

Date: 19th September, 2019

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, 5th 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 64th 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 64th Annual General Meeting of the Company held on Thursday, 19th September, 2019 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, 4th Floor
Kamala Mills Compound
Lower Parel, Mumbai 400 013

Central Depository Services (India) Limited
Marathon Futurex A-Wing
25th Floor NM Joshi Marg,
Lower Parel, Mumbai 400 013

PROCEEDINGS OF THE 64TH ANNUAL GENERAL MEETING OF THE MEMBERS OF FEDERAL-MOGUL GOETZE (INDIA) LIMITED HELD ON THURSDAY, THE 19TH DAY OF SEPTEMBER, 2019 AT 11.00 A.M. AT HOTEL MAPPLE EMERALD, CRYSTAL HALL, NATIONAL HIGHWAY-8, RAJOKRI, NEW DELHI-110038

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. Mukul Gupta	- Independent Director
Mr. KCS Pillai	- Independent Director
Ms. Nalini Jolly	- 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 64th 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 31st March, 2019 and Reports of the Directors' and Auditors' thereon.
- ITEM NO. 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.
- ITEM NO. 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

- ITEM NO. 4:** Ratification of Remuneration to Cost Auditor for the financial year 2019-20
- ITEM NO. 5:** Appointment of Ms. Nalini Jolly (DIN: 08520132) as an Independent Director of the Company
- ITEM NO. 6:** Re-Appointment of Mr. Vinod Kumar Hans (DIN : 03328309) as Whole-Time Managing Director of the Company
- ITEM NO. 7:** Re-appointment of Mr. Rajesh Sinha (DIN: 07358567) as the Whole-Time Director of the Company
- ITEM NO. 8:** Re-Appointment of Mr. Mahendra Kumar Goyal (DIN: 02605616) as an Independent Director of the Company
- ITEM NO. 9:** Re-appointment of Mr. Manish Chadha (DIN: 07195652) as CFO & Finance Director of the Company effective from February 5, 2019

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

Place : GURUGRAM
Date : 19.09.2019