



Federal-Mogul Goetze (India) Limited  
A Tenneco Group Company  
Corporate Office : Paras Twin Towers,  
10th Floor, Tower B, Sector 54,  
Golf Course Road, Gurugram - 122 002  
Tel. : (91-124) 4784530 • Fax : (91-124) 4292840

Dt.: 23<sup>rd</sup> August, 2023

1. Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400001
2. Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> 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 & Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013**

Dear Sir/ Ma'am,

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of the 68th Annual General Meeting of the Company held on Wednesday, 23rd August, 2023 at 11:00 a.m. onwards through video conferencing along with the Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 read with applicable MCA & SEBI Circulars.

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, 4<sup>th</sup> Floor  
Kamala Mills Compound  
Senapati Bapat Marg  
Lower Parel, Mumbai 400 013
2. Central Depository Services [India] Limited  
Marathon Futurex, A- Wing,  
25<sup>th</sup> Floor, NM Joshi Marg,  
Lower Parel, Mumbai- 400 013

**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]*

To,

The Chairperson

**Federal-Mogul Goetze (India) Limited**

**(CIN: L74899DL1954PLC002452)**

Registered Office:

DLF Prime Towers, 10 Ground Floor,

F-79 & 80, Okhla Phase - I, New Delhi- 110020, India

Corporate Office:

10<sup>th</sup> Floor, Tower-B, Paras Twin Towers, Sector-54,

Golf Course Road, Gurugram-122002, Haryana, India

**Subject: Consolidated Scrutinizer's Report w.r.t. the 68<sup>th</sup> (Sixty-eighth) Annual General Meeting ("AGM") of the members of Federal-Mogul Goetze (India) Limited having CIN: L74899DL1954PLC002452 (the "Company"), held on Wednesday, 23<sup>rd</sup> August 2023, through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")**

Dear Sir,

I, Advocate Abhishek Bansal, having office situated at B-681, 02<sup>nd</sup> Floor, Sushant Lok, Phase-I, Sector-43, Gurugram, Haryana-122002, India, have been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed in their meeting held on Monday, 22<sup>nd</sup> May 2023, for the purpose of scrutinizing the voting process through electronic means, i.e. remote e-voting prior to the AGM ("**remote e-voting**") and e-voting during the AGM ("**e-voting**") under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, on the resolutions mentioned in the notice dated 22<sup>nd</sup> May 2023, calling the 68<sup>th</sup> (Sixty-eighth) AGM of the members of the Company held on **Wednesday, 23<sup>rd</sup> day of August 2023, at 11:00 a.m. IST through VC or OAVM**, without the physical presence of the members at a common venue and in accordance with the Circulars issued by the Ministry of Corporate Affairs vide its General Circular No. 14/2020 dated 08<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020, Circular No. 20/2020 dated 05<sup>th</sup> May 2020, followed by Circular No. 02/ 2021 dated 13<sup>th</sup> January 2021, Circular No. 19/ 2021 dated 08<sup>th</sup> December 2021, Circular No.

21/ 2021 dated 14<sup>th</sup> December 2021, followed by Circular No. 02/2022 dated 05<sup>th</sup> May 2022, Circular No. 10/2022 dated 28<sup>th</sup> December 2022 (hereinafter collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (‘SEBI’) dated 12<sup>th</sup> May 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022, Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January 2023 (hereinafter collectively referred to as “SEBI Circulars”) and for the purpose of which the registered office of the Company situated at DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi - 110020, India, was deemed to be considered as the venue for the AGM and proceedings of the AGM were deemed to be made thereat.

I submit my report as under: -

1. The remote e-voting period commenced on Sunday, 20<sup>th</sup> August 2023 at 09:00 A.M. IST and ended on Tuesday, 22<sup>nd</sup> August 2023 at 05:00 P.M. IST via remote e-voting platform on the designated web portal of National Securities Depositories Limited (“NSDL”), Authorized Agency to provide remote e-voting before the AGM and e-voting facility during the AGM viz.: <https://www.evoting.nsdl.com/>.
2. The members of the Company, holding shares either in physical form or in dematerialized form, as on the “cut off” date i.e., Thursday, 17<sup>th</sup> August 2023, were entitled to avail the facility of remote e-voting as well as e-voting on the proposed resolution(s) as set out in the AGM notice dated 22<sup>nd</sup> May 2023.
3. The Company had provided e-voting facility for the members to vote during the AGM who attended the meeting through VC or OAVM and had not voted on the proposed resolutions through remote e-voting, to cast their vote during the AGM.
4. The total paid up equity share capital of the Company as on Thursday, 17<sup>th</sup> August 2023, was INR 55,63,21,300/- (Indian rupees fifty-five crore sixty-three lakhs twenty-one thousand three hundred only) divided into 5,56,32,130 (five crore fifty-six lakhs thirty-two thousand one hundred thirty) equity shares of INR 10/- (Indian rupees ten only) each.
5. After the conclusion of e-voting at the AGM, the votes cast by the members present through VC or OAVM during the AGM through e-voting system and through remote e-voting facility, were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>) on Wednesday, 23<sup>rd</sup>

August 2023, in the presence of two witnesses, Mr. Parag Vatsa and Mr. Nitin Goswami, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Nitin Goswami



Parag Vatsa

6. I have scrutinized and reviewed the votes cast by the members through remote e-voting and through e-voting process, based on the data downloaded from the NSDL e-voting system.
7. The cases where the members have voted for higher number of shares as compared to their entitlement as on cut-off date, the number of their shares held by them as on the cut-off date has been considered.
8. The management of the Company is responsible to ensure the compliance with the requirements of: (i) the Companies Act, 2013 read with rules framed thereunder; (ii) the MCA circulars; (iii) the SEBI Circulars; (iv) the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to conducting the AGM through VC or OAVM and to organize the remote e-voting and e-voting process on the resolutions contained in the notice calling the AGM dated 22<sup>nd</sup> May 2023. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer for ascertaining the e-voting process, i.e., remote e-voting and e-voting process, is restricted to making a Consolidated Scrutinizer's Report of the votes cast "favour" or "against" or "no comments" to the resolutions contained in the notice, based on the reports generated from the e-voting platform provided by the NSDL, an Authorized Agency to provide e-voting facility.

9. The consolidated summary of results of remote e-voting and e-voting, based on the reports generated by the NSDL, are as under:

**Resolution No. 01 - To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023, and Reports of the Directors' and Auditors' thereon.**



Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,25,70,803	35	4,25,70,838	99.99%
Dissent	286	0	286	0.01%
<b>Total</b>	<b>4,25,71,089</b>	<b>35</b>	<b>4,25,71,124</b>	<b>100%</b>

Therefore, the Resolution no. 01 has been approved with requisite majority. The details of e-voting during the AGM & remote e-voting are given in Annexure-A.

**Resolution No. 02 - 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
	Remote e-voting	E-voting	Total	
Assent	4,25,23,733	15	4,25,23,748	99.88%
Dissent	50,041	20	50,061	0.12%
<b>Total</b>	<b>4,25,73,774</b>	<b>35</b>	<b>4,25,73,809</b>	<b>100%</b>

Therefore, the Resolution no. 02 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-B.

**Resolution No. 03 - To appoint a director in place of Mr. Stephen Shaun Merry (DIN: 08749114) who retires by rotation and being eligible, offers himself for re-appointment.**

Ordinary Resolution		
Particulars	Number of valid votes	Percentage



	Remote e-voting	E-voting	Total	
Assent	4,25,04,048	34	4,25,04,082	99.83%
Dissent	69,726	01	69,727	0.17%
<b>Total</b>	<b>4,25,73,774</b>	<b>35</b>	<b>4,25,73,809</b>	<b>100%</b>

Therefore, the Resolution no. 03 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-C.

**Resolution No. 04 - Ratification of remuneration to Cost Auditor for the financial year 2023-24.**

Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,25,73,330	14	4,25,73,344	99.99%
Dissent	444	21	465	0.01%
<b>Total</b>	<b>4,25,73,774</b>	<b>35</b>	<b>4,25,73,809</b>	<b>100%</b>

Therefore, the Resolution no. 04 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-D.

Thanking you,



**ABHISHEK BANSAL (Advocate)**  
**Scrutinizer**  
M. No.: D/2726/2008

**Countersigned by**

Dr. Khalid Iqbal Khan  
Authorized Signatory

Date: 23.08.2023  
Place: Gurugram

**Annexure - A**

Details of e-voting during the AGM & remote e-voting for Resolution No. 01 are as under:

**A1. E- VOTING:**

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	08	35	350
b) Less: Invalid votes	0	0	0
c) Net valid votes	08	35	350
d) Votes with assent	08	35	350
e) Votes with dissent	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 INR)
a) Total votes received	134	4,25,71,089	42,57,10,890
b) Less: Invalid votes	0	0	0
c) Net valid votes	134	4,25,71,089	42,57,10,890
d) Votes with assent	125	4,25,70,803	42,57,08,030
e) Votes with dissent	09	286	2,860



**Annexure - B**

Details of e-voting during the AGM & remote e-voting for Resolution No. 02 are as under:

**B1. VOTING:**

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	08	35	350
b) Less: Invalid votes	0	0	0
c) Net valid votes	08	35	350
d) Votes with assent	07	15	150
e) Votes with dissent	01	20	200

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

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	135	4,25,73,774	42,57,37,740
b) Less: Invalid votes	0	0	0
c) Net valid votes	135	4,25,73,774	42,57,37,740
d) Votes with assent	117	4,25,23,733	42,52,37,330
e) Votes with dissent	18	50,041	5,00,410



**Annexure - C**

Details of e-voting during the AGM & remote e-voting for Resolution No. 03 are as under:

**C1. E- VOTING:**

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	08	35	350
b) Less: Invalid votes	0	0	0
c) Net valid votes	08	35	350
d) Votes with assent	07	34	340
e) Votes with dissent	01	01	100

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

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	135	4,25,73,774	42,57,37,740
b) Less: Invalid votes	0	0	0
c) Net valid votes	135	4,25,73,774	42,57,37,740
d) Votes with assent	116	4,25,04,048	42,50,40,480
e) Votes with dissent	19	69,726	6,97,260



**Annexure -D**

Details of e-voting during the AGM & remote e-voting for Resolution No. 04 are as under:

**D1. E- VOTING:**

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	08	35	350
b) Less: Invalid votes	0	0	0
c) Net valid votes	08	35	350
d) Votes with assent	06	14	140
e) Votes with dissent	02	21	210

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

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	135	4,25,73,774	42,57,37,740
b) Less: Invalid votes	0	0	0
c) Net valid votes	135	4,25,73,774	42,57,37,740
d) Votes with assent	124	4,25,73,330	42,57,33,300
e) Votes with dissent	11	444	4,440

