



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.: 21st September, 2022

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: Voting Results under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013

Dear Sir/ Ma'am,

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of the 67th Annual General Meeting of the Company held on Tuesday, 20th September, 2022 at 11:00 a.m. onwards through video conferencing along with the Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 read with General Circular No. No. 14/2020 dated 08th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 05th May 2020, followed by Circular No. 02/ 2021 dated 13th January 2021, Circular No. 19/ 2021 dated 08th December 2021, Circular No. 21/ 2021 dated 14th December 2021, followed by Circular No. 02/2022 dated 05th May 2022 ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) dated 12th May 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (hereinafter collectively referred to as ("SEBI Circulars").

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

- CC: 1. National Securities Depository Limited
Trade Word, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013
2. Central Depository Services [India] Limited
Marathon Futurex, A- Wing,
25th Floor, NM Joshi Marg,
Lower Parel, Mumbai- 400 013

Corporate Identification Number: L74899DL1954PLC002452
Regd. Office : DLF Prime Towers 10 Ground Floor, F 79 & 80, Okhla Phase - I, New Delhi - 110 020
Tel. : (91-11) 49057597 • Fax : (91-11) 49057597
www.federalmogulgoetzeindia.com

Abhishek Bansal
Advocate

CONSOLIDATED SCRUTINIZER'S REPORT

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

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

Subject: Consolidated Scrutinizer's Report w.r.t the 67th Annual General Meeting ("AGM") of the members of Federal-Mogul Goetze (India) Limited (the "Company") having CIN: L74899DL1954PLC002452, held on Tuesday, 20th September 2022, through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Advocate Abhishek Bansal, having office situated at D-112, LGF, Panchsheel Enclave, New Delhi-110017, India, have been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed in their meeting held on 20th May 2022, for the purpose of scrutinizing the voting process through electronic means, i.e. remote e-voting prior to the AGM ("**remote e-voting**") and e-voting during the AGM ("**e-voting**") under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, on the resolutions mentioned in the notice dated 08th August 2022, calling the 67th AGM of the members of the Company held on **Tuesday, 20th day of September, 2022, at 11:00 a.m. IST through VC or OAVM**, without the physical presence of the members at a common venue and in accordance with the Circulars issued by the Ministry of Corporate Affairs vide its General Circular No. 14/2020

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dated 08th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 05th May 2020, followed by Circular No. 02/ 2021 dated 13th January 2021, Circular No. 19/ 2021 dated 08th December 2021, Circular No. 21/ 2021 dated 14th December 2021, followed by Circular No. 02/2022 dated 05th May 2022 (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) dated 12th May 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (hereinafter collectively referred to as (“SEBI Circulars”) and for the purpose of which the registered office of the Company situated at DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi - 110020, India, was deemed to be considered as the venue for the AGM and proceedings of the AGM were deemed to be made thereat.

I submit my report as under: -

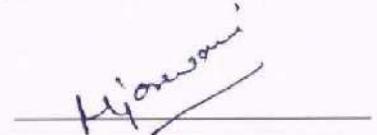
1. The remote e-voting period commenced on Saturday, 17th September 2022 at 09:00 A.M. IST and ended on Monday, 19th September 2022 at 05:00 P.M. IST via remote e-voting platform on the designated web portal of National Securities Depositories Limited (“NSDL”), Authorized Agency to provide remote e-voting before the AGM and e-voting facility during the AGM viz.: <https://www.evoting.nsdl.com/>.
2. The members of the Company, holding shares either in physical form or in dematerialized form, as on the “cut off” date i.e., Wednesday, 14th September 2022, were entitled to avail the facility of remote e-voting as well as e-voting on the proposed resolution(s) as set out in the AGM notice dated 08th August 2022.
3. The Company had provided e-voting facility for the members to vote during the AGM who attended the meeting through VC or OAVM and had not voted on the proposed resolutions through remote e-voting, to cast their vote during the AGM.
4. The total paid up equity share capital of the Company as on Wednesday, 14th September 2022, 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.



5. After the conclusion of e-voting at the AGM, the votes cast by the members present through VC or OAVM during the AGM through e-voting system and through remote e-voting facility, were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>) on Tuesday, 20th September 2022, in the presence of two witnesses, Mr. Manish Sood 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:



Manish Sood



Nitin Goswami

6. I have scrutinized and reviewed the votes cast by the members through remote e-voting and through e-voting process, based on the data downloaded from the NSDL e-voting system.
7. 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.
8. 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) the SEBI Circulars; (iv) the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to conducting the AGM through VC or OAVM and to organize the remote e-voting and e-voting process on the resolutions contained in the notice calling the AGM dated 08th August 2022. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

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

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



Resolution No. 01 - To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and Reports of the Directors' and Auditors' thereon.

Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,26,67,926	5,717	4,26,73,643	99.99
Dissent	309	0	309	0.01
Total	4,26,68,235	5,717	4,26,73,952	100

Therefore, the Resolution no. 01 has been approved with requisite majority. The details of e-voting during the AGM & remote e-voting are given in Annexure-A.

Resolution No. 02 - To appoint a director in place of Mr. Manish Chadha (DIN: 07195652) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,26,49,909	5,717	4,26,55,626	99.96
Dissent	17,426	0	17,426	0.04
Total	4,26,67,335	5,717	4,26,73,052	100

Therefore, the Resolution no. 02 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-B.

Resolution No. 03 - To appoint a director in place of Mr. Sunit Kapur (DIN: 03435110) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,26,49,759	5,717	4,26,55,476	99.96
Dissent	17,576	0	17,576	0.04
Total	4,26,67,335	5,717	4,26,73,052	100

Therefore, the Resolution no. 03 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-C.

Resolution No. 04 - To appoint Deloitte Haskins & Sells, LLP as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the calendar year 2027 and to fix their remuneration.

Ordinary Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,26,66,207	5,717	4,26,71,924	99.99
Dissent	1,128	0	1,128	0.01
Total	4,26,67,335	5,717	4,26,73,052	100

Therefore, the Resolution no. 04 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-D.

Resolution No. 05 - Ratification of remuneration to Cost Auditor for the financial year 2022-23

Ordinary Resolution				
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Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,26,66,822	5,717	4,26,72,539	99.99
Dissent	513	0	513	0.01
Total	4,26,67,335	5,717	4,26,73,052	100

Therefore, the Resolution no. 05 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-E.

Resolution No. 06 - Re-appointment of Ms. Nalini Jolly (DIN: 08520132) as an Independent Director for the Second Term

Special Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,26,66,181	5,717	4,26,71,898	99.99
Dissent	1,151	0	1,151	0.01
Total	4,26,67,332	5,717	4,26,73,049	100

Therefore, the Resolution no. 06 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-F.

Resolution No. 07 - Approval of enhancement of tenure of Mr. Sundareshan Kanakku Chembakaraman Pillai as an Independent Director on the Board of the Company

Special Resolution		
Particulars	Number of valid votes	Percentage

	Remote e-voting	E-voting	Total	
Assent	4,26,49,752	5,717	4,26,55,469	99.96
Dissent	17,433	0	17,433	0.04
Total	4,26,67,185	5,717	4,26,72,902	100

Therefore, the Resolution no. 07 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-G.

Resolution No. 08 - Re-appointment of Mr. Vinod Kumar Hans as the Whole-Time Managing Director of the Company with effect from 1st January 2022 including terms of re-appointment thereto

Special Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,26,66,160	5,717	4,26,71,877	99.99
Dissent	1,175	0	1,175	0.01
Total	4,26,67,335	5,717	4,26,73,052	100

Therefore, the Resolution no. 08 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-H.

Resolution No. 09 - Re-appointment of Mr. Rajesh Sinha as the Whole-Time Director of the Company with effect from 01st January 2022 including terms of re-appointment thereto

Special Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	

Assent	4,26,49,715	5,717	4,26,55,432	99.96
Dissent	17,620	0	17,620	0.04
Total	4,26,67,335	5,717	4,26,73,052	100

Therefore, the Resolution no. 09 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-I.

Resolution No. 10 - Re-appointment of Mr. Manish Chadha as the CFO & Whole-Time Director-Finance of the Company with effect from 05th February 2022 including terms of re-appointment thereto

Special Resolution				
Particulars	Number of valid votes			Percentage
	Remote e-voting	E-voting	Total	
Assent	4,26,49,828	5,717	4,26,55,545	99.96
Dissent	17,507	0	17,507	0.04
Total	4,26,67,335	5,717	4,26,73,052	100

Therefore, the Resolution no. 10 has been approved with requisite majority. The details of e-voting & remote e-voting are given in Annexure-J.

Thanking you,



ABHISHEK BANSAL (Advocate)
Scrutinizer
M. No.: D/2726/2008

Countersigned by

Dr. Khalid Iqbal Khan
Authorized Signatory

Date: 21st September 2022
Place: New Delhi



Annexure - A

Details of e-voting during the AGM & remote e-voting for Resolution No. 01 are as under:

A1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	156	4,26,68,235	42,66,82,350
b) Less: Invalid votes	0	0	0
c) Net valid votes	156	4,26,68,235	42,66,82,350
d) Votes with assent	146	4,26,67,926	42,66,79,260
e) Votes with dissent	10	309	3,090

Annexure - B

Details of e-voting during the AGM & remote e-voting for Resolution No. 02 are as under:

B1. VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	155	4,26,67,335	42,66,73,350
b) Less: Invalid votes	0	0	0
c) Net valid votes	155	4,26,67,335	42,66,73,350
d) Votes with assent	141	4,26,49,909	42,64,99,090
e) Votes with dissent	14	17,426	1,74,260

Annexure - C

Details of e-voting during the AGM & remote e-voting for Resolution No. 03 are as under:

C1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	155	4,26,67,335	42,66,73,350
b) Less: Invalid votes	0	0	0
c) Net valid votes	155	4,26,67,335	42,66,73,350
d) Votes with assent	140	4,26,49,759	42,64,97,590
e) Votes with dissent	15	17,576	1,75,760

Annexure -D

Details of e-voting during the AGM & remote e-voting for Resolution No. 04 are as under:

D1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	155	4,26,67,335	42,66,73,350
b) Less: Invalid votes	0	0	0
c) Net valid votes	155	4,26,67,335	42,66,73,350
d) Votes with assent	141	4,26,66,207	42,66,62,070
e) Votes with dissent	14	1,128	11,280

Annexure -E

Details of e-voting during the AGM & remote e-voting for Resolution No. 05 are as under:

E1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	155	4,26,67,335	42,66,73,350
b) Less: Invalid votes	0	0	0
c) Net valid votes	155	4,26,67,335	42,66,73,350
d) Votes with assent	140	4,26,66,822	42,66,68,220
e) Votes with dissent	15	513	5,130

Annexure -F

Details of e-voting during the AGM & remote e-voting for Resolution No. 06 are as under:

F1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	154	4,26,67,332	42,66,73,320
b) Less: Invalid votes	0	0	0
c) Net valid votes	154	4,26,67,332	42,66,73,320
d) Votes with assent	141	4,26,66,181	42,66,61,810
e) Votes with dissent	13	1,151	11,510

Annexure -G

Details of e-voting during the AGM & remote e-voting for Resolution No. 07 are as under:

G1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	154	4,26,67,185	42,66,71,850
b) Less: Invalid votes	0	0	0
c) Net valid votes	154	4,26,67,185	42,66,71,850
d) Votes with assent	140	4,26,49,752	42,64,97,520
e) Votes with dissent	14	17,433	1,74,330

Annexure -H

Details of e-voting during the AGM & remote e-voting for Resolution No. 08 are as under:

H1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	155	4,26,67,335	42,66,73,350
b) Less: Invalid votes	0	0	0
c) Net valid votes	155	4,26,67,335	42,66,73,350
d) Votes with assent	139	4,26,66,160	42,66,61,600
e) Votes with dissent	16	1,175	11,750

Annexure -I

Details of e-voting during the AGM & remote e-voting for Resolution No. 09 are as under:

II. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

12. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	155	4,26,67,335	42,66,73,350
b) Less: Invalid votes	0	0	0
c) Net valid votes	155	4,26,67,335	42,66,73,350
d) Votes with assent	135	4,26,49,715	42,64,97,150
e) Votes with dissent	20	17,620	1,76,200

Annexure -J

Details of e-voting during the AGM & remote e-voting for Resolution No. 10 are as under:

J1. E- VOTING:

Particulars	No. of voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	04	5,717	57,170
b) Less: Invalid votes	0	0	0
c) Net valid votes	04	5,717	57,170
d) Votes with assent	04	5,717	57,170
e) Votes with dissent	0	0	0

J2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of equity shares	Paid-up value of the equity shares
			(In INR)
a) Total votes received	155	4,26,67,335	42,66,73,350
b) Less: Invalid votes	0	0	0
c) Net valid votes	155	4,26,67,335	42,66,73,350
d) Votes with assent	136	4,26,49,828	42,64,98,280
e) Votes with dissent	19	17,507	1,75,070