

**FEDERAL-MOGUL GOETZE (INDIA) LIMITED**

Corporate Identity Number : L74899DL1954PLC002452  
 Regd. Office : DLF Prime Towers, 10 Ground Floor, F-79-80, Okhla Phase-1, New Delhi-110020  
 Corporate Office : Paras Twin Towers, 10<sup>th</sup> Floor, Tower B, Sector-54, Golf Course Road, Gurgaon - 122002  
 Tel. : (+91-124) 4784530, (+91-11) 4905 7597; Fax : (+91-124) 4292840, (+91-11) 4905 7597  
 Website : www.federalmogulgoetzeindia.net; E-mail : investor.grievance@federalmogul.com

**62<sup>nd</sup> ANNUAL GENERAL MEETING**

I/We hereby record my presence at the 62<sup>nd</sup> Annual General Meeting of Federal-Mogul Goetze (India) Limited being held on Monday, 25th September, 2017 at 11:00 AM at **HOTEL MAPPLE EMERALD, CRYSTAL HALL, NATIONAL HIGHWAY-8, RAJOKRI, NEW DELHI-110038.**

.....  
 Member's Folio/DP ID-Client ID No.                      Member's /Proxy's name in Block Letters                      Member's/Proxy's Signature

**Note :**

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

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**FEDERAL-MOGUL GOETZE (INDIA) LIMITED**

**E-VOTING PARTICULARS**

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**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD

**NOTE :** Please read instructions given at back side of the Attendance Slip of 62<sup>nd</sup> Annual General Meeting carefully before voting electronically.

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**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We being the member(s) of .....shares of the above named Company hereby appoint:

(1) Name: ..... Address: .....

E-mail Id:.....Signature.....or failing him;

(2) Name: ..... Address: .....

E-mail Id:.....Signature.....or failing him;

(3) Name: ..... Address: .....

E-mail Id:.....Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 62<sup>nd</sup> Annual General Meeting of the Company to be held on the Monday, 25<sup>th</sup> September, 2017 at 11:00 AM at **Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038** and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	For	Against
<b>Ordinary Business</b>		
1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2017 and Reports of the Directors and Auditors thereon.		
2. To appoint a Director in place of Ms. Janice Ruskey Maiden (DIN: 03435110) who retires by rotation and being eligible, offers himself for re-appointment.		
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.		
4. To appoint M/s. Walker, Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors' of the Company and to fix their remuneration.		
<b>Special Business</b>		
5. Appointment of Mr. K.C. Sundareshan Pillai (DIN : 06846949 as an Independent Director.		
6. Ratification of Remuneration to Cost Auditor for the Financial Year 2017-18		

Signed this.....day of.....2017

Signature of First Proxy Holder.....

Signature of Second Proxy Holder.....

Signature of Third Proxy Holder.....

\_\_\_\_\_  
Signature of Share HolderAffix  
Revenue  
Stamp not  
less than  
Rs. 0.15

- Notes:** (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) For the Resolution, Explanatory Statements and Notes, please refer the Notice of the 62<sup>nd</sup> Annual General Meeting along with Explanatory Statement.
- (3) The proxyholder may vote either 'For' or 'Against' each resolution.

## VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility for voting by electronic means and the businesses set out in Notice of 62<sup>nd</sup> Annual General Meeting, may be transacted through such e-voting services.

The detailed instructions for voting electronically are as under:

- I. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
    - (a) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
    - (c) Click on Shareholder - Login
    - (d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (g) Select "EVEN" of "Federal-Mogul Goetze (India) Limited".
    - (h) Now you are ready for remote e-voting as Cast Vote page opens.
    - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
    - (a) Please follow all steps from Sl. No. (b) to Sl. No. (j) above, to cast vote.
    - (b) The USER ID and PASSWORD have been printed on back side.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18<sup>th</sup> September, 2017.
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.

## OTHER INSTRUCTIONS

- I. The remote e-voting period commences on 22<sup>nd</sup> September, 2017 at 9:00 A.M. and ends on 24<sup>th</sup> September, 2017 at 5:00 P.M. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18<sup>th</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- II. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- IV. The Board of Directors has appointed Mr. Sanjay Grover, (Membership No. F4223), Proprietor of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi as Scrutinizer to scrutinize the remote e-voting & poll process in a fair and transparent manner.
- V. In terms of provisions of Section 107 of the Companies Act, 2013 since the Company is providing the facility of e-voting to the shareholders, there shall be no voting by show of hands at the Annual General Meeting. The shareholders who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
- VI. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.
- VII. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to their shares of the paid up equity share capital of the Company as on 18<sup>th</sup> September, 2017.
- VIII. The result on resolutions shall be declared on or before 48 hours from the conclusion of the 62<sup>nd</sup> Annual General Meeting on 27<sup>th</sup> September, 2017 and will be available on the website of the Company and on the website of NSDL on or before 27<sup>th</sup> September, 2017. The resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll paper.
- X. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Poling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the Annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.federalmogulgoetzeindia.net](http://www.federalmogulgoetzeindia.net) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.