

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: sanjaygrover7@gmail.com

FORM No. MGT - 13

Report of scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies
(Management and Administration Rules, 2014)]

To
The Chairman
Federal - Mogul Goetze (India) Limited

For 59th Annual General Meeting of the Equity Shareholders of the Company, held on
23rd May, 2014 at 3:00 P.M. at Sri Sathya Sai International Centre, Institutional Area,
Pragati Vihar, Lodhi Road, New Delhi- 110003

Dear Sir,

I, Sanjay Grover, Proprietor of Sanjay Grover & Associates, a Company Secretaries firm
having its office at B-88, First Floor, Defence Colony, New Delhi 110024, was appointed
as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at
the 59th Annual General Meeting of the equity shareholders of Federal-Mogul Goetze
(India) Limited ("The Company") held on 23rd May, 2014 at 3:00 P.M., submit my report
as under:



For FEDERAL MOGUL GOETZE (INDIA) LTD.

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1. After the time fixed for closing of the poll by the Chairman, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The Locked Ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
3. The Poll Papers, 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.
4. The results of the Poll is as under:

a) Resolution No. 1

Adoption of Financial Statement for the year ended 31st December, 2013

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
42	842	0.0159



For FEDERAL MOGUL GOETZE (INDIA) LTD.

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(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
4	17	0.0003

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	5309502*	99.9838

* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

(b) Resolution No. 2Re-appointment of Mr. Bernhard Motel, Director, who retires by rotation

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
41	837	0.0157



For FEDERAL MOGUL GOETZE (INDIA) LTD.

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(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
5	22	0.0004

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	5309502*	99.9839

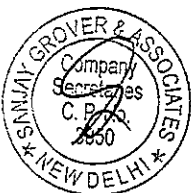
* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

(c) Resolution No. 3

Re-Appointment of M/s Walker, Chandiook & Co, Chartered Accountants, the retiring Auditors of the Company and fix their remuneration.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
42	842	0.0158



For FEDERAL MOGUL GOETZE (INDIA) LTD.

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(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
4	17	0.0003

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	5309502*	99.9839

* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

(d) Resolution No. 4Appointment of Mr. Sachin Selot as the Director of the Company

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
40	757	0.0142



For FEDERAL MOGUL GOETZE (INDIA) LTD.

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(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
6	102	0.0019

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	5309502*	99.9839

* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

(e) Resolution No. 5

Appointment of Mr. Andreas Kolf as the director of the Company

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
42	842	0.0158



For FEDERAL MOGUL GOETZE (INDIA) LTD.

AUTHORISED SIGNATORY

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
4	17	0.0003

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	5309502*	99.9839

* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

(f) Resolution No. 6

Appointment of Mr.Sachin Selot as the Whole Time Finance Director & CFO.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
40	757	0.0142



For FEDERAL MOGUL GOETZE (INDIA) LTD.

 AUTHORIZED SIGNATORY

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
6	102	0.0019

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	5309502*	99.9839

* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

(g) Resolution No. 7

Appointment of Mr. Andreas Kolf as the Whole Time Managing Director of the Company

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
41	762	0.0143



For FEDERAL MOGUL GOETZE (INDIA) LTD.

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(ii) Voted in against of the resolution :

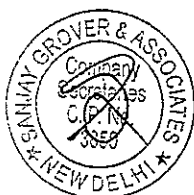
Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
5	97	0.0018

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	5309502*	99.9839

* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.




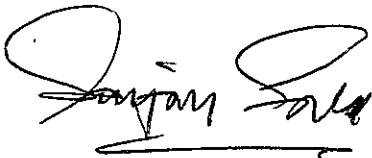
For FEDERAL MOGUL GOETZE (INDIA) LTD.

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6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
7. The combined result of the votes (electronic and physical) is annexed as Annexure-1 with this report.
8. All of the above mentioned resolutions have passed with requisite majority.

Thank you,

Yours faithfully,

 <p>Place: New Delhi Date: May 24, 2014</p>	<p>For SANJAY GROVER & ASSOCIATES</p>  <p>Sanjay Grover C P No 3850</p>
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For FEDERAL MOGUL GOETZE (INDIA) LTD.


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ANNEXURE-1(as per Clause 35 A of the Listing Agreement with the Stock Exchanges)Date of AGM: 23rd May 2014Total No. of members as on 7th May 2014(record date): 18067

No. of members present in person and through proxy:

(Based on shareholders registering attendance)

Promoter and Promoter Group: 2

Public: 854

MODE OF VOTING : E-VOTING & POLL

- A. Resolution Number 1: To receive, consider and adopt the Audited Balance sheet as at 31st December, 2013, statement for the profit and loss for the year ended on that date and reports of the Directors and Auditors thereon. (ORDINARY RESOLUTION)

Promoter/ Public	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
Promoter & promoter Group	41715454	41715454	100	41715454	0	100	0
Public- Institutional Holders	7452854	0	0	0	0	0	0
Public- Others	6463822	859	0.0132	842	17	98.0209	1.9790
Total	55632130	41716313	74.9860	41716296	17	99.9999	0.0001



For FEDERAL MOGUL GOETZE (INDIA) LTD.

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B. Resolution Number 2: To appoint a director in place of Mr. Bernherd Motel who retires by rotation and being eligible, offers himself for re-appointment. (ORDINARY RESOLUTION)

Promoter/ Public	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
Promoter & promoter Group	41715454	41715454	100	41715454	0	100	0
Public- Institutional Holders	7452854	0	0	0	0	0	0
Public- Others	6463822	859	0.0132	837	22	97.4388	2.5611
Total	55632130	41716313	74.9860	41716291	22	99.9999	0.0001

C. Resolution Number 3: To re-appoint M/s. Walker, Chandiook & Co., Chartered Accountants, the retiring Auditors of the Company and fix their remuneration. (ORDINARY RESOLUTION)

Promoter/ Public	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
Promoter & promoter Group	41715454	41715454	100	41715454	0	100	0
Public- Institutional Holders	7452854	0	0	0	0	0	0
Public- Others	6463822	859	0.0132	842	17	98.0209546	1.9790
Total	55632130	41716313	74.9860	41716296	17	99.9999592	0.0001



For FEDERAL MOGUL GOETZE (INDIA) LTD.

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D. Resolution Number 4: Appointment of Mr. Sachin Selot as Director of the Company liable to retire by rotation. (ORDINARY RESOLUTION)

Promoter/ Public	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
Promoter & promoter Group	41715454	41715454	100	41715454	0	100	0
Public- Institutional Holders	7452854	0	0	0	0	0	0
Public- Others	6463822	859	0.0132	757	102	88.1257	11.8743
Total	55632130	41716313	74.9860	41716211	102	99.9997	0.0002

E. Resolution Number 5: Appointment of Mr. Andreas Kolf as Director of the Company liable to retire by rotation. (ORDINARY RESOLUTION)

Promoter/ Public	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
Promoter & promoter Group	41715454	41715454	100	41715454	0	100	0
Public- Institutional Holders	7452854	0	0	0	0	0	0
Public- Others	6463822	859	0.0132	842	17	98.0209	1.9790
Total	55632130	41716313	74.9860	41716296	17	99.9999	0.0001



For FEDERAL MOGUL GOETZE (INDIA) LTD.

Sachin Selot
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F. Resolution Number 6: Payment of remuneration to Mr. Sachin Selot as Whole-time Finance Director and CFO of the Company. (Special Resolution)

Promoter/ Public	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
Promoter & promoter Group	41715454	41715454	100	41715454	0	100	0
Public- Institutional Holders	7452854	0	0	0	0	0	0
Public- Others	6463822	859	0.0132	757	102	88.1257	11.8743
Total	55632130	41716313	74.986	41716211	102	99.9997	0.0002

G. Resolution Number 7: Payment of remuneration to Mr. Andreas Kolf as Whole-time Managing Director of the Company. (Special Resolution)

Promoter/ Public	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
Promoter & promoter Group	41715454	41715454	100	41715454	0	100	0
Public- Institutional Holders	7452854	0	0	0	0	0	0
Public- Others	6463822	859	0.0132	762	97	88.7077	11.2922
Total	55632130	41716313	74.9860	41716216	97	99.9997	0.0002



For FEDERAL MOGUL (INDIA) LTD.

Sachin Selot
AUTHORISED SIGNATORY