

**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, 10th 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@tenneco.com

ATTENDANCE SLIP**64th ANNUAL GENERAL MEETING**

I/We hereby record my presence at the 64th Annual General Meeting of Federal-Mogul Goetze (India) Limited being held on Thursday, 19th September 2019 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 :

- 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.
- Electronic copy of the Annual Report for 2018-19 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.
- Physical copy of the Annual Report for 2018-19 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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E-VOTING PARTICULARS**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD

NOTE : Please read instructions given at back side of the Attendance Slip of 64th 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) ofshares 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 64th Annual General Meeting of the Company to be held on the Thursday, 19th September 2019 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
ORDINARY BUSINESS		
1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and Reports of the Directors' and Auditors' thereon.		
2. To appoint a Director in place of Mr. Rajesh Sinha (DIN: 07358567) who retires by rotation and being eligible, offers himself for re-appointment.		
3. To appoint a Director in place of Mr. Manish Chadha (DIN: 07195652) who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS		
4. Ratification of Remuneration to Cost Auditor for the financial year 2019-20		
5. Appointment of Mrs.Nalini Jolly (DIN: 08520132) as an Independent Director of the Company		
6. Re-Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Whole-Time Managing Director of the Company		
7. Re-appointment of Mr. Rajesh Sinha (DIN:07358567) as the Whole-Time Director of the Company		
8. Appointment of Mr. Mahendra Kumar Goyal (DIN: 02605616) as an Independent Director of the Company		
9. Re-appointment of Mr. Manish Chadha (DIN: 07195652) as CFO & Finance Director of the Company		

Signed this.....day of.....2019

Signature of First Proxy Holder..... Signature of Second Proxy Holder.....

Signature of Third Proxy Holder.....

Signature of Share Holder

Affix Revenue Stamp not less than Rs. 0.15

- Notes:**
- 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.
 - For the Resolution, Explanatory Statements and Notes, please refer the Notice of the 64th Annual General Meeting alongwith Explanatory Statement.
 - 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 and 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 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 64th Annual General Meeting, may be transacted through e-voting services.

The detailed instructions for voting electronically are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below :

How to Log-in to NSDL e-Voting system?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below :

How to cast your vote electronically on NSDL e-Voting system ?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in