

Proceedings of the Fifty Ninth Annual General Meeting of Members of Federal-Mogul Goetze (India) Limited held on Friday, the 23rd day of May, 2014 at 3.00 p.m. at Sri Sathya Sai International Centre, Institutional Area, Pragati Vihar, Lodhi Road, New Delhi-110003.

Present:

Mr. K. N. Subramaniam	Chairman & Independent Director
Mr. Andreas Kolf	Whole Time Managing Director
Mr. Sachin Selot	Whole Time Finance Director and CFO
Mr. Mukul Gupta	Independent Director
Dr. Khalid Khan	Company Secretary

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 Fifty Ninth Annual General Meeting, having been already circulated, was taken as read with the permission of the members present.

Auditor's Report : Auditor's Report was read by Mr. Sachin Selot, Whole Time Finance Director and CFO.

The Chairman, thereafter, announced the poll as per the provisions of Companies Act, 2013 and informed that poll results along with e-voting results would be announced within 48 hours of conclusion of AGM. Thereafter, he requested Mr. Sanjay Grover, Company Secretary in practice, the Scrutinizer to initiate the poll process.

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

ORDINARY BUSINESS

Item no.1

Adoption of Financial Statement for the year ended 31st December, 2013.

Item no.2

Re-appointment of Mr. Bernhard Motel, Director, who retires by rotation.

Item no.3

Re-Appointment of M/s Walker, Chandiok & Co, Chartered Accountants, the retiring Auditors of the Company and fix their remuneration.

Item no.4

Appointment of Mr. Sachin Selot as the Director of the Company.

Item no.5

Appointment of Mr.Andreas Kolf as the director of the Company.

Item no.6

Appointment of Mr. Sachin Selot as the Whole Time Finance Director & CFO.

Item no.7

Appointment of Mr. Andreas Kolf as the Whole Time Managing Director of the Company.

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

Place:New Delhi
Dated : May 23, 2014

Sd/-
Khalid Khan
Company Secretary