

## MINUTE BOOK

**MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT INCLUDING E-VOTING OF FEDERAL-MOGUL GOETZE (INDIA) LIMITED ON MONDAY, NOVEMBER 12, 2012 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY 7870-7877, F-I, ROSHANARA PLAZA BUILDING, ROSHANARA ROAD, DELHI- 110007.**

The Board of Directors of the Company had, vide resolution passed at the meeting held on Friday, 5<sup>th</sup> October 2012 considered and approved the appointment of the Statutory Auditors of the Company under Section 224 of the Companies Act, 1956 to fill the Casual Vacancy caused by the resignation of existing statutory auditors, subject to the approval of members. Member's approval for the proposed resolution was sought under the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules 2011. Further, the Board appointed Mr. Sanjay Grover, FCA, FCS Company Secretary in whole time practice as Scrutinizer for conducting the Postal Ballot Process, in a fair and transparent manner.

The Company offered e-voting facility to its members enabling them to cast their votes electronically. The Company had signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically pursuant to Clause 35B of the Listing Agreement. However, the members could opt for only one mode of voting, i.e. either by e-voting or physical mode. If any member opted for both the modes then voting done through e-voting was considered and voting done through physical ballot was treated invalid.

The dispatch of Postal Ballot Notice dated 5<sup>th</sup> October 2012 issued pursuant to Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution By Postal ballot) Rules, 2011, for passing the ordinary resolution as set out in the said Postal Ballot Notice to the Members of the Company, along with the self addressed business reply envelope (the postage cost of which was borne by the Company) was completed on 9<sup>th</sup> October 2012. Notice(s) were dispatched to those members, who held shareholding in the Company on 29<sup>th</sup> September, 2012.

The Members were requested to return the Postal Ballot Form duly completed with their assent (for) or dissent (against), in the attached self addressed business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. by 5.30 P.M. on 8<sup>th</sup> November, 2012.

After due scrutiny of all the Postal Ballot Forms received up to the close of working hours on 8<sup>th</sup> November, 2012 (being the last date fixed for the return of the Postal Ballot forms duly filled in by the Members) and monitoring the process of electronic voting through the scrutinizer's secured link provided by CDSL on the designated website; Mr. Sanjay Grover, submitted his report on 10<sup>th</sup> November, 2012.

The summary of result of Postal Ballot in respect of Notice dated 5<sup>th</sup> October, 2012 in respect of Ordinary Resolution for "Appointment of New Statutory Auditors on resignation of existing auditors of the Company" under Section 224 of the Companies Act, 1956 is as follows:



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a) A summary of the Voting by electronic mode, as received from the Agency is as follows:

Particulars	No of shareholder s	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total number of e-voters	23	4,17,17,546	41,71,75,460	74.98%
(b) Less : Shares not opted for voting process	1*	4	40	0%
(c) Net Valid Votes	23	4,17,17,542	41,71,75,420	74.98%
(d) Votes with Assent	21	4,17,17,439	41,71,74,390**	74.98%
(e) Votes with dissent	2	103	1,030	0%

\*One Shareholder holding 225 shares had given assent for only 221 shares and did not vote for 4 shares.

\*\*Represent 99.99% of the total net valid votes through E-voting.

b) A summary of the postal ballot forms (physical) received is given below:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	48	1,06,298	10,62,980	0.19%
(b) Less : Invalid Postal Ballot Forms (as per register)	9	8,539	85,390	0.01%
(c) Net Valid Postal Ballot Forms (as per Register)	39	97,759	9,77,590	0.17%
(d) Postal Ballot Forms with assent	37	97,677	9,76,770***	0.17%
(e) Postal Ballot Forms with dissent	2	82	820	0%

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\*\*\*Represent 99.91% of the Total Net Valid Postal Ballot (physical) Received.

c) Summary of the voting exercised by the Shareholders (e-voting and physical mode):

Particulars	No. of Shareholder	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	71	4,18,23,840	41,82,38,400	75.17%
b) Invalid Votes	9	8,539	85,390	0.01%
c) Net Valid votes casted	62	4,18,15,301	41,81,53,010****	75.16%
d) Votes with assent for the Resolution	58	4,18,15,116	41,81,51,160	75.16%
e) Votes with dissent for the Resolution	4	185	1,850	0%

\*\*\*\*Represent 99.99% of the Total Net Valid votes.

Proceedings:

Mr. Khalid Khan, Company Secretary, after receiving the Scrutinizer's Report as above announced on 12<sup>th</sup> November, 2012 at the Registered Office of the Company that the following Ordinary Resolution had been approved by the members with requisite majority and that the resolution would be recorded in the Minutes Book recording the proceedings of general meeting of the Company.

**The Ordinary Resolution duly approved by Members:**

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, Chandok & 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.

Place: New Delhi  
Date: 26<sup>th</sup> November, 2012

  
Chairman  
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For Federal Mogul Goetze (India) Ltd.

  
Khalid I. Khan  
Company Secretary