FEDERAL-MOGUL GOETZE (INDIA) LIMITED
CIN : L74899DL1954PLC002452
Regd.Office : G-4, J.R Complex Gate No.-4,
Mandoli Delhi – 110093
Phones : +91.11.30781090
Fax : +91.11.30781091
E-mail: investor.grievance@federalmogul.com
www.federalmogulgoetze.com

NOTICE

Notice is hereby given that the 59th Annual General Meeting of the Company will be held at Sri Sathya Sai International Centre, Institutional Area, Pragati Vihar, Lodhi Road, New Delhi-110003, on Friday, 23rd May, 2014 at 3.00 P.M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st December 2013, statement of Profit & Loss for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bernhard Motel who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Walker, Chandiok & Co, Chartered Accountants, the retiring Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification the following resolution.

   (AS ORDINARY RESOLUTION)

   Resolved that Mr. Sachin Selot be and is hereby appointed as Director of the Company, liable to retire by rotation.
5. To consider and if thought fit, to pass with or without modification the following resolution.

   (AS ORDINARY RESOLUTION)

   Resolved that Mr. Andreas Kolf be and is hereby appointed as Director of the Company, liable to retire by rotation.
6. To consider and if thought fit, to pass with or without modification the following resolution:

   (AS SPECIAL RESOLUTION)

   Resolved that pursuant to the provisions of Sections 198, 262, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, as amended upto date and any amendments or re-enactments thereto the approval of the Members be and is hereby accorded, subject to the approval of the Central Government, if any, subject to the maximum permissible limits of 5% and 10% of the net profits of the Company, as the case may be as laid down in sub-section (3) of Section 309 of the Companies Act, 1956 and the overall limit of 11% of the net profits as laid down in sub-section (1) of Section 198 of the Companies Act, 1956, Section 310, 311 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, as amended upto date, any amendments or re-enactments thereto and any other acts, rules or other statutes, to appoint Mr. Sachin Selot, as the Whole Time Finance Director & CFO of the Company, for a period of three years w.e.f 06h November, 2013 to 05th November, 2016 on the following terms and conditions:

   Base Salary : Salary in the scale of Rs. 33,00,000/- to Rs. 45,00,000/- per annum subject to annual review by the Board/Remuneration Committee.

   Perquisites : **HRA:** 50% of the base salary p.a.

   - **Special Allowance:** In the scale of Rs. 16,87,000/- p.a. to Rs. 25,00,000/- p.a. subject to annual review by the Board/ Remuneration Committee.
   - **LTA :** As per the rules of the Company from time to time;
   - **Medical Reimbursement:** As per the rules of the Company from time to time;
   - **Bonus:** Mr. Selot will be entitled to annual MIP bonus subject to a maximum of Rs. 25,00,000/- p.a.
   - **Car Allowance:** As per Company's policy from time to time.
   - **Petrol & Maintenance reimbursement:** On the basis of actual expense.
   - **Driver Reimbursement:** As per Company's policy from time to time.
   - **Provident Fund Contribution:** 12% of Base Salary
   - **Contribution to Superannuation Fund :** 15% of Base Salary
   - **Gratuity :** 4.81% of Base salary.

   Resolved further that where in any financial year during the tenure of appointment of Mr. Sachin Selot, Whole Time Finance Director, the Company has no profits or its profits are inadequate, Mr. Selot, shall be paid the minimum remuneration of Rs. 11,00,000/- per month, subject to the approval of the Central Government, if required, and/ or upon compliance of the applicable requirements of Schedule XIII to the Companies Act, as existing or as amended from time to time.

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GOETZE INDIA

Resolved further that the Remuneration Committee or the Board of Directors be and is hereby authorized, from time to time, to alter/vary the terms and conditions of appointment of Mr. Selot as Whole Time Finance Director & CFO of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule XIII to the Companies Act or within the scale as may be approved by the Central Government.

7. To consider and if thought fit, to pass with or without modification the following resolution:

(AS SPECIAL RESOLUTION)

Resolved that pursuant to the provisions of Sections 198, 262, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, as amended upto date and any amendments or re-enactments thereto the approval of the Members be and is hereby accorded, subject to the approval of the Central Government, if any, subject to the maximum permissible limits of 5% and 10% of the net profits of the Company, as the case may be as laid down in sub-section (3) of Section 309 of the Companies Act, 1956 and the overall limit of 11% of the net profits as laid down in sub-section (1) of Section 198 of the Companies Act, 1956, Section 310, 311 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, as amended upto date, any amendments or re-enactments thereto and any other acts, rules or other statutes, to appoint Mr. Andreas Kolf, as the Whole Time Managing Director of the Company, for a period of three years w.e.f 06h November, 2013 to 05thNovember, 2016 on the following terms and conditions:

Base Salary : Salary in the scale of Euro 2,00,000/- to Euro 2,40,000/- per annum subject to annual review by the Board/Remuneration Committee. The Base Salary will be paid by Federal Mogul Corporation (FMC) to Mr. Kolf and the Company shall reimburse such payments to FMC. Payments to FMC would be converted into Indian Rupees as per exchange rates applicable as on date of remittance to FMC.

Perquisites :
- **Residential premises:** The Company will provide to Mr. Kolf furnished residential accommodation including payment of electricity and water charges subject to a maximum of Rs. 25,00,000/- per annum.;
- **Bonus :** Mr. Kolf will be entitled to a bonus from FMC targeted at Euro 90,000/- per annum, which will be reimbursed by the Company to FMC(to be converted into Indian Rupees as per exchange rates applicable as on date of remittance to FMC);
- **Hardship Premium :** 15% of base salary per annum, subject to a maximum of Euro 36,000/- per annum which will be paid by FMC and reimbursed by the Company to FMC;
- **Shipment of personal effects :** all reasonable expenses incurred for insuring and shipping a limited amount of Mr. Kolf's personal effects to his home country at the time of his repatriation;
- **Home Leave :** Mr. Kolf and his accompanying dependents will be eligible for reimbursement of actual costs for business class round trip airfare between India and the home country plus the cost of all reasonable enroute expenses;
- **R&R trip:** annual reimbursement of up to Euro 2500/- per adult and Euro 1250/- per child (to be converted into Indian Rupees as per exchange rates applicable as on the date of travel) for family members on assignment with him relating to one-week "R&R" trip, subject to a maximum of Rs. 7,50,000/- per annum;
- **Conveyance:** Car facility with driver for official use as per the Company's rules, policies, procedures and practices;
- **Employee Benefit Plan:** Mr. Kolf and his family will participate in all employee benefit plans of FMC which will be paid by FMC and reimbursed by the Company to FMC;
- **Employees and Employer's Contribution towards Provident Fund:** at the rate prescribed by the Government.
- **Business expenses :** Reimbursement of reasonable and necessary expenses incurred in performance of services, inclusive but not limited to travel, entertainment professional dues, subscription and dues, fees and expenses associated with membership in various professional, business or civic associations where Mr. Kolf's participation is in the best interest of the Company; and
- **Vacation :** In accordance with the Company's rules, policies, procedures and practices.
- Payment towards the Income tax liability of the appointee, subject to a maximum of Rs. 75,00,000/-.

Resolved further that where in any financial year during the tenure of appointment of Mr. Andreas Kolf, Whole Time Managing Director , the Company has no profits or its profits are inadequate, Mr. Kolf, shall be paid the minimum remuneration of Rs. 37,50,000/- per month, subject to the approval of the Central Government, if required, and/ or upon compliance of the applicable requirements of Schedule XIII to the Companies Act, as existing or as amended from time to time.

Resolved further that the Remuneration Committee or the Board of Directors be and is hereby authorized, from time to time, to alter/vary the terms and conditions of appointment of Mr. Kolf as Whole Time Managing Director of the Company, including the payment of remuneration to him within the maximum permissible limits under Schedule XIII to the Companies Act or within the scale as may be approved by the Central Government.

Notes

i) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.**

ii) Annexed to the Report of the Board of Directors. The Directors Report, Auditors' Report, Audited Balance Sheet as at 31st December 2013 and the statement of Profit and Loss for the year ended on that date are enclosed.

iii) The Register of Members and Share Transfer Books of the Company shall remain closed from 8th May, 2014 to 23rd May, 2014 (both days inclusive) for the purpose of AGM.

iv) Members holding shares in physical mode are requested to notify change in their address, transfer/transmission requests/ queries, if any to the Registrar & Transfer Agent (RTA) of the Company, "Alankit Assignments Limited", quoting Folio number and those holding shares in Demat mode must inform the change of address to their respective Depository Participants.

v) Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in same order are requested to send all their relevant share certificate(s) to the RTA for consolidation of all such shareholdings into one account to facilitate better service.

vi) Members / Proxies are requested to bring their copy of the Annual Report and Admission Slip sent herewith duly filled in for attending the meeting to avoid inconvenience and delay at the time of registration. Copies of Annual Report and admission slip will NOT be available for distribution at the venue of the meeting.

vii) In terms of notification issued by SEBI, the Equity Shares of the Company are under compulsory demat trading for all Investors from 24th July 2000. Shareholders are advised to hold their shares in Demat mode and to send their Share Certificates along with Dematerialisation request to the RTA through their Depository Participants.

viii) Under Section 109A of the Companies Act, 1956 the shareholder(s) can nominate a person to whom his shares in the Company shall vest in the event of his/their death. Where the shares are held in joint names, such nomination has to be made jointly. The nominee shall, on the death of the shareholder or all joint holders, as the case may be, become entitled to all rights in the shares to the exclusion of all other persons unless the nomination is varied or cancelled by the shareholder(s) in the prescribed manner.
Shareholder(s) desirous of nominating a person may write to the Company for obtaining the prescribed Nomination form.

ix) All the Shareholders can communicate with the RTA for requests/ queries relating to transfer, transmission, demat, remat, endorsement as fully paid up, split, consolidation, change of address, issue of duplicate share certificates at the address "Alankit Assignments Limited, 2E/21, Jhandewalan Extension, New Delhi 110055". For all other queries, please contact the Company either at the Registered Office of the Company, G-4, J.R Complex, Gate No.-4, Mandoli Delhi - 110093 or by email to investor.grievance@federalmogul.com

By Order of the Board,
For Federal-Mogul Goetze (India) Limited,
Sd/-
Khalid Khan
Company Secretary

Date : 28th February, 2014
Place : Gurgaon

EXPLANATORY STATEMENT Pursuant to Section 102 of the Companies Act, 2013.

Item No. 4 & 6

In the meeting of the Board of Directors held on 06th November, 2013, Mr. Sachin Selot was appointed as an Additional Director. Accordingly, Mr. Sachin Selot holds the office as Director upto the date of the forthcoming Annual General Meeting. Notice under Section 257 of the Companies Act, 1956 along with requisite deposit has been received from a member of the Company signifying the intention to propose the candidature of Mr. Sachin Selot as Director.

As already informed to the Members vide circular dated Mr. Sachin Selot was also appointed as Whole Time Finance Director & CFO of the Companyeffective November 6, 2013 subject to the approval of the shareholders in the general meeting and Central Government, if required.

Mr. Selot, aged 45 years, is a Chartered Accountant from the Institute of Chartered Accountants of India as well as a Management Accountant from the Chartered Institute of Management Accountants. Mr. Selot has 21 years of rich experience at senior level positions in the field of Business Finance, including Accounting, Treasury, Tax, Internal Control, Corporate Finance, Risk Management, Strategic Business Planning, Corporate Financial Planning, Project Financing & Appraisals. Prior to joining the Company, Mr. Selot was Chief Financial Officer & Vice President (Finance) of Timex Group India Limited.

The remuneration payable to Mr. Sachin Selot as specified in the resolution vide Item No. 6 was fixed keeping in view the remuneration policy of the parent Company applicable for similar level of executives, Indian Industries trend, qualification, experience etc.

No Director, Manager, Key managerial personnel (KMP) and relative of any Director, Manager and KMP except Mr. Sachin Selot may deem to be concerned or interested in the above resolution.

Your Directors recommend the above resolutions for your approval.

Item No. 5 & 7

In the meeting of the Board of Directors held on 06th November, 2013, Mr. Andreas Kolf was appointed as an Additional Director. Accordingly, Mr. Andreas Kolf holds the office as Director upto the date of the forthcoming Annual General Meeting. Notice under Section 257 of the Companies Act, 1956 along with requisite deposit has been received from a member of the Company signifying the intention to propose the candidature of Mr. Andreas Kolf as Director.

As already informed to the Members vide circular dated Mr. Andreas Kolf was also appointed as Whole Time Managing Director of the Company effective November 6, 2013 subject to the approval of the shareholders in the general meeting and Central Government, if required.

Mr. Kolf, aged 51 years, cleared his first law exam from WestfalischeWilhelms University, Munster, Germany and his second law exam from Landesjustizprufungsamt Nordrhein, Westfalen, Germany. Mr. Kolf has a vast experience of over 20 years in various managerial capacities. Prior to joining our company, Mr. Kolf was holding the position of Global Sales Director Engine Bearings Federal-Mogul GmbH in Wiesbaden, Germany.

The remuneration payable to Mr. Andreas Kolf as specified in the resolution vide Item No. 7 was fixed keeping in view the remuneration policy of the parent Company applicable for similar level of executives, Indian Industries trend, qualification, experience etc.

No Director, Manager, Key managerial personnel (KMP) and relative of any Director, Manager and KMP except Mr. Andreas Kolf may deem to be concerned or interested in the above resolution.

Your Directors recommend the above resolutions for your approval.

By Order of the Board,
For Federal-Mogul Goetze (India) Limited,
Sd/-
Khalid Khan
Company Secretary

Date : 28th February, 2014
Place : Gurgaon

Statement containing information as required under Notification No.GSR 36(E) dated 16th January 2002 issued by the Central Government amending Schedule XIII of the Companies Act, 1956 and to be given in the notice of the General Meeting :

I. General Information

1)	Nature of Industry	Manufacturer of Piston Rings, Pistons, Piston pins, Sintered Products etc. for all types of Automotive & Industrial engines.
2)	Date or expected date of Commencement of commercial Production	Not applicable as the Company is in Commercial production.

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3)	In case of new companies, Expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
4)	Financial performance based on Given indicators	As given under "Ten Years' Financial Review" of the Annual Report	
5)	Export performance and net Foreign exchange earned	As Given in Directors' Report of the Annual Report	
6)	Foreign investments or collaborators, If any	Federal Mogul Corporation, USA holds 74.98% of the paid up Equity Capital of the Company through Federal Mogul GmbH, Germany & Federal Mogul Holding Limited, Mauritius.	
II)	**Information about the appointee**	**Mr. Sachin Selot**	**Mr. Andreas Kolf**
1)	Background details	Mr. Selot, aged 45 years, is a Chartered Accountant from the Institute of Chartered Accountants of India as well as a Management Accountant from the Chartered Institute of Management Accountants. Mr. Selot has 21 years of rich experience at senior level positions in the field of Business Finance, including Accounting, Treasury, Tax, Internal Control, Corporate Finance, Risk Management, Strategic Business Planning, Corporate Financial Planning, Project Financing & Appraisals. Prior to joining the Company, Mr. Selot was Chief Financial Officer & Vice President (Finance) of Timex Group India Limited.	Mr. Kolf, aged 51 years, cleared his first law exam from WestfalischeWilhelms University, Munster, Germany and his second law exam from Landesjustizprufungsamt Nordrhein, Westfalen, Germany. Mr. Kolf has a vast experience of over 20 years in various managerial capacities. Prior to joining our company, Mr. Kolf was holding the position of Global Sales Director Engine Bearings Federal-Mogul GmbH in Wiesbaden, Germany.
2)	Job profile and his suitability	Mr. Sachin Selot is taking care of overall costs, financial functions and financial planning of the Company. He is responsible for overall financial policies and other management policies and decision making of the Company subject to the direction and control of the Board of Directors. He plays a significant role in financial planning of the Company. In addition, he also performs such other significant functions and exercises such powers as entrusted by the Board of Directors of the Company.	Mr. Andreas Kolf is overall responsible for all the operations of the Company. He is responsible for overall financial policies and other management policies and decision making of the Company subject to the direction and control of the Board of Directors. He plays a significant role in financial planning of the Company. In addition, he also performs such other significent functions and exercises such powers as entrusted by the Board of Directors of the Company.
3)	Remuneration proposed	As per details given at item No. 6 of the notice	As per details given at item No.7 of the notice
4)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is in tune with the current remuneration packages of similar managerial personnel of Companies belonging to the similar industry, size and with effective capital comparative to the Company. Further, it is commensurate with the qualification & experience of the appointee and in accordance with the highly competitive business scenario requiring recognition & reward of performance & achievement for retention of the best talent and motivation towards meeting the objectives of the Company.	
5)	Pecuniary relationship directly or Indirectly with the Company, or relationship with the managerial personnel, if any.	Only to the extent of his entitlement to the remuneration as a managerial personnel.	Only to the extent of his entitlement to the remuneration as a managerial personnel.
III	**Other information :**		
1)	Reasons of loss or inadequate profits	Due to slowdown in the economy and the automobile sector, the profits of the Company are inadequate as reported in the annual report.	
2)	Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve the profitability of the Company. Continuous review of activities in different areas of operations has been an integral part of the Company's philosophy to maximize gains and reduce costs, in order to meet the market realities.	
3)	Expected increase in productivity and profits in measurable terms	The performance of the Auto component Sector is linked to the automobile sector. The growth of the automobile sector is dependent on the performance of the economy. Considering the measures taken by your Company and further plans and strategies, the Company is expected to perform better.	
IV	**Disclosures**	The requisite information has been given under the section on Corporate Governance attached to the Annual Report.	

By Order of the Board,
For Federal-Mogul Goetze (India) Limited,
Sd/-
Khalid Khan
Company Secretary

Date : 28th February, 2014
Place : Gurgaon

PS : Pl. note that business may be transacted through electronic voting system and the company has provided facility for voting by electronic means. Members are requested to refer attendance slip regarding the process and manner for voting by electronic means annexed to the notice.

FEDERAL-MOGUL GOETZE (INDIA) LIMITED
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PROXY FORM

I/We being the member(s) of .....shares 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 59th Annual General Meeting of the company, to be held on Friday, the 23rd day of May, 2014 At 3:00 p.m. at Sri Sathya Sai International Center, Institutional Area, Pragati Vihar, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS
Ordinary Business	
1)	Adoption of Financial Statement for the year ended 31st December,2013
2)	Re-appointment of Mr. Bernhard Motel , Director, who retires by rotation.
3)	Re-Appointment of M/s Walker, Chandiok & Co , Chartered Accountants, the retiring Auditors of the Company and fix their remuneration.
Special Business	
4)	Appointment of Mr. Sachin Selot as the Director of the Company
5)	Appointment of Mr.Andreas Kolf as the director of the Comapny
6)	Appointment of Mr.Sachin Selot as the Whole Time Finance Director & CFO .
7)	Appointment of Mr. Andreas Kolf as the Whole Time Managing Director .

Signed this.....day of.....2014

Signature of shareholder.....

Signature of Proxy holder(s) .....

Affix Revenue Stamp not less than Re 0.15

Note: 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.

FEDERAL MOGUL GOETZE INDIA

ATTENDANCE SLIP

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

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Regd.Office : G-4, J.R Complex Gate No.-4, Mandoli Delhi – 110093
Phones : +91.11.30781090; Fax : +91.11.30781091
E-mail: investor.grievance@federalmogul.com; www.federalmogulgoetze.com

I/We hereby record my presence at the 59th Annual General Meeting of Federal-Mogul Goetze (India) Limited being held at **SRI SATHYA SAI INTERNATIONAL CENTRE**, Institutional Area, Pragati Vihar, Lodhi Road, New Delhi-110003 on Friday, the 23rd May, 2014 at 3:00 PM.

.....	.....	.....
Member's Folio/DP ID-Client ID No.	Member's /Proxy's name in Block Letters	Member's/Proxy's Signature

Note :

1. 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.
2. Electronic copy of the Annual Report for 2013 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.
3. Physical copy of the Annual Report for 2013 and Notice of the Annual General Meeting alongwith Attandance Slip and Proxy From is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

E-VOTING PARTICULARS

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

CIN : L74899DL1954PLC002452
Regd.Office : G-4, J.R Complex Gate No.-4, Mandoli Delhi – 110093
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E : investor.grievance@federalmogul.com; www.federalmogulgoetze.com

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD/PIN

NOTE : Please read instructions given at back side of the Attendance Slip of 59the Annual General Meeting carefully before voting electronically.

Electronic Voting Process

Section 108 of Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 provides for the mandatory electronic voting facility to all the members of the Company to exercise their right to vote at the general meetings through electronic means.

The Company in compliance of the provisions is providing the electronic voting facility to all the members at the record date for transacting the businesses at the Annual General Meeting through CDSL. A member may exercise his right to vote at the Annual General Meeting by electronic means by following the e-voting process:

Login to e-Voting website

a. Launch the Internet Browser and type the following URL in the address bar **www.eVotingindia.com** and click on **"Enter "**. The Home screen will be displayed then click on shareholders icon in the homepage.

b. Select the "Electronic Voting Sequence Number" (EVSN*) along with **"Federal Mogul Goetze (India) Limited"** from the drop down menu and click **"SUBMIT".**

c. Login with the following details in the appropriate boxes:

(i) For Members holding shares in Demat Form

User ID- For CDSL Account holders 16 digit BOID & for NSDL Account holder 8 Character DP ID + 8 digit Client ID.

Password- The unique Password has been printed on AGM Notice/e-mail forwarding electronic notice. However, the members who have been allotted their Password earlier by CDSL & have changed it, may use the same. In case they do not remember such Password, they may go to the option "Forget Password" and proceed.

PAN-Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Department.

(ii) For Members holding shares in Physical Form

User ID- Registered Folio Number of the member with the Company.

Password- The unique Password has been printed on AGM Notice/e-mail forwarding electronic notice.

PAN- Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Department or Enter the Default Number (ABCDE1234F) in case the PAN in not updated with the Company/RTA or in the Demat Account.

Process of Electronic Voting

a. After logging in the details of "User id, Password, PAN or Default Number", the Members holding shares in physical form & Members holding shares in demat form (who had changed their password in the past) will reach directly to the voting screen.

b. Shareholders holding shares in demat, who log in for first time, will be required to mandatorily change their password in the new password field and will also have option to enter their demographic details i.e. date of birth, mobile number and e-mail id. The shareholders are advised to remember the new password. The new password can be used for voting on future e-voting resolution(s) for Federal-Mogul Goetze (India) Limited or any other company in India

c. Click on the **Resolution File Link** if the member wishes to view the complete Notice.

d. Enter the **number of shares** (which represents no. of votes) under each of the headings of the resolution, if member want to vote YES/ NO, but not exceeding your total holding.

e. Select the resolution available for voting and cast your vote by choosing the **("YES"/ "NO")** or any other appropriate option as may be available. Option 'YES' implies assent to the resolution and 'NO' implies dissent to the resolution.

a. Check the details and click 'SUBMIT'. On completion of e-voting, a confirmation box will appear. If member wish to confirm his vote, click 'OK', else to change his vote, click 'CANCEL' and accordingly modify the vote. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;

Notes

b. The electronic voting period commences on May 17, 2014 and ends on May 19, 2014. The electronic voting facility will be disabled by CDSL for voting thereafter;
c. Every member of the Company holding shares either in physical form or in dematerialized form, as on record date is entitled to vote only during the period the electronic voting facility is open;
d. Members may cast their votes separately for each business to be transacted in the Annual General Meeting. For example, a member may cast his vote in favour of some resolution and may cast not in favour/ against some resolution. A member may also elect not to vote on some resolution;
e. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;
f. Every member having a registered email address with the Company shall be provided with the Login ID/User ID and password details at the registered email address;
g. Member can log in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
h. In case of joint holders, Login ID/User ID and password details shall be sent to the first holder of the shares. Accordingly, the vote casted using the User ID and password sent to first holder is recognized on behalf of all the joint holders, as the shareholder who casts the vote through the e-Voting services of CSDL is doing so on behalf of all joint holders. First holder shall mean the holder of the shares, whose name is first registered against the shares held;
i. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail on **sanjaygrover7@gmail.com** with a copy marked to **helpdesk.evoting@cdslindia.com**. The file containing the said documents should be named as "Member's name_(EVSN)", e.g., in case of shareholder company XYZ Ltd., the file containing the authorization documents should be named as "XYZ Ltd._(EVSN)". The documents can be sent before/immediately after casting the vote. However, in case the same do not reach Scrutinizer/ CDSL before closure of voting, the vote so exercised will be rejected in the system.
j. In case the member is already registered with CDSL, he/she can use his existing User ID and Password for casting his vote.
k. Mr. Sanjay Grover, Practicing Company Secretary has been appointed as the scrutinizer to the electronic voting process, who shall prepare and submit its report of the votes cast in favour or not in favour/ against, to the Chairman of the Annual General Meeting within 3 business days from the date of conclusion of the electronic voting period;
l. The results declared along with the scrutinizer's report shall be placed on the website of the Company and on the website of CDSL within 2 business days of the decision on the resolution at the Annual General Meeting;
m. Subject to receipt of the sufficient votes, the resolution shall be deemed to be passed on the date of the Annual General Meeting;
n. In case of any query, shareholders may refer frequently asked questions for shareholders and user manual available at eVotingindia.com or may write to **helpdesk.evoting@cdslindia.com**.
o. Notice of the meeting is also displayed at www.federalmogulgoetze.com
p. User Manual for electronic voting is available at https://www.cdslindia.com.

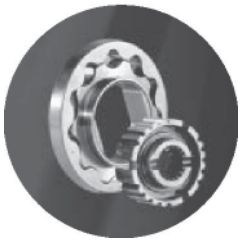
FEDERAL MOGUL
GOETZE INDIA

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FEDERAL MOGUL
GOETZE INDIA

BOARD OF DIRECTORS

Chairman & Director
Mr. K.N. Subramaniam

Managing Director
Mr. Andreas Kolf

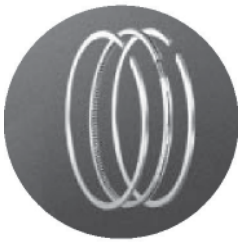
Whole Time Finance Director & CFO
Mr. Sachin Selot

Directors
Mr. Sunit Kapur
Mr. Bernhard Motel
Mr. Mukul Gupta

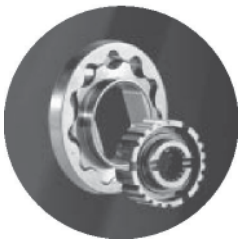
Company Secretary
Mr. Khalid Khan

Auditors
M/s. Walker, Chandiok & Co.









REGISTRAR AND SHARE TRANSFER AGENTS

Alankit Assignments Limited
Corporate Office, 'Alankit House'
2E/21, Jhandewalan Extn.
New Delhi 110 055
Ph. No. 011-23541234,
42541952
Fax No. 011-42541967
Email: rta@alankit.com

REGISTERED OFFICE

G-4, J.R Complex, Gate No.-4,
Mandoli Delhi - 110093.
Phone : +91-11-30781090
Fax : +91-11-30781091

WORKS

1. Bahadurgarh, Patiala (Punjab)
2. Yelahanka, Bengaluru (Karnataka)
3. SPL 1240-44, RIICO Industrial Area, Phase-I Extn., Bhiwadi (Rajasthan)
4. Plot No. 46, Sector-11, IIE-Pantnagar, Udham Singh Nagar, (Uttarakhand)

BANKERS

Deutsche Bank AG
HDFC Bank Ltd.
ING Vysya Bank Limited
State Bank of India
State Bank of Patiala
Axis Bank Limited
Yes Bank Limited