

Dt.: 26th September, 2017

1. Listing Department (Fax: 022-22723719 /22722037/
BSE 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013

Dear Sir/Ma'am,

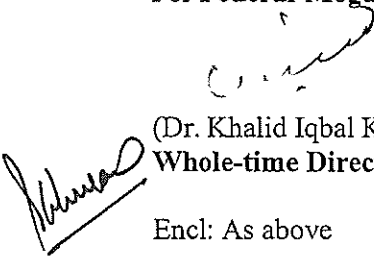
Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of the 62nd Annual general Meeting of the Company held on Friday, 25th September, 2017 at 11.00 A.M. along with Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & 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
Trade Word, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013
2. Central Depository Services [India] Limited
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

Federal Mogul Goetze (India)Limited

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 resolutions:	
Date of the AGM	25-09-2017
Total number of shareholders on record date	18,364
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	46
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Nil

1. Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and Reports of the Board of Directors' and Auditors' thereon;

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour	No. of Votes Against	No	
							% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100
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	100.0000	41,715,454	0	100.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-voting		5,785,098	100.0000	41,715,454	0	100.0000	0.0000
	Poll	7,709,407	0	75.0395	5,785,098	0	100.0000	0.0000
	Total		5,785,098	75.0395	0	0	0.0000	0.0000
Public-Non Institutions	E-voting		2,568	0.0414	5,785,098	0	100.0000	0.0000
	Poll	6,207,269	243	0.0039	2,568	0	100.0000	0.0000
	Total		2,811	0.0453	243	0	100.0000	0.0000
Total		55,632,130	47,503,363	85.3884	47,503,363	0	100.0000	0.0000



(Signature)

2. Ordinary Resolution: To appoint a Director in place of Ms. Janice Ruskey Maiden (DIN: 06847230), who retires by rotation and being eligible, offers himself for re-appointment;

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

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% 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	100.0000	41,715,454	0	100.0000		0.0000
	Total		0	0.0000	0	0	0.0000		0.0000
Public-Institutions	E-voting	7,709,407	41,715,454	100.0000	41,715,454	0	100.0000		0.0000
	Poll		5,785,098	75.0395	5,650,988	134110	97.6818		2.3182
	Total		0	0.0000	0	0	0.0000		0.0000
Public-Non Institutions	E-voting		5,785,098	75.0395	5,650,988	134110	97.6818		2.3182
	Poll	6,207,269	2,570	0.0414	2,570	0	100.0000		0.0000
	Total		2,813	0.0039	243	0	100.0000		0.0000
Total		55,632,130	47,503,365	85.3884	47,369,255	134110	99.7177		0.2823

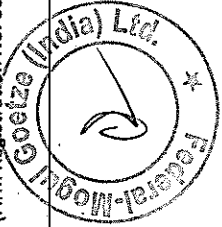
3. Ordinary Resolution: To appoint a Director in place of Dr. Khalid Iqbal Khan (DIN: 05253556), who retires by rotation and being eligible, offers himself for re-appointment;

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

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% 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	100.0000	41,715,454	0	100.0000		0.0000
	Total		0	0.0000	0	0	0.0000		0.0000
Public-Institutions	E-voting	7,709,407	41,715,454	100.0000	41,715,454	0	100.0000		0.0000
	Poll		5,785,098	75.0395	5,785,098	0	100.0000		0.0000
	Total		0	0.0000	0	0	0.0000		0.0000
Public-Non Institutions	E-voting		5,785,098	75.0395	5,785,098	0	100.0000		0.0000
	Poll	6,207,269	2,570	0.0414	2,570	0	100.0000		0.0000
	Total		2,813	0.0039	243	0	100.0000		0.0000
Total		55,632,130	47,503,365	85.3884	47,503,365	0	100.0000		0.0000

4. Ordinary Resolution: To appoint M/s. Walker, Chandlok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors' of the Company and to fix their remuneration;

[Handwritten Signature]



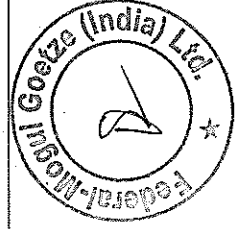
Category	Mode of Voting	Whether promoter/ promoter group are interested in the Agenda/resolution					No	
		No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
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	100.0000	41,715,454	0	100.0000	0.0000
	Total		41,715,454	100.0000	41,715,454	0	100.0000	0.0000
Public-Institutions	E-voting	7,709,407	5,785,098	75.0395	5,785,098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5,785,098	75.0395	5,785,098	0	100.0000	0.0000
Public-Non Institutions	E-voting	6,207,269	2,570	0.0414	2,570	0	100.0000	0.0000
	Poll		243	0.0039	243	0	100.0000	0.0000
	Total		2,813	0.0453	2,813	0	100.0000	0.0000
Total		55,632,130	47,503,365	85.3884	47,503,365	0	100.0000	0.0000

5. Ordinary Resolution: Appointment of Mr. K. C. Sundarshan Pillai (DIN: 06846949), as an Independent Director;

Category	Mode of Voting	Whether promoter/ promoter group are interested in the Agenda/resolution					No	
		No. of shares held	No of Valid 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	100.0000	41,715,454	0	100.0000	0.0000
	Total		41,715,454	100.0000	41,715,454	0	100.0000	0.0000
Public-Institutions	E-voting	7,709,407	5,785,098	75.0395	5,785,098	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5,785,098	75.0395	5,785,098	0	100.0000	0.0000
Public-Non Institutions	E-voting	6,207,269	2,570	0.0414	2,570	0	100.0000	0.0000
	Poll		243	0.0039	243	0	100.0000	0.0000
	Total		2,813	0.0453	2,813	0	100.0000	0.0000
Total		55,632,130	47,503,365	85.3884	47,503,365	0	100.0000	0.0000

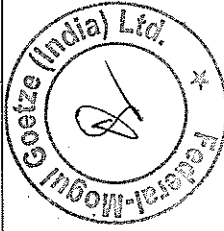
6. Ordinary Resolution: Ratification of remuneration of Cost Auditor for the financial year 2017-2018;

Whether promoter/ promoter group are interested in the Agenda/resolution					No



Signature

Category	Mode of Voting	No. of shares held	No of Valid 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	100.0000	41,715,454	0	100.0000	0.0000
	Poll	41,715,454	0	0.0000	0	0	0.0000	0.0000
	Total		41,715,454	100.0000	41,715,454	0	100.0000	0.0000
Public-Institutions	E-voting		5,785,098	75.0395	5,785,098	0	100.0000	0.0000
	Poll	7,709,407	0	0.0000	0	0	0.0000	0.0000
	Total		5,785,098	75.0395	5,785,098	0	100.0000	0.0000
Public-Non Institutions	E-voting		2,570	0.0414	2,570	0	100.0000	0.0000
	Poll	6,207,269	243	0.0039	243	0	100.0000	0.0000
	Total		2,813	0.0453	2,813	0	100.0000	0.0000
Total		55,632,130	47,503,365	85.3884	47,503,365	0	100.0000	0.0000



Signature

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

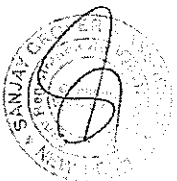
Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,
THE CHAIRMAN
FEDERAL-MOGUL GOETZE (INDIA) LIMITED
(CIN: L74899DL1954PLC002452)
DLF Prime Towers, 10 Ground Floor,
F-79 & 80, Okhla Phase - I, New Delhi,
South Delhi- 110020

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi- 110024, was appointed as Scrutinizer for the purpose of scrutinizing the Annual General Meeting (AGM) and voting process, i.e. remote e-voting and voting through ballot paper (Poll) at the AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolution(s) mentioned in Notice dated May 19, 2017 for 62th AGM of the Members of the Company held on September 25, 2017 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 Friday, September 22, 2017 at 9:00 A.M. and ended on Sunday, September 24, 2017 at 05:00 P.M., via e-voting Platform on the designated website of National Securities Depository Limited (NSDL) viz. <https://www.evoting.nsdl.com>
2. The Members of the Company as on the "cut off" date i.e. Monday, September 18, 2017 were entitled to avail the facility of remote e-voting as well as poll at the AGM on the proposed resolutions (item no. 1 to 6) as set out in the Notice dated May 19, 2017.
3. The total paid up Equity Share Capital of the Company as on September 18, 2017 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. The Chairman ordered for poll at AGM as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.
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 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 and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the members 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 records were treated as invalid.
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. Mehak Gaba R/o E-85, South Extension, Part-I and Mr. Piyush Garg R/o D-36, 1st Floor, Durga Puri Chowk, Shahdara, New Delhi-110093, who were not in the employment of the company. They have signed below confirming their presence at the time of unblocking of e-votes.




Mehak Gaba


Piyush Garg

9. The details of the members who participated in e-voting were also entered in a register.

*10. 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 Statements of the Company for the financial year ended March 31, 2017 and Reports of the Board of Directors' and Auditors' thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	243	4,75,03,120	4,75,03,363	100.00
Dissent	0	0	0	0.00
Total	243	4,75,03,120	4,75,03,363	100.00

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 Ms. Janice Ruskey Maiden (DIN: 06847230), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	243	4,73,69,012	4,73,69,255	99.72
Dissent	0	1,34,110	1,34,110	0.28
Total	243	4,75,03,122	4,75,03,365	100.00

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 appoint a Director in place of Dr. Khalid Iqbal Khan (DIN: 05253556), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	243	4,75,03,122	4,75,03,365	100.00
Dissent	0	0	0	0.00
Total	243	4,75,03,122	4,75,03,365	100.00

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:-** To appoint M/s. Walker, Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors' of the Company and to fix their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	243	4,75,03,122	4,75,03,365	100.00
Dissent	0	0	0	0.00
Total	243	4,75,03,122	4,75,03,365	100.00

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. K.C. Sundareshan Pillai (DIN: 06846949), as an Independent Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	243	4,75,03,122	4,75,03,365	100.00
Dissent	0	0	0	0.00
Total	243	4,75,03,122	4,75,03,365	100.00

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

- f. **Resolution No. 6:-** Ratification of Remuneration to Cost Auditor for the financial year 2017-2018.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	243	4,75,03,122	4,75,03,365	100.00
Dissent	0	0	0	0.00
Total	243	4,75,03,122	4,75,03,365	100.00

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



11. The registers, ballot papers and all other related documents 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 these documents to the company.

Thanking you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



Sanjay Grover

Sanjay Grover

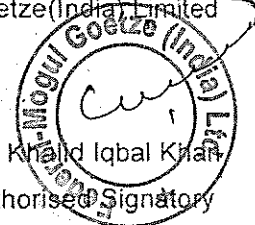
Scrutinizer

CP No.: 3850

September 25, 2017

New Delhi

Countersigned by
For Federal-Mogul Goetze (India) Limited



Dr. Khalid Iqbal Khan
Authorised Signatory

Scrutinizer (On behalf of shareholders)

Abhishek Bansal
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
			(In Rs.)
a) Total votes received	9	243	2,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	9	243	2,430
d) Votes with assent for the Resolution	9	243	2,430
e) Votes with dissent for the Resolution	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	36	4,75,03,120	47,50,31,200
(b) Votes with Assent	36	4,75,03,120	47,50,31,200
(c) Votes with dissent	0	0	0

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
			(In Rs.)
a) Total votes received	9	243	2,430
b) Less:Invalid Votes	0	0	0
c) Net Valid votes cast	9	243	2,430
d) Votes with assent for the Resolution	9	243	2,430
e) Votes with dissent for the Resolution	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	37	4,75,03,122	47,50,31,220
(b) Votes with Assent	31	4,73,69,012	47,36,90,120
(c) Votes with dissent	6	1,34,110	13,41,100

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
			(In Rs.)
a) Total votes received	9	243	2,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	9	243	2,430
d) Votes with assent for the Resolution	9	243	2,430
e) Votes with dissent for the Resolution	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	37	4,75,03,122	47,50,31,220
(b) Votes with Assent	37	4,75,03,122	47,50,31,220
(c) Votes with dissent	0	0	0

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
			(In Rs.)
a) Total votes received	9	243	2,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	9	243	2,430
d) Votes with assent for the Resolution	9	243	2,430
e) Votes with dissent for the Resolution	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	37	4,75,03,122	47,50,31,220
(b) Votes with Assent	37	4,75,03,122	47,50,31,220
(c) Votes with dissent	0	0	0



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
			(In Rs.)
a) Total votes received	9	243	2,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	9	243	2,430
d) Votes with assent for the Resolution	9	243	2,430
e) Votes with dissent for the Resolution	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	37	4,75,03,122	47,50,31,220
(b) Votes with Assent	37	4,75,03,122	47,50,31,220
(c) Votes with dissent	0	0	0



Annexure –F

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
			(In Rs.)
a) Total votes received	9	243	2,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	9	243	2,430
d) Votes with assent for the Resolution	9	243	2,430
e) Votes with dissent for the Resolution	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	37	4,75,03,122	47,50,31,220
(b) Votes with Assent	37	4,75,03,122	47,50,31,220
(c) Votes with dissent	0	0	0