

**Date: 25<sup>th</sup> 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, 5<sup>th</sup> Floor  
Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400051

**Subject: Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Outcome of 62<sup>nd</sup> Annual General Meeting**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 62<sup>nd</sup> Annual General Meeting of the Company held on Monday, 25<sup>th</sup> September, 2017 at 11:00 a.m. at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038.

Thanking you,

Yours faithfully,

For Federal-Mogul Goetze (India) Limited

  
  
(Dr. Khalid Iqbal Khan)  
Whole-time Director-Legal & Company Secretary

Encl.: As above

CC:

National Securities Depository Limited  
Trade World, 4<sup>th</sup> Floor  
Kamala Mills Compound  
Lower Parel, Mumbai 400 013

Central Depository Services (India) Limited  
Phiroze Jeejeebhoy Towers  
28<sup>th</sup> Floor, Dalal Street  
Mumbai 400 023

**PROCEEDINGS OF THE 62<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF FEDERAL-MOGUL GOETZE (INDIA) LIMITED HELD ON MONDAY, THE 25<sup>TH</sup> DAY OF SEPTEMBER, 2017 AT 11.00 A.M. AT HOTEL MAPPLE EMERALD, CRYSTAL HALL, NATIONAL HIGHWAY-8, RAJOKRI, NEW DELHI-110038**

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**Present:**

Mr. K. N. Subramaniam	- Chairman & Independent Director
Mr. Vinod Kumar Hans	- Whole-time Managing Director
Mr. Manish Chadha	- Chief Financial Officer & Finance Director
Dr. Khalid Iqbal Khan	- Whole-time Director-Legal & Company Secretary
Mr. Rajesh Sinha	- Whole-time Director
Mr. Mukul Gupta	- Independent Director
Mr. K.C. Sundareshan Pillai	- Independent Director

**Quorum:** After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

Mr. K. N. Subramaniam, Chairman, welcomed the Members to the Meeting and gave a brief introduction of the Directors present. The Chairman thereafter read out his address to the Shareholders.

**Notice:** The notice convening the 62<sup>nd</sup> Annual General Meeting, having been already circulated, was taken as read with the permission of the members present.

The Chairman presented his speech and addressed the queries of the shareholders. Thereafter, he announced the poll as per the terms of the Companies Act, 2013 and the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

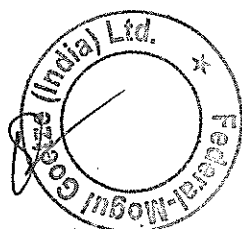
The Chairman informed that the Board had appointed Mr. Sanjay Grover, Company Secretary in practice as Scrutinizer to execute the poll process. Thereafter, he appointed Mr. Abhishek Bansal as second Scrutinizer representing shareholders under the provisions of Secretarial Standard – 2 issued by The Institute of Company Secretaries of India.

The shareholders cast their votes in respect of following Agenda items:-

**ORDINARY BUSINESS**

**ITEM NO. 1:** 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, 2017 and Reports of the Directors' and Auditors' thereon.

**ITEM NO. 2:** To appoint a Director in place of Ms. Janice Ruskey Maiden (DIN: 06847230) who retires by rotation and being eligible, offers herself for re-appointment.



**ITEM 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.

**ITEM NO. 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.

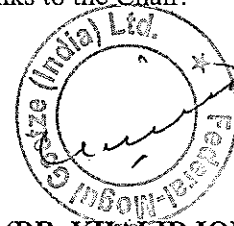
**SPECIAL BUSINESS**

**ITEM NO. 5:** Appointment of Mr. K.C. Sundareshan Pillai (DIN: 06846949) as an Independent Director

**ITEM NO. 6:** Ratification of Remuneration to Cost Auditor for the financial year 2017-18

**On the basis of Scrutinizers' Report, all the resolutions were passed with requisite majority.**

There being no other business, the meeting ended with a vote of thanks to the Chair.



**(DR. KHALID IQBAL KHAN)**

**Whole-time Director-Legal & Company Secretary**

A handwritten signature in black ink, appearing to read "Khalid Iqbal Khan".

**Place : GURUGRAM  
Date : 25.09.2017**