

Date : 26th 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: Regulation 30 of SEBI (LODR) 2015 - Outcome of 61st Annual General Meeting

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 61st Annual General Meeting of the Company held on Friday, 26th August, 2016 at 11:00 a.m. at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038.

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
Lower Parel, Mumbai 400 013

Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers
28th 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

PROCEEDINGS OF THE 61ST ANNUAL GENERAL MEETING OF THE MEMBERS OF FEDERAL-MOGUL GOETZE (INDIA) LIMITED HELD ON FRIDAY, THE 26TH DAY OF AUGUST, 2016 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. Vinod Kumar Hans	- Whole-time Managing Director
Mr. Manish Chadha	- Chief Financial Officer & Finance Director
Dr. Khalid Iqbal Khan	- Whole-time Director-Legal & Company Secretary
Mr. Rajesh Sinha	- Whole-time Director

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 61st Annual General Meeting, having been already circulated, was taken as read with the permission of the members present.

The Chairman presented his speech and thereafter, announced the poll as per the terms of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The Chairman informed that the Board had appointed Mr. Sanjay Grover, Company Secretary in practice as Scrutinizer to execute the poll process. Thereafter, he appointed Mr. Abhishek Bansal as second Scrutinizer representing shareholders under the provisions of Secretarial Standard – 2 issued by Institute of Company Secretaries of India.

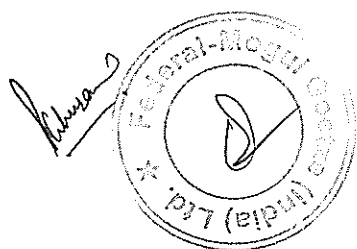
The shareholders cast their votes in respect of following Agenda items:-

ORDINARY BUSINESS

ITEM 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.

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 ratify the appointment of the Statutory Auditors', M/s. Walker, Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N), as the Statutory Auditors' of the Company and to fix their remuneration.




SPECIAL BUSINESS

- ITEM NO. 4 :** Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Director, liable to retire by rotation
- ITEM NO. 5 :** Appointment of Mr. Rajesh Sinha (DIN: 07358567) as Director, liable to retire by rotation
- ITEM NO. 6:** Appointment of Mr. Manish Chadha (DIN: 07195652) as Director, liable to retire by rotation
- ITEM NO. 7:** Ratification of Remuneration to Cost Auditor for the financial year 2016-17
- ITEM NO. 8:** Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Whole-Time Managing Director of the Company
- ITEM NO. 9:** Appointment of Mr. Rajesh Sinha (DIN: 07358567) as Whole-Time Director of the Company
- ITEM NO. 10:** Appointment of Mr. Manish Chadha (DIN: 07195652) as CFO & Finance Director of the Company

On the basis of Scrutinizers' Report, all the resolutions were passed with requisite majority.

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


Place : GURGAON
Date : 26th August 2016


KHALID IQBAL KHAN
Whole-time Director-Legal & Company Secretary