



Federal-Mogul Goetze (India) Limited
A Tenneco Group Company
Corporate Office : Paras Twin Towers,
10th Floor, Tower B, Sector 54,
Golf Course Road, Gurugram - 122 002
Tel. : (91-124) 4784530 • Fax : (91-124) 4292840

Dt.: 02nd April, 2024

1. Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001
2. Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai 400051

Subject: Declaration of results of E-voting of Postal Ballot

Dear Sir/ Ma'am,

This is to inform you that pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014, the members of the Company have duly approved the Special Resolutions as specified in the Postal Ballot notice dated February 29, 2024 through e-voting.

Mr. Abhishek Bansal, Advocate, appointed as the Scrutinizer by the Board of Directors of the Company has submitted report dated April 01, 2024 on e-voting.

The details of the voting results are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the same on your records.

Regards.

Yours truly,
For **Federal-Mogul Goetze (India) Limited**

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

Encl: As above

Abhishek Bansal
Advocate

SCRUTINIZER'S REPORT

[Pursuant to Section 108 read with Section 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time]

To,

The Chairperson

Federal-Mogul Goetze (India) Limited

(CIN: L74899DL1954PLC002452)

Registered Office:

DLF Prime Towers, 10 Ground Floor,
F-79 & 80, Okhla Phase - I, New Delhi- 110020, India

Corporate Office:

10th Floor, Tower-B, Paras Twin Towers, Sector-54,
Golf Course Road, Gurugram-122002, Haryana, India

Subject: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting in respect of passing the resolution(s) on the special business(es), by the members of Federal-Mogul Goetze (India) Limited having CIN: L74899DL1954PLC002452 (the "Company"), contained in the Postal Ballot Notice dated 13th February 2024

Dear Sir/ Ma'am,

I, Advocate Abhishek Bansal, having office situated at B-681, 02nd Floor, Sushant Lok, Phase-I, Sector-43, Gurugram, Haryana-122002, India, have been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed in their meeting held on Tuesday, 13th February 2024, for the purpose

of scrutinizing the postal ballot process through voting by electronic means, i.e. “remote e-voting”, under the provisions of Section 108 of the Companies Act, 2013, as amended from time to time (“Act”) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (“Rules”), on the resolutions for the special business(es) as set out in the Postal ballot Notice dated 13th February 2024, in a fair and transparent manner and ascertain the requisite majority on the said Postal Ballot carried out pursuant to Section 110 of the Act read with Rule 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and in accordance with the Circulars issued by the Ministry of Corporate Affairs vide its General Circular No. 14/2020 dated 08th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/ 2020 dated 28th September 2020, and General Circular No. 39/ 2020 dated 31st December 2020, followed by General Circular No. 10/2021 dated 23rd June 2021, and General Circular No. 20/2021 dated 08th December 2021, followed by General Circular No. 03/2022 dated 05th May 2022 and General Circular No. 11/2022 dated 28th December 2022, followed by latest being General Circular No. 09/2023 dated 25th September 2023 (hereinafter collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings, as amended from time to time, issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable laws, rules and regulations.

I submit my report as under: -

1. The Company has sent the Postal Ballot Notice by electronic mode to all those members whose names appeared in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses were registered with the Company/ depository participant(s), as on Friday, 23rd February 2024 (“Cut-Off Date”), dispatch of which was completed on 29th February 2024, for seeking the approval on the proposed resolution(s) for special business(es) as mentioned in the Notice of Postal Ballot dated 13th February 2024 through remote e-voting process.



2. The members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date, were entitled to avail the facility of remote e-voting on the proposed resolution(s) for the special business(es) as set out in the Postal Ballot Notice dated 13th February 2024.
3. The total paid up equity share capital of the Company as on the Cut-Off Date, was INR 55,63,21,300/- (Indian rupees fifty-five crore sixty-three lakhs twenty-one thousand three hundred only) divided into 5,56,32,130 (five crore fifty-six lakhs thirty-two thousand one hundred thirty) equity shares of INR 10/- (Indian rupees ten only) each.
4. A public notice in newspaper informing the members about the completion of electronic dispatch of the notice of Postal Ballot dated 13th February 2024 and other necessary information pursuant to section 108 & 110 of the Act read with rules made thereunder, was published on Friday, 01st March 2024.
5. The remote e-voting period commenced on Friday, 01st March 2024 at 09:00 A.M. (IST) and ended on Saturday, 30th March 2024 at 05:00 P.M. (IST) via remote e-voting platform on the designated web portal of NSDL, Authorized Agency to provide remote e-voting facility, viz.: <https://www.evoting.nsdl.com/>.
6. Pursuant to section 110(2) of the Act read with SS-2, if the resolutions, if passed by requisite majority of the shareholders by means of Postal Ballot, shall be deemed to have been passed on Saturday, 30th March 2024, the last date specified by the Company for e-voting.
7. The data with respect to the votes cast by the members through remote e-voting facility, were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>) on Sunday, 31st March 2024, in the presence of two witnesses, Mr. Parag Vatsa and Mr. Nitin Goswami, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:





Nitin Goswami



Parag Vatsa

8. I have scrutinized and reviewed the votes cast by the members through remote e-voting process, based on the data downloaded from the NSDL e-voting system.
9. The cases where the members have voted for higher number of shares as compared to their entitlement as on cut-off date, the number of their shares held by them as on the cut-off date has been considered.
10. The management of the Company is responsible to ensure the compliance with the requirements of: (i) the Companies Act, 2013 read with rules framed thereunder; (ii) the MCA circulars; (iii) SS-2; (iv) the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to conducting the Postal Ballot and to organize the remote e-voting process on the resolutions for the special business(es) contained in the Postal Ballot Notice dated 13th February 2024. The management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer for ascertaining the remote e-voting process, is restricted to making a Scrutinizer's Report of the votes cast "favour" or "against" or "no comments" to the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting platform provided by the NSDL, an Authorized Agency to provide e-voting facility.

11. The summary of results of remote e-voting, based on the reports generated by the NSDL, are as under:



Resolution No. 01 - Appointment of Mr. T. Kannan as Managing Director of the Company

				Resolution (1)				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. T. Kannan as Managing Director of the Company				
Category	Mode of voting	No. of shares held	No. of 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 and Promoter Group	E-Voting	41715454	41715454	100.0000	41715454	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)							
	Total		41715454	41715454	100.0000	41715454	0	100.0000
Public-Institutions	E-Voting	609540	49538	8.1271	49538	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)							
	Total		609540	49538	8.1271	49538	0	100.0000

Public- Non Institutions	E-Voting		452693	3.4019	411578	41115	90.9177	9.0823
	Poll Postal Ballot (if applicable)	13307136						
	Total	13307136	452693	3.4019	411578	41115	90.9177	9.0823
Total		55632130	42217685	75.8872	42176570	41115	99.9026	0.0974
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Therefore, Resolution no. 01 has been approved with requisite majority.

Resolution No. 02 - Re-appointment of Mr. Rajesh Sinha as a Whole-Time Director of the Company

				Resolution (2)				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Rajesh Sinha as a Whole-Time Director of the Company				
Category	Mode of voting	No. of shares held	No. of 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 and Promoter Group	E-Voting		41715454	100.0000	41715454	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	41715454						
	Total	41715454	41715454	100.0000	41715454	0	100.0000	0.0000
Public-Institutions	E-Voting		49538	8.1271	0	49538	0.0000	100.0000
	Poll Postal Ballot (if applicable)	609540						
	Total	609540	49538	8.1271	0	49538	0.0000	100.0000



Public- Non Institutions	E-Voting		451193	3.3906	409914	41279	90.8511	9.1489
	Poll Postal Ballot (if applicable)	13307136						
	Total	13307136	451193	3.3906	409914	41279	90.8511	9.1489
Total		55632130	42216185	75.8845	42125368	90817	99.7849	0.2151
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Therefore, Resolution no. 02 has been approved with requisite majority.

Resolution No. 03 - Re-appointment of Mr. Manish Chadha as the Chief Financial Officer & Finance Director

				Resolution (3)				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Manish Chadha as the Chief Financial Officer & Finance Director				
Category	Mode of voting	No. of shares held	No. of 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 and Promoter Group	E-Voting	41715454	41715454	100.0000	41715454	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)							
	Total		41715454	41715454	100.0000	41715454	0	100.0000
Public-Institutions	E-Voting	609540	49538	8.1271	0	49538	0.0000	100.0000
	Poll Postal Ballot (if applicable)							



	Total	609540	49538	8.1271	0	49538	0.0000	100.0000
Public- Non Institutions	E-Voting	13307136	451213	3.3908	410029	41184	90.8726	9.1274
	Poll Postal Ballot (if applicable)							
	Total	13307136	451213	3.3908	410029	41184	90.8726	9.1274
Total		55632130	42216205	75.8846	42125483	90722	99.7851	0.2149
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

Therefore, Resolution no. 03 has been approved with requisite majority.



Resolution No. 04 - Re-appointment of Dr. Khalid Iqbal Khan as Whole-Time Director – Legal & Company Secretary

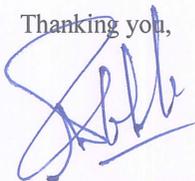
				Resolution (4)				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Dr. Khalid Iqbal Khan as Whole-Time Director – Legal & Company Secretary				
Category	Mode of voting	No. of shares held	No. of 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 and Promoter Group	E-Voting		41715454	100.0000	41715454	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	41715454						
	Total	41715454	41715454	100.0000	41715454	0	100.0000	0.0000
Public-Institutions	E-Voting		49538	8.1271	0	49538	0.0000	100.0000
	Poll Postal Ballot (if applicable)	609540						
	Total	609540	49538	8.1271	0	49538	0.0000	100.0000



Public- Non Institutions	E-Voting		451213	3.3908	409347	41866	90.7215	9.2785
	Poll	13307136						
	Postal Ballot (if applicable)							
	Total	13307136	451213	3.3908	409347	41866	90.7215	9.2785
Total		55632130	42216205	75.8846	42124801	91404	99.7835	0.2165
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Therefore, Resolution no. 04 has been approved with requisite majority.

Thanking you,



ABHISHEK BANSAL (Advocate)

Scrutinizer

M. No.: D/2726/2008

Date: 01st April 2024

Place: Gurugram

Countersigned by

Dr. Khalid Iqbal Khan

Authorized Signatory