



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: 23rd August, 2024

1. Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001

2. Listing Department
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 69th Annual General Meeting of the Company held on Thursday, 22nd August 2024 at 11:00 a.m. onwards through video conferencing along with the Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 read with applicable MCA & SEBI Circulars.

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

- | | |
|---|--|
| CC: 1. National Securities Depository Limited
Trade Word, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013 | 2. Central Depository Services [India] Limited
Marathon Futurex, A- Wing,
25th Floor, NM Joshi Marg,
Lower Parel, Mumbai- 400 013 |
|---|--|

Corporate Identification Number: L74899DL1954PLC002452
Regd. Office : DLF Prime Towers 10 Ground Floor, F 79 & 80, Okhla Phase - I, New Delhi - 110 020
Tel. : (91-11) 49057597 • Fax : (91-11) 49057597
www.federalmogulgoetzeindia.com

Abhishek Bansal
Advocate

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

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:

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

Subject: Consolidated Scrutinizer's Report w.r.t. the 69th (Sixty-Ninth) Annual General Meeting ("AGM") of the members of Federal-Mogul Goetze (India) Limited having CIN: L74899DL1954PLC002452 (the "Company") held on Thursday, 22nd August 2024, through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")

Dear Sir/ Ma'am,

I, Advocate Abhishek Bansal, having office situated at B-681, 02nd Floor, Sushant Lok, Phase-I, Sector-43, Gurugram, Haryana-122002, India, have been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed in their meeting held on Wednesday, 29th May 2024, for the purpose of scrutinizing the voting process through electronic means, i.e. remote e-voting prior to the AGM ("**remote e-voting**") and e-voting during the AGM ("**e-**

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Delhi | Gurugram



voting”) under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, on the resolutions mentioned in the notice dated 29th May 2024, calling the 69th (Sixty-Ninth) AGM of the members of the Company held on **Thursday, 22nd day of August 2024, at 11:00 a.m. IST through VC or OAVM**, without the physical presence of the members at a common venue and in accordance with the Circulars issued by the Ministry of Corporate Affairs vide its General Circular No. 14/2020 dated 08th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 05th May 2020, followed by General Circular No. 02/ 2021 dated 13th January 2021, General Circular No. 19/ 2021 dated 08th December 2021, General Circular No. 21/ 2021 dated 14th December 2021, followed by General Circular No. 02/2022 dated 05th May 2022, General Circular No. 10/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September 2023 (hereinafter collectively referred to as “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (“**SEBI**”) dated 12th May 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October 2023 (hereinafter collectively referred to as “**SEBI Circulars**”) and for the purpose of which the registered office of the Company situated at DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi - 110020, India, was deemed to be considered as the venue for the AGM and proceedings of the AGM were deemed to be made thereat.

I submit my report as under: -

1. The remote e-voting period commenced on Monday, 19th August 2024 at 09:00 A.M. IST and ended on Wednesday, 21st August 2024 at 05:00 P.M. IST via remote e-voting platform on the designated web portal of National Securities Depositories Limited (“**NSDL**”), Authorized Agency to provide remote e-voting before the AGM and e-voting facility during the AGM viz.: <https://www.evoting.nsdl.com/>.
2. The members of the Company, holding shares either in physical form or in dematerialized form, as on the “cut off” date i.e., Friday, 16th August 2024, were entitled to avail the facility of remote e-voting as well as e-voting on the proposed resolution(s) as set out in the AGM notice dated 29th May 2024.



3. The Company had provided e-voting facility for the members to vote during the AGM who attended the meeting through VC or OAVM and had not voted on the proposed resolutions through remote e-voting, to cast their vote during the AGM.
4. The total paid up equity share capital of the Company as on Friday, 16th August 2024, was INR 55,63,21,300/- (Indian rupees fifty-five crore sixty-three lakhs twenty-one thousand three hundred only) divided into 5,56,32,130 (five crore fifty-six lakhs thirty-two thousand one hundred thirty) equity shares of INR 10/- (Indian rupees ten only) each.
5. After the conclusion of e-voting at the AGM, the votes cast by the members present through VC or OAVM during the AGM through e-voting system and through remote e-voting facility, were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>) on Thursday, 22nd day of August 2024, in the presence of two witnesses, Mr. Manish Sood and Mr. Hardik Srivastava, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

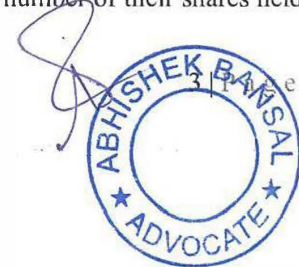


Manish Sood



Hardik Srivastava

6. I have scrutinized and reviewed the votes cast by the members through remote e-voting and through e-voting process, based on the data downloaded from the NSDL e-voting system.
7. The cases where the members have voted for higher number of shares as compared to their entitlement as on cut-off date, the number of their shares held by them as on the cut-off date has been considered.



8. The management of the Company is responsible to ensure the compliance with the requirements of: (i) the Companies Act, 2013 read with rules framed thereunder; (ii) the MCA circulars; (iii) the SEBI Circulars; (iv) the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to conducting the AGM through VC or OAVM and to organize the remote e-voting and e-voting process on the resolutions contained in the notice calling the AGM dated 29th May 2024. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer for ascertaining the e-voting process, i.e., remote e-voting and e-voting process, is restricted to making a Consolidated Scrutinizer's Report of the votes cast "favour" or "against" or "no comments" to the resolutions contained in the notice, based on the reports generated from the e-voting platform provided by the NSDL, an Authorized Agency to provide e-voting facility.

9. The consolidated summary of results of remote e-voting and e-voting, based on the reports generated by the NSDL, are as under:

Resolution No. 01 - To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, and Reports of the Directors' and Auditors' thereon.



Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary				
Description of resolution considered				No				
To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, and Reports of the Directors' and Auditors' thereon								
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		41715454	100.0000	41715454	0	100.0000	0.0000
	Poll	41715454	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	41715454	41715454	100.0000	41715454	0	100.0000	0.0000
Public-Institutions	E-Voting		77979	13.5602	77979	0	100.0000	0.0000
	Poll	575059	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	575059	77979	13.5602	77979	0	100.0000	0.0000



Public- Non Institutions	E-Voting		70190	0.5261	69069	1121	98.4029	1.5971
	Poll	13341617	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13341617	70190	0.5261	69069	1121	98.4029	1.5971
Total		55632130	41863623	75.2508	41862502	1121	99.9973	0.0027
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Therefore, Resolution no. 01 has been approved with requisite majority.

Resolution No. 02 - To appoint a director in place of Mr. Rajesh Sinha (DIN: 07358567) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution (2)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To appoint a director in place of Mr. Rajesh Sinha (DIN: 07358567) who retires by rotation and being eligible, offers himself for re-appointment



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	41715454	41715454	100.0000	41715454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		41715454	41715454	100.0000	41715454	0	100.0000
Public- Institutions	E-Voting	575059	77979	13.5602	0	77979	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		575059	77979	13.5602	0	77979	0.0000
Public- Non Institutions	E-Voting	13341617	70138	0.5257	68967	1171	98.3304	1.6696
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		13341617	70138	0.5257	68967	1171	98.3304
Total		55632130	41863571	75.2507	41784421	79150	99.8109	0.1891
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	



Therefore, Resolution no. 02 has been approved with requisite majority.

Resolution No. 03 - To appoint a director in place of Mr. Manish Chadha (DIN: 07195652) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. Manish Chadha (DIN: 07195652) who retires by rotation and being eligible, offers himself for re-appointment				
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		41715454	100.0000	41715454	0	100.0000	0.0000
	Poll	41715454	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		41715454	41715454	100.0000	41715454	0	100.0000



Public- Institutions	E-Voting		77979	13.5602	0	77979	0.0000	100.0000
	Poll	575059	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	575059	77979	13.5602	0	77979	0.0000	100.0000
Public- Non Institutions	E-Voting		70138	0.5257	68967	1171	98.3304	1.6696
	Poll	13341617	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13341617	70138	0.5257	68967	1171	98.3304	1.6696
Total		55632130	41863571	75.2507	41784421	79150	99.8109	0.1891
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Therefore, Resolution no. 03 has been approved with requisite majority.

Resolution No. 04 - Ratification of remuneration to Cost Auditor for the financial year 2024-25.



Resolution (4)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary No Ratification of remuneration to Cost Auditor for the financial year 2024-25				
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	41715454	41715454	100.0000	41715454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	41715454	41715454	100.0000	41715454	0	100.0000	0.0000
Public-Institutions	E-Voting	575059	77979	13.5602	77979	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	575059	77979	13.5602	77979	0	100.0000	0.0000
Public- Non Institutions	E-Voting	13341617	70138	0.5257	68946	1192	98.3005	1.6995



Poll		0	0.0000	0	0	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total	13341617	70138	0.5257	68946	1192	98.3005	1.6995
Total	55632130	41863571	75.2507	41862379	1192	99.9972	0.0028
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution						Add Notes	

Therefore, Resolution no. 04 has been approved with requisite majority.

Thanking you,




ABHISHEK BANSAL (Advocate)

Scrutinizer

M. No.: D/2726/2008

Date: 22nd August 2024

Place: Gurugram

Countersigned by

Dr. Khalid Iqbal Khan

Authorized Signatory

22/8/2024

