



FEDERAL-MOGUL GOETZE (INDIA) LIMITED

Registered Office: 7870-7877, F-I, Roshanara Plaza Building, Roshanara Road, Delhi- 110007

<p>Postal Ballot Notice Pursuant To Section 192A of the Companies Act, 1956 read with the Companies (Passing of the resolution by Postal Ballot) Rules, 2011</p>

Dear Members,

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal ballot) Rules, 2011, **NOTICE** is hereby given that the Company is seeking the consent of its members by way of Postal Ballot in respect of Appointment of new Statutory Auditor of the Company.

The proposed resolution along with Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 and a Postal Ballot form is enclosed for your consideration.

The Company has appointed Mr. Sanjay Grover, Practicing Company Secretary as the Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to read the instructions carefully printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of Working Hours i.e. 1730 hours on 08.11.2012. The members may opt for e-voting facility for giving their assent/dissent to the proposed resolution. The procedure for e-voting is given below. Please note that any Postal Ballot Form received after 08.11.2012 will be treated as not having been received.

The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Forms and after verifying the voting data received from the e-voting portal. The result of the Postal Ballot shall be announced at 1600 Hours at the Registered office of the Company situated at 7870-7877, F-I, Roshanara Plaza Building, Roshanara Road, Delhi - 110007 on 12.11.2012 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the postal ballot will immediately be intimated to the National Stock Exchange of India Limited and Bombay Stock Exchange Ltd.

The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed Resolution.

The Resolution along with Explanatory Statement setting out material facts is as follows:

SPECIAL BUSINESS

APPOINTMENT OF STATUTORY AUDITORS

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

"RESOLVED THAT pursuant to provision of Section 224 and all other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and further subject to such approval as may be necessary, consent and approval of the Company be and is hereby accorded for the appointment of M/s Walker, Chandiok & Co, Chartered Accountants (Firm Registration No. 001076N), New Delhi as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the existing Statutory Auditors M/s S.R. Batliboi & Co. (Firm Registration No. 301003E), Chartered Accountants, until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Audit Committee and/ or the Board of Directors from time to time."

**By Order of the Board,
For Federal-Mogul Goetze (India) Limited,**

**Khalid Khan
Company Secretary**

Date : 05.10.2012

Place : Gurgaon

Registered Office: 7870-7877, F-I, Roshanara Plaza Building,
Roshanara Road, Delhi- 110007

Encl. Postal Ballot Form

Notes:

1. An explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 setting out all material facts concerning the aforesaid business and reason thereof are annexed hereto.
2. The Board of Directors at its Meeting held on 5th October, 2012 has appointed Mr. Sanjay Grover, FCA & FCS, Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members of the Company, whose names would appear in the Register of Members as on 29th September, 2012.
4. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote.
5. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced by the Chairman, or in his absence by any other person authorized by the Chairman, on 12.11.2012 at 1600 Hours at the Registered Office of the Company situated at 7870-7877, F-I, Roshanara Plaza Building, Roshanara Road, Delhi - 11007 and the resolution(s) will be taken as passed effectively on the date of announcement of the result by the Chairman or such other authorized person in his behalf, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the resolution. Members who wish to be present at the time of declaration of the result may be present at the venue.
6. The date of declaration of result shall be deemed to be the date of passing of the said Resolution.
7. Subsequently the Result of the Postal Ballot will be published in atleast one English and one vernacular language newspaper circulating in Delhi. The result of the postal ballot will also be displayed at website of the Company (www.federalmogulgoetze.com).
8. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 1100 hours and 1300 hours on any working day except Saturday and public holidays.

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956

In the last Annual General Meeting held on June 11, 2012, M/s S. R. Batliboi & Co., Chartered Accountants, were re-appointed as Statutory Auditor of the Company to hold the office till the conclusion of the next Annual General Meeting. The Company has received a notice from them in writing submitting their resignation as auditor of the Company with immediate effect. A copy of the resignation tendered by the Auditors is available for inspection of the members at the Registered Office of the Company between 1100 hours and 1300 hours on any working day except Saturday and public holidays.

As per proviso to Section 224(6)(a) of the Companies Act, 1956, where the vacancy is caused by resignation of an Auditor, such vacancy shall only be filled by the Company in the General meeting. Accordingly, the Board of Directors of the Company in their meeting held on 5th October, 2012 proposed to appoint M/s Walker, Chandiook & Co, Chartered Accountants (Firm Registration No. 001076N), New Delhi as Auditors of the Company, subject to the approval of the Shareholders in the General Meeting, until the conclusion of the next Annual General Meeting on such remuneration as may be mutually decided by the

Board of Directors from time to time.

A Certificate has been received from M/s Walker, Chandiook & Co, Chartered Accountants (Firm Registration No. 001076N), New Delhi to the effect that they are qualified for appointment as Auditors of the Company and the proposed appointment, if made by the Company, will be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

The Board recommends the resolution for the approval of the Shareholders through Postal Ballot in terms of the provision of Section 192A of the Companies Act, 1956 read with Companies (Passing of the resolution by Postal Ballot) Rules, 2011.

None of the Directors is in anyway concerned or interested in the said resolution.

**By Order of the Board,
For Federal-Mogul Goetze (India) Limited,**

**Khalid Khan
Company Secretary**

Date :05.10.2012

Place : Gurgaon

Registered Office: 7870-7877, F-I, Roshanara Plaza Building,
Roshanara Road, Delhi- 110007

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

Registered Office: 7870-7877, F-I, Roshanara Plaza Building, Roshanara Road, Delhi- 110007

Serial No. _____

POSTAL BALLOT FORM FOR EQUITY SHAREHOLDERS OF Rs.10/- EACH

- 1. Name & Registered Address of the Sole/First Share Holder**
(in Block Letters)
- 2. Name(s) of the Joint Shareholder(s), if any.**
- 3. Registered Folio No.*/ DP ID No./Client ID No.****
- 4. No. of Shares held**
- 5. I/We hereby exercise my/our votes in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 05.10.2012 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.**

Description	No. of Shares		Please tick (✓) in the appropriate box below
Ordinary Resolution for appointment of new Statutory Auditors on resignation of Existing Auditors of the Company under Section 224 of the Companies Act, 1956		I/We assent to the Resolution (For)	
		I/We dissent to the Resolution (Against)	

Date:

Signature of the Shareholder

Place:

* Applicable to shareholder(s) holding shares in physical form.

** Applicable to shareholder(s) holding shares in dematerialised form.

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Last date for receipt of postal ballot form by the scrutinizer: 08.11. 2012.

Note: Please read carefully the instructions printed overleaf before exercising your vote

INSTRUCTIONS

Voting in Physical form:

1. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.
4. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of Business hours on 08.11.2012. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received.
5. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on 29.09.2012.
6. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column.
7. This Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
8. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
9. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No. 4 above.
10. Postal Ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
11. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
12. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
13. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
14. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

15. The vote in the Postal Ballot shall not be exercised by a Proxy.
16. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

Electronic Voting

The company offered e-voting facility to its members enabling them to cast their votes electronically. The company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Clause 35B of the Listing Agreement.

1. *The instructions for shareholders for e-voting are as under:*

- (i) Launch internet browser by typing the following URL: <https://www.evotingindia.com/> during the voting period.
- (ii) Click on "Shareholder" tab to cast your votes.
- (iii) Now select the Electronic Voting Sequence Number - "EVSN" along with "Federal-Mogul Goetze (India) Limited" from the drop down menu & click on "SUBMIT".
- (iv) Now, fill up the following details in the appropriate boxes & click on "SUBMIT":

User-ID	For Members holding shares in Demat Form: a) For NSDL :- 8 Character DP ID followed by 8 Digits Clients ID b) For CDSL :- 16 digits beneficiary ID For Member holding shares in Physical Form: Folio Number registered with the Company
Password*	Your Unique Password is given in the E-Mail sent on your registered E-mail ID with DP/RTA or printed on the postal ballot form sent to you.
PAN**	Enter your 10 digit alpha-numeric PAN issued by income tax department.

*In case you are having shares in Demat form & had logged-in to www.evotingindia.com earlier for EVSN of any other company, please use the same password which was changed by you earlier.

**Members who have not updated their PAN no. with the Company/ Depository Participants are requested to use the default number in the PAN field or use physical Postal Ballot form for voting.

- (v) Members holding shares in physical form will then reach directly to the voting screen.
- (vi) Members holding shares in Demat form will now reach Password change menu wherein they are required to mandatorily change their login password. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-Voting through CDSL platform. It is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.
- (vii) You can also update your mobile number and e-mail ID in the user profile details of the folio which

may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password & the same needs to be reset.

- (viii) Now you are ready for e-Voting as Cast Vote page opens.
 - (ix) On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
 - (x) Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
 - (xi) Cast your vote by selecting appropriate and click on "Submit" and also "Confirm" when prompted.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail at sanjaygrover7@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com . File name of the scan image should be "Corporate Name_EVSN"
 - (xiv) If you wish to provide feedback on the E-Voting system click on 'Suggestions'. In case you have any queries or issues regarding E-Voting, please contact helpdesk.evoting@cdslindia.com.
 - (xv) In case of any queries, you may refer the (QNA) and e-voting user manual for Shareholders available at the HELP section of www.evotingindia.com.
2. Shareholders who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot form.
 3. Kindly note that the shareholders can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will be prevail and voting done through physical ballot will be treated as invalid.
 4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 29th September, 2012.
 5. The voting period starts from Wednesday, 10th October, 2012 and ends on Thursday, 8th November, 2012. The e-voting module shall also be disabled by CDSL for voting members.