



**Federal-Mogul Goetze (India) Limited**  
**A Tenneco Group Company**  
Corporate Office : Paras Twin Towers,  
10th Floor, Tower B, Sector 54,  
Golf Course Road, Gurugram - 122 002  
Tel. : (91-124) 4784530 • Fax : (91-124) 4292840

Dt.: 23<sup>rd</sup> December, 2024

1. Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400001
2. Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai 400051

**Subject: Declaration of results of E-voting of Postal Ballot**

Dear Sir/ Ma'am,

This is to inform you that pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014 and Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of the Company have duly approved the Special Resolutions as specified in the Postal Ballot notice dated November 14, 2024 through e-voting.

Ms. Jaya Yadav Practicing Company Secretary, C/o Jaya Yadav & Associates, Company Secretaries (Mem. No. F10822 & COP No. 12070), appointed as the Scrutinizer by the Board of Directors of the Company has submitted report dated December 23, 2024 on e-voting.

The details of the voting results as prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith.

Please take the same on your records.

Regards.

Yours truly,  
For **Federal-Mogul Goetze (India) Limited**

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

Encl: As above



**JAYA YADAV & ASSOCIATES**  
Office No.416, 4<sup>th</sup> Floor, Tower A, Spazedge,  
Sector 47, Sohna Road, Gurugram 122018 Haryana IN  
e-mail id: jayayadav@whitespan.in  
Mobile no.+91 98180 49356  
Peer Review No. 1539/2021  
Unique Id No. I2013HR1041100

## **SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time]*

To,  
The Chairperson .  
**Federal-Mogul Goetze (India) Limited**  
**(CIN: L74899DL1954PLC002452)**

**Registered Office:**

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

**Corporate Office:**

10<sup>th</sup> Floor, Tower-B, Paras Twin Towers, Sector-54,  
Golf Course Road, Gurugram-122002,  
Haryana, India

**Subject: Scrutinizer's Report on Postal Ballot Voting held by way of Remote Voting by Electronic means in respect of passing of the Resolution set out in the Postal Ballot Notice dated November 14, 2024.**

Dear Sir/Ma'am,

I, **Jaya Yadav, Practicing Company Secretary, C/o M/s Jaya Yadav & Associates**, having office at Unit No. 416, 4<sup>th</sup> Floor, Tower - A, Spazedge Commercial Complex, Sohna Road, Sector-47, Gurugram 122018 Haryana, India, have been appointed as the Scrutinizer by the Board of Directors of **Federal-Mogul Goetze (India) Limited ("the Company")** for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process only ("**e-voting**") in a fair and transparent manner and ascertain the requisite majority on the resolutions contained in the postal ballot notice dated November 14, 2024 ("**Notice**") issued in accordance with the provisions of Section 108 and 110 of Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**the**



**MCA**”), vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (‘MCA Circulars’) allowing the companies to conduct postal ballot process through e-voting. (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

1. The said appointment as Scrutinizer is under the provisions of Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

## **2. Management Responsibility**

The Management of the Company is responsible to ensure the compliance with the requirement of (i) the Act and the Rules made thereunder; (ii) MCA Circulars; and (iii) SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of electronic voting system.

## **3. Scrutinizer's Responsibility**

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "In Favour" or "Against" by the members in respect of the resolutions contained in the notice. My report is based on verification of data and the report generated from the e-voting system provided by National Security Depositories Limited ("**NSDL**"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till Saturday, December 21, 2024 at 5.00 P.M. (IST).

## **4. Cut-off date**

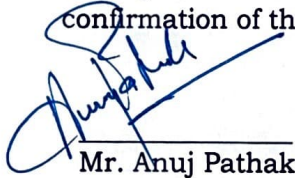
The Members of the Company as on the "**cut-off**" date as set out in the Notice i.e. Friday, November 15, 2024, were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

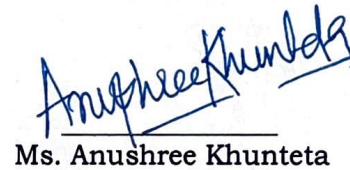
## **5. Remote e-voting process**

i. The remote e-voting period remained open from on Friday, November 22, 2024, at 9.00 A.M. (IST) to Saturday, December 21, 2024, at 5.00 P.M. (IST).



- ii. A public notice in newspaper informing the members about completion of electronic dispatch of notice of postal ballot dated November 14, 2024, and other necessary information pursuant to Section 108 and 110 of the Companies Act, 2013 read with rules made thereunder was published on November 22, 2024.
- iii. Members were required to communicate their assent or dissent only through remote e-voting system.
- iv. The votes cast during the remote e-voting were unblocked on December 23, 2024, after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Anuj Pathak and Ms. Anushree Khunteta who are not in the employment of the Company and / or NSDL. They have signed below in confirmation of the same.
- v. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the remote e-voting website of NSDL, i.e., <https://nsdl.co.in/>.
- vi. Pursuant to Section 110(2) of the Companies Act, 2013 read with SS-2, if the resolution, if passed by requisite majority of the shareholders by means of postal ballot shall be deemed to have been passed on Saturday, 21 December 2024, the last date specified by the Company for e-voting.

  
Mr. Anuj Pathak

  
Ms. Anushree Khunteta

6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by NSDL, scrutinized, and relied upon by me as under:

**RESOLUTION NO.1 - SPECIAL RESOLUTION:**

Resolution required: (Ordinary / Special)				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Rayasam Venkataramaiah (DIN: 05276853) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of 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
Promoter and Promoter Group	E-Voting	41715 454	41715 54	100	41715 454	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>41715 454</b>	<b>41715 54</b>	<b>100</b>	<b>41715 454</b>	<b>0</b>	<b>100</b>
Public-Institutions	E-Voting	45200 8	132021	29.20766 889	13202 1	0	100	0
	Poll		0	0	0	0	0	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>452008</b>	<b>132021</b>	<b>29.20766889</b>	<b>132021</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public- Non-Institutions</b>	<b>E-Voting</b>	13464668	67941	0.504587265	66318	1623	97.61116263	2.388837374
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	<b>13464668</b>	<b>67941</b>	<b>0.504587265</b>	<b>66318</b>	<b>1623</b>	<b>97.61116263</b>	<b>2.388837374</b>
	<b>Total</b>	<b>55632130</b>	<b>41915416</b>	<b>75.34389929</b>	<b>41913793</b>	<b>1623</b>	<b>99.99612792</b>	<b>0.003872084</b>
<b>Whether resolution is Pass or Not.</b>								Yes
Disclosure of notes on resolution								Add

### RESOLUTION NO.2 - SPECIAL RESOLUTION:

<b>Resolution required: (Ordinary / Special)</b>				Special Resolution				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				To appoint Mr. Rajesh Jain (DIN: 10619014) as an Independent Director.				
Category	Mode of voting	No. of shares held	No. of 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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	41715454	41715454	100	41715454	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	<b>41715454</b>	<b>41715454</b>	<b>100</b>	<b>41715454</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	452008	132021	29.20766889	132021	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	<b>452008</b>	<b>132021</b>	<b>29.20766889</b>	<b>132021</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public- Non-Institutions</b>	<b>E-Voting</b>	13464668	67541	0.501616527	65818	1723	97.44895693	2.55104307
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	<b>13464668</b>	<b>67541</b>	<b>0.501616527</b>	<b>65818</b>	<b>1723</b>	<b>97.44895693</b>	<b>2.55104307</b>
	<b>Total</b>	<b>55632130</b>	<b>41915016</b>	<b>75.34318028</b>	<b>41913293</b>	<b>1723</b>	<b>99.9958893</b>	<b>0.004110699</b>
<b>Whether resolution is Pass or Not.</b>								Yes
Disclosure of notes on resolution								Add

- a. Aforesaid resolutions contained in the Notice is passed with requisite majority by the Members of the Company.



- b. The figures in percentage have been rounded off to 4 decimal points.  
c. Pursuant to the provisions of Regulation 23(4) of SEBI (LODR) Regulations, 2015, none of the related parties voted on the above resolution.

**7. Restriction on Use**

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

**For Jaya Yadav & Associates  
Company Secretaries**

*Jaya Yadav*

Jaya Yadav  
Practicing Company Secretary  
Mem. No.: F10822  
CP No.: 12070



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

Dr. Khalid Iqbal Khan  
Whole-Time Director – Legal &  
Company Secretary

**Date:** December 23, 2024

**Place:** Gurgaon

**UDIN:** F010822F003464723