



**PROCEEDINGS OF THE 60<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF FEDERAL-MOGUL GOETZE (INDIA) LIMITED HELD ON TUESDAY, THE 11<sup>TH</sup> DAY OF AUGUST, 2015 AT 11.00 A.M. AT HOTEL MAPPLE EMERALD, CRYSTAL HALL, NATIONAL HIGHWAY-8, RAJOKRI, NEW DELHI-110038**

---

**Present:**

Mr. K. N. Subramaniam	Chairman & Independent Director
Mr. Andreas Wilhelm Kolf	Whole-time Managing Director
Mr. Mukul Gupta	Independent Director
Dr. Khalid Iqbal Khan	Whole-time Director - Legal & Company Secretary
Mr. Manish Chadha	Chief Financial Officer

**Quorum:**

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

Mr. K. N. Subramaniam, Chairman, welcomed the Members to the Meeting and gave a brief introduction of the Directors present. The Chairman thereafter read out his address to the Shareholders.

**Notice:**

The notice convening the 60<sup>th</sup> Annual General Meeting, having been already circulated, was taken as read with the permission of the members present. Thereafter, the Chairman requested shareholders to raise queries, if any, for suitably replying the same.

**Auditor's report and Observations thereon :**

Mr. Manish Chadha, CFO read the Auditor's report. Dr. Khalid Iqbal Khan, Whole-time Director-Legal & Company Secretary read the Auditor's comments and the Management explanation thereon.

The Chairman, thereafter, announced the poll as per the provisions of the Companies Act, 2013 and informed that poll results along with e-voting results would be announced within 48 hours of conclusion of AGM. Thereafter, he

requested Mr. Sanjay Grover, Company Secretary in practice, the Scrutinizer to initiate the poll process.

The shareholders cast their votes in respect of following Agenda items:-

**ORDINARY BUSINESS**

**ITEM NO. 1 :** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and Reports of Directors and Auditors thereon.

**ITEM NO. 2 :** To appoint a Director in place of Mr. Sunit Kapur (DIN: 03435110) who retires by rotation and being eligible, offers himself for re-appointment.

**ITEM NO. 3 :** To appoint a Director in place of Mr. Bernhard Georg Motel (DIN: 05282143) who retires by rotation and being eligible, offers himself for re-appointment.

**ITEM NO. 4 :** To re-appoint M/s. Walker, Chandiook & Co., Chartered Accountants, the retiring Auditors of the Company for a period of 2 years and fix their remuneration.

**SPECIAL BUSINESS**

**ITEM NO. 5 :** Appointment of Ms. Janice Ruskey Maiden (DIN: 06847230) as Director liable to retire by rotation.

**ITEM NO. 6 :** Appointment of Dr. Khalid Iqbal Khan (DIN: 05253556) as Director of the Company

**ITEM NO. 7:** Appointment of Mr. Mahendra Kumar Goyal (DIN: 02605616) as an Independent Director of the Company for a period of 5 years w.e.f. 13<sup>th</sup> August, 2014

**ITEM NO. 8:** Appointment of Mr. K N Subramaniam (DIN: 00041843) as an Independent Director of the Company for a period of 5 years w.e.f. 13<sup>th</sup> February, 2015

**ITEM NO. 9:** Appointment of Mr. Mukul Gupta (DIN: 00254597) as an Independent Director of the Company for a period of 5 years w.e.f. 13<sup>th</sup> February, 2015



**ITEM NO. 10:** Ratification of the Remuneration paid to the Cost Auditor amounting to Rs. 4,50,000/- plus service tax and out of pocket expenses incurred in connection with the audit of cost accounting records for the financial year ended 31<sup>st</sup> March, 2015

**ITEM NO. 11:** Ratification of the Remuneration to be paid to the Cost Auditor amounting to Rs. 4,50,000/- plus service tax and out of pocket expenses incurred in connection with the audit of cost accounting records for the financial year ended 31<sup>st</sup> March, 2015

**ITEM NO. 12:** To authorize Board for borrowing to the extent of Rs. 600 crores in accordance to the provisions of section 180(1)(c) of the Companies Act, 2013 and creation of charge / mortgage on the moveable and/ or immoveable properties of the Company, both present and future in favour of Lenders in connection with the borrowings in accordance to the provisions of section 180(1)(a) of the Companies Act, 2013.

**ITEM NO. 13:** Appointment of Dr. Khalid Iqbal Khan (DIN: 05253556) as Whole-time Director-Legal & Company Secretary, of the Company for a period of 3 years w.e.f. 22<sup>nd</sup> May, 2015 and approval of the terms of remuneration including remuneration.

There being no other business, the meeting ended with a vote of thanks to the Chair.



Place : NEW DELHI

Date : 11/8/2015

Khalid Iqbal Khan

Whole-time Director-Legal & Company Secretary