



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

Date: 29th September, 2021

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 66th Annual General Meeting of the Company held on Monday, 27th September, 2021 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 General Circular No. 114/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, followed by Circular No. 02/ 2021 dated January 13, 2021 (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 May 12, 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities Exchange Board of India.

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
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

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)

DLF Prime Towers, 10 Ground Floor,

F-79 & 80, Okhla Phase - I, New Delhi- 110020, India

Subject: Consolidated Scrutinizer's Report w.r.t the 66th Annual General Meeting ("AGM") of the members of Federal-Mogul Goetze (India) Limited (the "Company") having CIN: L74899DL1954PLC002452, held on Monday, 27th September 2021, through Video Conferencing ("VC")

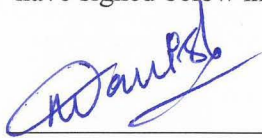
Dear Sir,

I, Advocate Abhishek Bansal, having office situated at D-112, LGF, Panchsheel Enclave, New Delhi-110017, India, have been appointed as Scrutinizer by the Board of Directors of the Company 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-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 28th June, 2021, calling the 66th AGM of the members of the Company held on **Monday, 27th day of September, 2021, at 11:00 a.m. IST through VC** 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, 17/2020, 20/2020, 33/2020, 39/2020 and 02/2021 dated 08th April 2020, 13th April 2020, 05th May 2020, 28th September 2020, 31st December 2020 and 13th January 2021, respectively (collectively known as "**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May 2020 and 15th January, 2021, respectively, issued by the Securities and Exchange Board of India (collectively known 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 Friday, 24th September, 2021 at 09:00 A.M. IST and ended on Sunday, 26th September, 2021 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 as on the “cut off” date i.e., Friday, 17th September, 2021 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 28th June, 2021.
3. The Company had provided e-voting facility for the members to vote during the AGM who attended the meeting through VC 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, 17th September, 2021, 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 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 27th September, 2021, in the presence of two witnesses, Mr. Manish Sood and Mr. Nitin Goswami, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Manish Sood



Nitin Goswami



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 and to organize the remote e-voting and e-voting process on the resolutions contained in the notice calling the AGM dated 28th June, 2021. 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 "in favour" or "in 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. 1 - To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March 2021 and Reports of the Directors' and Auditors' thereon.

Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,27,83,790	601	4,27,84,391	99.99
Dissent	479	0	479	0.01



Total	4,27,84,269	601	4,27,84,870	100
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Therefore, the Resolution no. 1 has been approved with requisite majority. The details of e-voting during the AGM & remote e-voting are given in **Annexure- A.**

Resolution No. 2 - 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.

Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,27,49,470	601	4,27,50,071	99.91
Dissent	34,739	0	34,739	0.09
Total	4,27,84,209	601	4,27,84,810	100

Therefore, the Resolution no. 2 has been approved with requisite majority. The details of e-voting & remote e-voting are given in **Annexure- B.**

Resolution No. 3 - To appoint a director in place of Mr. Rajesh Sinha (DIN: 07358567) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,27,43,736	601	4,27,44,337	99.91
Dissent	40,473	0	40,473	0.09
Total	4,27,84,209	601	4,27,84,810	100



Therefore, the Resolution no. 3 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure- C.

Resolution No. 4 - Ratification of remuneration to Cost Auditor for the financial year 2021-22.

Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,27,43,893	601	4,27,44,494	99.91
Dissent	40,316	0	40,316	0.09
Total	4,27,84,209	601	4,27,84,810	100

Therefore, the Resolution no. 4 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure- D.

Resolution No. 5 - Re-appointment of Mr. Dr. Khalid Iqbal Khan as a Whole-Time Director-Legal & Company Secretary of the Company including terms of appointment

Special Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,27,49,208	601	4,27,49,809	99.91
Dissent	35,001	0	35,001	0.09
Total	4,27,84,209	601	4,27,84,810	100

Therefore, the Resolution no. 5 has been approved with requisite majority. The details of e-voting & remote e-voting are given in **Annexure- E.**

Thanking you,



ABHISHEK BANSAL (Advocate)

Scrutinizer

M. No.: D/2726/2008

Date: 29th September 2021

Place: New Delhi

Countersigned by

Dr. Khalid Iqbal Khan

Authorized Signatory

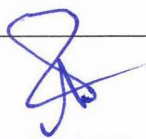
Details of e-voting during the AGM & remote e-voting for Resolution No. 1 are as under:

A1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	2	601	6.010
b) Less: Invalid votes	0	0	0
c) Net valid votes	2	601	6.010
d) Votes with assent	2	601	6.010
e) Votes with dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	185	4,27,84,269	42,78,42,690
b) Less: Invalid votes	0	0	0
c) Net valid votes	185	4,27,84,269	42,78,42,690
d) Votes with assent	176	4,27,83,790	42,78,37,900
e) Votes with dissent	9	479	4,790



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

A1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	2	601	6.010
b) Less: Invalid votes	0	0	0
c) Net valid votes	2	601	6.010
d) Votes with assent	2	601	6.010
e) Votes with dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	185	4,27,84,269	42,78,42,690
b) Less: Invalid votes	0	0	0
c) Net valid votes	185	4,27,84,269	42,78,42,690
d) Votes with assent	176	4,27,83,790	42,78,37,900
e) Votes with dissent	9	479	4,790

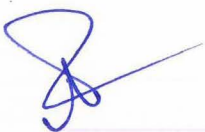
Details of e-voting during the AGM & remote e-voting for Resolution No. 2 are as under:

B1. VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	2	601	6,010
b) Less: Invalid votes	0	0	0
c) Net valid votes	2	601	6,010
d) Votes with assent	2	601	6,010
e) Votes with dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	184	4,27,84,209	42,78,42,090
b) Less: Invalid votes	0	0	0
c) Net valid votes	184	4,27,84,209	42,78,42,090
d) Votes with assent	167	4,27,49,470	42,74,94,700
e) Votes with dissent	17	34,739	3,47,390




Details of e-voting during the AGM & remote e-voting for Resolution No.3 are as under:

C1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	2	601	6,010
b) Less: Invalid votes	0	0	0
c) Net valid votes	2	601	6,010
d) Votes with assent	2	601	6,010
e) Votes with dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	184	4,27,84,209	42,78,42,090
b) Less: Invalid votes	0	0	0
c) Net valid votes	184	4,27,84,209	42,78,42,090
d) Votes with assent	164	4,27,43,736	42,74,37,360
e) Votes with dissent	20	40,473	4,04,730



Details of e-voting during the AGM & remote e-voting for Resolution No. 4 are as under:

D1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	2	601	6,010
b) Less: Invalid votes	0	0	0
c) Net valid votes	2	601	6,010
d) Votes with assent	2	601	6,010
e) Votes with dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	184	4,27,84,209	42,78,42,090
b) Less: Invalid votes	0	0	0
c) Net valid votes	184	4,27,84,209	42,78,42,090
d) Votes with assent	168	4,27,43,893	42,74,38,930
e) Votes with dissent	16	40,316	4,03,160



Details of e-voting during the AGM & remote e-voting for Resolution No. 5 are as under:

E1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	2	601	6,010
b) Less: Invalid votes	0	0	0
c) Net valid votes	2	601	6,010
d) Votes with assent	2	601	6,010
e) Votes with dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	186	4,27,84,209	42,78,42,090
b) Less: Invalid votes	0	0	0
c) Net valid votes	186	4,27,84,209	42,78,42,090
d) Votes with assent	166	4,27,49,208	42,74,92,080
e) Votes with dissent	20	35,001	3,50,010

