

Dt.: 27<sup>th</sup> August 2016

1. Listing Department (Fax : 022-22723719 /22722037/  
Bombay Stock Exchange 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 SEBI (LODR) Regulations 2015**

Dear Sir(s),

Pursuant to regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of 61<sup>st</sup> Annual General Meeting held on Friday, August 26, 2016 at 11:00 AM and Scrutinizer's Report pursuant to Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

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 Limited  
Trade Word, 4<sup>th</sup> Floor  
Kamala Mills Compound  
Senapati Bapat Marg  
Lower Parel, Mumbai - 400011
2. Central Depository Services [India]  
Phiroze Jeejeebhoy Towers  
28<sup>th</sup> Floor, Dalal Street  
Mumbai 400 023

**Federal-Mogul Goetze (India) Ltd.**  
Regd. Office : G-4, J.R. Complex, Gate No.- 4, Mandoli, Delhi - 110093  
Tel. : +91.11.71745745, Fax : +91.11.71745746

Corporate Identity Number: L74899DL1954PLC002452

Corporate Office : Paras Twin Towers, 10th Floor, Tower B, Sector 54, Golf Course Road, Gurgaon - 122 002  
Tel. : +91.124.4784530, Fax : +91.124.4292840

**Voting Results of AGM**

**Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:**

<b>Date of the AGM</b>	26.08.2016
<b>Total number of shareholders on record date</b>	17,398
<b>No. of shareholders present in the meeting either in person or through Proxy:</b>	02 49
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	N.A.

**No. of Shareholders attended the meeting through Video Conferencing**

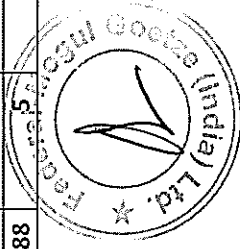
Promoters and Promoter Group:

Public:

**1. Ordinary Resolution: To receive, consider and adopt the audited financial statement including consolidated financial statement of the Company for the financial year ended 31st March, 2016 and Reports of the Directors' and Auditors' thereon;**

**Whether promoter/ promoter group are interested in the Agenda/resolution**

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
Promoters and Promoter Group	E-voting		41,715,454	100.000	41,715,454	0	100.000	0.000
	Poll	41,715,454	0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>41,715,454</b>	<b>100.000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutions	E-voting		5,632,812	74.692	5,632,812	0	100.000	0.000
	Poll	7,541,403	0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>5,632,812</b>	<b>74.692</b>	<b>5,632,812</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Non Institutions	E-voting		3,340	0.052	3,340	0	100.000	0.000
	Poll	6,375,273	587	0.009	582	5	99.148	0.852
	<b>Total</b>		<b>3,927</b>	<b>0.061</b>	<b>3,922</b>	<b>5</b>	<b>99.873</b>	<b>0.127</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,352,193</b>	<b>85.117</b>	<b>47,352,188</b>	<b>5</b>	<b>100.000</b>	<b>0.000</b>

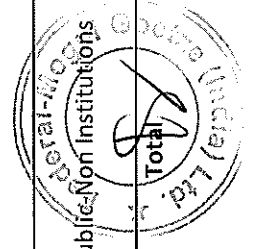


**2. Ordinary Resolution: To appoint a Director in place of Mr. Sunit Kapur (DIN: 03435110) who retires by rotation;**

Whether promoter/ promoter group are interested in the Agenda/resolution										No	
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			
Promoters and Promoter Group	E-voting	41,715,454	41,715,454	100.000	41,715,454	0	100.000	0.000			
	Poll		0	0	0.000	0	0.000	0.000			
	Total		41,715,454	100.000	41,715,454	0	100.000	0.000			
Public-Institutions	E-voting	7,541,403	5,632,812	74.692	5,522,911	109,901	98.049	1.951			
	Poll		0	0.000	0	0	0.000	0.000			
	Total		5,632,812	74.692	5,522,911	109,901	98.049	1.951			
Public-Non Institutions	E-voting	6,375,273	3,340	0.052	3,340	0	100.000	0.000			
	Poll		587	0.009	582	5	99.148	0.852			
	Total		3,927	0.061	3,922	5	99.873	0.127			
Total		55,632,130	47,352,193	85.117	47,242,287	1,09,906	99.768	0.232			

**3. Ordinary Resolution: To ratify the appointment of the Statutory Auditors and to fix their remuneration;**

Whether promoter/ promoter group are interested in the Agenda/resolution										No	
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			
Promoters and Promoter Group	E-voting	41,715,454	41,715,454	100.000	41,715,454	0	100.000	0.000			
	Poll		0	0.000	0	0	0.000	0.000			
	Total		41,715,454	100.000	41,715,454	0	100.000	0.000			
Public-Institutions	E-voting	7,541,403	5,632,812	74.692	5,632,812	0	100.000	0.000			
	Poll		0	0.000	0	0	0.000	0.000			
	Total		5,632,812	74.692	5,632,812	0	100.000	0.000			
Public-Non Institutions	E-voting	6,375,273	3,340	0.052	3,340	0	100.000	0.000			
	Poll		587	0.009	582	5	99.148	0.852			
	Total		3,927	0.061	3,922	5	99.873	0.127			
Total		55,632,130	47,352,193	85.117	47,352,188	5	100.000	0.000			

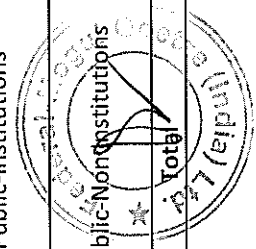


**4. Ordinary Resolution: Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Director, liable to retire by rotation;**

Category	Mode of Voting	Whether promoter/ promoter group are interested in the Agenda/resolution					No	
		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
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	41,715,454	41,715,454	100.000	41,715,454	0	100.000	0.000
	<b>Total</b>		<b>41,715,454</b>	<b>100.000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutions	E-voting							
	Poll	7,541,403	0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>5,632,812</b>	<b>74.692</b>	<b>5,632,812</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Non Institutions	E-voting							
	Poll	6,375,273	3,340	0.052	3,340	0	100.000	0.000
	<b>Total</b>		<b>3,927</b>	<b>0.009</b>	<b>582</b>	<b>5</b>	<b>99.148</b>	<b>0.852</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,352,193</b>	<b>85.117</b>	<b>47,352,188</b>	<b>5</b>	<b>100.000</b>	<b>0.000</b>

**5. Ordinary Resolution: Appointment of Mr. Rajesh Sinha (DIN: 07358567) as Director, liable to retire by rotation;**

Category	Mode of Voting	Whether promoter/ promoter group are interested in the Agenda/resolution					No	
		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
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	41,715,454	41,715,454	100.000	41,715,454	0	100.000	0.000
	<b>Total</b>		<b>41,715,454</b>	<b>100.000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutions	E-voting							
	Poll	7,541,403	0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>5,632,812</b>	<b>74.692</b>	<b>5,632,812</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Non Institutions	E-voting							
	Poll	6,375,273	3,340	0.052	3,340	0	100.000	0.000
	<b>Total</b>		<b>3,927</b>	<b>0.009</b>	<b>582</b>	<b>5</b>	<b>99.148</b>	<b>0.852</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,352,193</b>	<b>85.117</b>	<b>47,352,188</b>	<b>5</b>	<b>100.000</b>	<b>0.000</b>

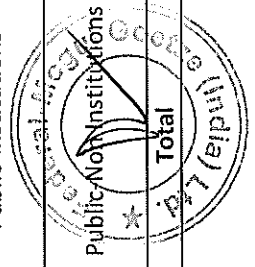


**6. Ordinary Resolution: - Appointment of Mr. Manish Chadha (DIN: 07195652) as Director, liable to retire by rotation;**

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	No	
							% of votes favour on Votes Polled	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	41,715,454	41,715,454	100.000	41,715,454	0	100.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public-Institutions	E-voting		41,715,454	100.000	41,715,454	0	100.000	0.000
	Poll	7,541,403	5,632,812	74.692	5,632,812	0	100.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-voting		5,632,812	74.692	5,632,812	0	100.000	0.000
	Poll	6,375,273	3,340	0.052	3,340	0	100.000	0.000
	Total		587	0.009	582	5	99.148	0.852
Total		55,632,130	47,352,193	85.117	47,352,188	5	100.000	0.000

**7. Ordinary Resolution: Ratification of Remuneration to Cost Auditor for the financial year 2016-17;**

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	No	
							% of votes favour on Votes Polled	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	41,715,454	41,715,454	100.000	41,715,454	0	100.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public-Institutions	E-voting		41,715,454	100.000	41,715,454	0	100.000	0.000
	Poll	7,541,403	5,632,812	74.692	5,632,812	0	100.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-voting		5,632,812	74.692	5,632,812	0	100.000	0.000
	Poll	6,375,273	3,340	0.052	3,340	0	100.000	0.000
	Total		587	0.009	582	5	99.148	0.852
Total		55,632,130	47,352,193	85.117	47,352,188	5	100.000	0.000

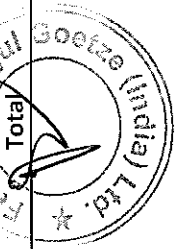


**8. Special Resolution: Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Whole-Time Managing Director of the Company;**

Category	Mode of Voting	No. of shares held	Whether promoter/ promoter group are interested in the Agenda/resolution				No	
			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
Promoters and Promoter Group	E-voting	41,715,454	41,715,454	100.000	41,715,454	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>41,715,454</b>	<b>100.000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.000</b>	<b>100.000</b>
Public-Institutions	E-voting	7,541,403	5,632,812	74.692	5,632,812	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>5,632,812</b>	<b>74.692</b>	<b>5,632,812</b>	<b>0</b>	<b>100.000</b>	<b>100.000</b>
Public-Non Institutions	E-voting	6,375,273	3,340	0.052	3,340	0	100.000	0.000
	Poll		587	0.009	582	5	99.148	0.852
	<b>Total</b>		<b>3,927</b>	<b>0.061</b>	<b>3,922</b>	<b>5</b>	<b>99.873</b>	<b>0.127</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,352,193</b>	<b>85.117</b>	<b>47,352,188</b>	<b>5</b>	<b>100.000</b>	<b>0.000</b>

**9. Special Resolution: Appointment of Mr. Rajesh Sinha (DIN: 07358567) as Whole-Time Director of the Company;**


Category	Mode of Voting	No. of shares held	Whether promoter/ promoter group are interested in the Agenda/resolution				No	
			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
Promoters and Promoter Group	E-voting	41,715,454	41,715,454	100.000	41,715,454	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>41,715,454</b>	<b>100.000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.000</b>	<b>100.000</b>
Public-Institutions	E-voting	7,541,403	5,632,812	74.692	5,632,812	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>5,632,812</b>	<b>74.692</b>	<b>5,632,812</b>	<b>0</b>	<b>100.000</b>	<b>100.000</b>
Public-Non Institutions	E-voting	6,375,273	3,340	0.052	3,340	0	100.000	0.000
	Poll		587	0.009	582	5	99.148	0.852
	<b>Total</b>		<b>3,927</b>	<b>0.061</b>	<b>3,922</b>	<b>5</b>	<b>99.873</b>	<b>0.127</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,352,193</b>	<b>85.117</b>	<b>47,352,188</b>	<b>5</b>	<b>100.000</b>	<b>0.000</b>

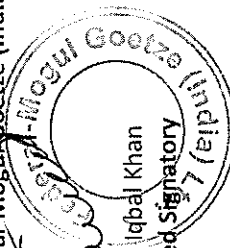


**10. Special Resolution: Appointment of Mr. Manish Chadha (DIN: 07195652) as CFO & Finance Director of the Company;**

Category	Mode of Voting	No. of shares held	Whether promoter/ promoter group are interested in the Agenda/resolution					No	
			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	
Promoters and Promoter Group	E-voting	41,715,454	41,715,454	100.000	41,715,454	0	100.000	0.000	
	Poll	41,715,454	0	0.000	0	0	0.000	0.000	
	<b>Total</b>		<b>41,715,454</b>	<b>100.000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	
Public-Institutions	E-voting	7,541,403	5,632,812	74.692	5,632,812	0	100.000	0.000	
	Poll		0	0.000	0	0	0.000	0.000	
	<b>Total</b>		<b>5,632,812</b>	<b>74.692</b>	<b>5,632,812</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	
Public-Non Institutions	E-voting	6,375,273	3,340	0.052	3,340	0	100.000	0.000	
	Poll		587	0.009	582	5	99.148	0.852	
	<b>Total</b>		<b>3,927</b>	<b>0.061</b>	<b>3,922</b>	<b>5</b>	<b>99.873</b>	<b>0.127</b>	
<b>Total</b>		<b>55,632,130</b>	<b>47,352,193</b>	<b>85.117</b>	<b>47,352,188</b>	<b>5</b>	<b>100.000</b>	<b>0.000</b>	

For Federal-Mogul-Goetze (India) Limited

  
 Dr. Khalid Iqbal Khan  
 Authorised Signatory



# SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : contact@cssanjaygrover.in  
website : www.cssanjaygrover.in

## Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,  
THE CHAIRMAN  
FEDERAL-MOGUL GOETZE (INDIA) LIMITED  
(CIN: L74899DL1954PLC002452)  
G-4, J.R. Complex Gate No. - 4,  
Mandoli Delhi North East -110093

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates, Company Secretaries having my office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) and voting process, i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended till date) on the resolution(s) mentioned in Notice dated May 13, 2016 for 61<sup>st</sup> AGM of the Equity Shareholders of the Company held on Friday, 26<sup>th</sup> day of August 2016 at 11:00 A.M. at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi - 110038.





I submit my report as under:-

1. The remote e-voting period commenced on Tuesday, August 23, 2016 at 09:00 A.M. and ended on Thursday, August 25, 2016 at 05:00 P.M. on the designated website via NSDL e-Voting Platform.
2. The Shareholders of the Company as on the "cut off" date i.e. Friday, August 19, 2016 were entitled to avail the facility of remote e-voting as well as voting through ballots at the AGM on the proposed resolutions (item no. 1 to 10) as set out in the Notice dated May 13, 2016.
3. The total paid up Equity Share Capital of the Company as on August 19, 2016 was Rs. 55,63,21,300/- (Rupees Fifty Five Crore Sixty Three Lacs Twenty One Thousand Three Hundred Only) divided into 5,56,32,130 (Five Crore Fifty Six Lacs Thirty Two Thousands One Hundred Thirty) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. Poll was conducted at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
5. One ballot box was kept for polling and the ballot box was locked in my presence.
6. After completion of Poll at the AGM at 12.05 P.M the Ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was prepared containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.



8. Mr. Abhishek Bansal was appointed as an additional Scrutinizer on behalf of shareholders who has also signed this report. After completion of poll at the AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Dipika Jain R/o R-7, Rita Block, Sharakrpur, Laxmi Nagar, New Delhi-110092 and Ms. Geetu Hasija R/o Flat A-11, House No. 324, Masjid Moth South Extension II, New Delhi - 110024 who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Dipika Jain

  
Geetu Hasija

9. The consolidated summary of results of remote e-voting and poll at AGM are as under:
- a. **Resolution No. 1** To receive, consider and adopt the audited financial statement including consolidated financial statement of the Company for the financial year ended 31st March, 2016 and Reports of the Directors' and Auditors' thereon;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	582	4,73,51,606	4,73,52,188	100.000
Dissent	5	0	5	0.000
Total	587	4,73,51,606	4,73,52,193	100.000

Therefore, the resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure- A.



- b. **Resolution No. 2-** To appoint a Director in place of Mr. Sunit Kapur (DIN: 03435110) who retires by rotation;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	582	4,72,41,705	4,72,42,287	99.768
Dissent	5	1,09,901	1,09,906	0.232
Total	587	4,73,51,606	4,73,52,193	100.000

Therefore, the resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure B.**

- c. **Resolution No. 3-** To ratify the appointment of the Statutory Auditors and to fix their remuneration;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	582	4,73,51,606	4,73,52,188	100.000
Dissent	5	0	5	0.000
Total	587	4,73,51,606	4,73,52,193	100.000

Therefore, the resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure C.**



- d. **Resolution No. 4-** Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Director, liable to retire by rotation;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	582	4,73,51,606	4,73,52,188	100.000
Dissent	5	0	5	0.000
Total	587	4,73,51,606	4,73,52,193	100.000

Therefore, the resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-D.

- e. **Resolution No. 5-** Appointment of Mr. Rajesh Sinha (DIN: 07358567) as Director, liable to retire by rotation;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	582	4,73,51,606	4,73,52,188	100.000
Dissent	5	0	5	0.000
Total	587	4,73,51,606	4,73,52,193	100.000

Therefore, the resolution No. 5 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-E.



- f. **Resolution No. 6-** Appointment of Mr. Manish Chadha (DIN: 07195652) as Director, liable to retire by rotation;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	582	4,73,51,606	4,73,52,188	100.000
Dissent	5	0	5	0.000
Total	587	4,73,51606	4,73,52,193	100.000

Therefore, the resolution No. 6 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-F.

- g. **Resolution No. 7-** Ratification of Remuneration of Cost Auditor for financial year 2016-17;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	582	4,73,51,606	4,73,52,188	100.000
Dissent	5	0	5	0.000
Total	587	4,73,51606	4,73,52,193	100.000

Therefore, the resolution No. 7 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-G.



- h. **Resolution No. 8-** Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Whole-Time Managing Director of the Company;

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	582	4,73,51,606	4,73,52,188	100.000
Dissent	5	0	5	0.000
Total	587	4,73,51606	4,73,52,193	100.000

Therefore, the resolution No. 8 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-H.

- i. **Resolution No. 9-** Appointment of Mr. Rajesh Sinha (DIN: 07358567) as Whole-Time Director of the Company;

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	582	4,73,51,606	4,73,52,188	100.000
Dissent	5	0	5	0.000
Total	587	4,73,51606	4,73,52,193	100.000

Therefore, the resolution No. 9 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-I



- J. Resolution No. 10- Appointment of Mr. Manish Chadha (DIN: 07195652) as CFO & Finance Director of the Company;


Particulars	Special Resolution			Percentage
	Poll	Number of Valid Votes		
		e-Votes	Total	
Assent	582	4,73,51,606	4,73,52,188	100.000
Dissent	5	0	5	0.000
Total	587	4,73,51,606	4,73,52,193	100.000

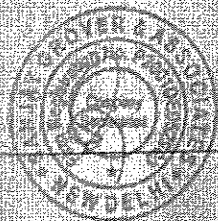
Therefore, the resolution No. 10 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-J.

- 10 The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES

  
Sanjay Grover  
Scrutinizer  
CP No 3850



August 26, 2016  
New Delhi

Countersigned by  
For Federal-Mogul Goetze (India) Limited

  
Dr. Khalid Iqbal Khan  
Authorised Signatory

Scrutinizer (On behalf of shareholder)

  
Mr. Abhishek Bansal  
(Shareholder)

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

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	32	4,73,51,606	47,35,16,060	85.116
(c) Votes with dissent	0	0	0	0.000





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

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	27	4,72,41,705	4,72,417,050	84.918
(c) Votes with dissent	5	1,09,901	10,99,010	0.198



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

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	32	4,73,51,606	47,35,16,060	85.116
(c) Votes with dissent	0	0	0	0.000



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

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	32	4,73,51,606	47,35,16,060	85.116
(c) Votes with dissent	0	0	0	0.000



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

**E1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	32	4,73,51,606	47,35,16,060	85.116
(c) Votes with dissent	0	0	0	0.000



Details of poll at AGM & remote e-voting for Resolution No.-6 are as under:

**F1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	32	4,73,51,606	47,35,16,060	85.116
(c) Votes with dissent	0	0	0	0.000



Details of poll at AGM & remote e-voting for Resolution No.-7 are as under:

**G1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	32	4,73,51,606	47,35,16,060	85.116
(c) Votes with dissent	0	0	0	0.000



Details of poll at AGM & remote e-voting for Resolution No.-8 are as under:

### H1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

### H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	32	4,73,51,606	47,35,16,060	85.116
(c) Votes with dissent	0	0	0	0.000



Details of poll at AGM & remote e-voting for Resolution No.-9 are as under:

### 11. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

### 12. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	32	4,73,51,606	47,35,16,060	85.116
(c) Votes with dissent	0	0	0	0.000





Details of poll at AGM & remote e-voting for Resolution No.-10 are as under:

**J1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	17	589	5,890	0.001
b) Less: Invalid Votes	1	2	20	0.000
c) Net Valid votes cast	16	587	5,870	0.001
d) Votes with assent for the Resolution	15	582	5,820	0.001
e) Votes with dissent for the Resolution	1	5	50	0.000

**J2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	32	4,73,51,606	47,35,16,060	85.116
(b) Votes with Assent	32	4,73,51,606	47,35,16,060	85.116
(c) Votes with dissent	0	0	0	0.000

