statements for the F.Y. 2017-18 and Reports of the Directors' and Auditors' thereon.

| Ordinary Resolution | | | | |
|---------------------|-----------------------|-------------|-------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | Poll | e-Votes | Total | |
| Assent | 352 | 4,74,00,417 | 4,74,00,769 | 99.9999 |
| Dissent | 0 | 52 | 52 | 0.0001 |
| Total | 352 | 4,74,00,469 | 4,74,00,821 | 100 |

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- A.**



- b. **Resolution No. 2**-Re-appointment of Mr. Sunit Kapur (DIN: 03435110) who retires by rotation and being eligible, offers himself for re-appointment.

| Ordinary Resolution | | | | |
|---------------------|-----------------------|-------------|-------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | Poll | e-Votes | Total | |
| Assent | 352 | 4,73,36,215 | 4,73,36,567 | 99.8644 |
| Dissent | 0 | 64,254 | 64,254 | 0.1356 |
| Total | 352 | 4,74,00,469 | 4,74,00,821 | 100 |

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- B**.

- c. **Resolution No. 3**-Re-appointment of Mr. Vinod Kumar Hans (DIN: 03328309) who retires by rotation and being eligible, offers himself for re-appointment.

| Ordinary Resolution | | | | |
|---------------------|-----------------------|-------------|-------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | Poll | e-Votes | Total | |
| Assent | 352 | 4,74,00,312 | 4,74,00,664 | 99.9999 |
| Dissent | 0 | 57 | 57 | 0.0001 |
| Total | 352 | 4,74,00,369 | 4,74,00,721 | 100 |

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- C**.



d. **Resolution No. 4**-Ratification of Remuneration to Cost Auditor for the financial year 2018-19.

| Ordinary Resolution | | | | |
|---------------------|-----------------------|-------------|-------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | Poll | e-Votes | Total | |
| Assent | 352 | 4,74,00,412 | 4,74,00,764 | 99.9999 |
| Dissent | 0 | 57 | 57 | 0.0001 |
| Total | 352 | 4,74,00,469 | 4,74,00,821 | 100 |

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-D**.

e. **Resolution No. 5**-Re-Appointment of Dr. Khalid Iqbal Khan (DIN: 05253556) as Whole-Time Director-Legal & Company Secretary, of the Company.

| Special Resolution | | | | |
|--------------------|-----------------------|-------------|-------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | Poll | e-Votes | Total | |
| Assent | 352 | 4,74,00,262 | 4,74,00,614 | 99.9999 |
| Dissent | 0 | 57 | 57 | 0.0001 |
| Total | 352 | 4,74,00,319 | 4,74,00,671 | 100 |

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-E**.



11 The register, ballot papers and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register, ballot papers and all other related papers to the Company Secretary.

Thanking you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES





(Sanjay Grover)
Managing Partner
Scrutinizer



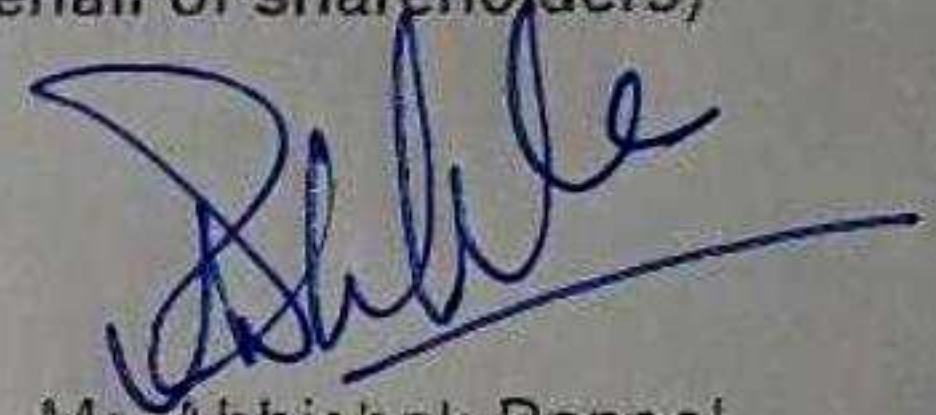
CP No.: 3850
Date September 20, 2018
New Delhi

Countersigned by

Dr. Khalid Iqbal Khan
Authorized Signatory
New Delhi

Additional Scrutinizer (On behalf of shareholders)



Mr. Abhishek Bansal

Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

| Particulars | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|-------------------------|---------------|----------------------|------------------------------------|
| | | | (In Rs.) |
| a) Total Votes Cast | 11 | 353 | 3,530 |
| b) Less: Invalid Votes* | 1 | 1 | 10 |
| c) Net Valid votes | 10 | 352 | 3,520 |
| d) Votes with Assent | 10 | 352 | 3,520 |
| e) Votes with Dissent | 0 | 0 | 0 |

* One shareholder having 1 (One) equity share did not sign the ballot, thus his voting considered as invalid.

A2. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|------------------------|-----------------|----------------------|------------------------------------|
| | | | (In Rs.) |
| a) Total Votes Cast | 43 | 4,74,00,469 | 47,40,04,690 |
| b) Less: Invalid Votes | 0 | 0 | 0 |
| c) Net Valid Votes | 43 | 4,74,00,469 | 47,40,04,690 |
| d) Votes with Assent | 41 | 4,74,00,417 | 47,40,04,170 |
| e) Votes with Dissent | 2 | 52 | 520 |



Annexure - B

Details of poll at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

| Particulars | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|-------------------------|---------------|----------------------|------------------------------------|
| | | | (In Rs.) |
| a) Total Votes Cast | 11 | 353 | 3,530 |
| b) Less: Invalid Votes* | 1 | 1 | 10 |
| c) Net Valid votes | 10 | 352 | 3,520 |
| d) Votes with Assent | 10 | 352 | 3,520 |
| e) Votes with Dissent | 0 | 0 | 0 |

* One shareholder having 1 (One) equity share did not sign the ballot, thus his voting considered as invalid.

B2. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|------------------------|-----------------|----------------------|------------------------------------|
| | | | (In Rs.) |
| a) Total Votes Cast | 43 | 4,74,00,469 | 47,40,04,690 |
| b) Less: Invalid Votes | 0 | 0 | 0 |
| c) Net Valid Votes | 43 | 4,74,00,469 | 47,40,04,690 |
| d) Votes with Assent | 36 | 4,73,36,215 | 47,33,62,150 |
| e) Votes with Dissent | 7 | 64,254 | 6,42,540 |

