

**Proceedings of the Fifty Eighth Annual General Meeting of Members of Federal-Mogul Goetze (India) Limited held on Friday, the 10<sup>th</sup> day of May, 2013 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. Sunit Kapur	Managing Director
Mr. Dan Brugger	CFO
Mr. Mukul Gupta	Independent Director
Mr. Khalid Khan	Company Secretary

Members / Proxies As per presence recorded at the Annual General Meeting.

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

The Chairman, thereafter, proceeded to take up the business of the meeting, as stated in the notice.

**ORDINARY BUSINESS**

**Item No. 1. : To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> December, 2012, Profit and Loss Account for the year ended on that date and Reports of Directors and Auditors thereon.**

The Auditors' Report was read out by Mr. Khalid Khan, Company Secretary in accordance with the requirement under Section 230 of the Companies Act, 1956.

Mr. Chetan Chadha proposed and Mr. Gagan Kumar Kumar seconded that the following Resolution be adopted as an Ordinary Resolution:

**RESOLVED that the Balance Sheet as at 31<sup>st</sup> December, 2012, Profit and Loss Account of the Company for the year ended on that date and the Reports of Directors and Auditors thereon, as circulated to the members and placed before the meeting, be and are hereby adopted and approved.**

Before putting the resolution to vote, the Chairman invited the members present to ask for any clarification and information relating to the Accounts and Reports covered by the resolution. Queries relating to performance of the Company and the accounts etc. were replied by the Chairman.

The Chairman put the resolution to vote by show of hands, which was approved unanimously by the Shareholders.

**Item No. 2. : To appoint a Director in place of Mr. K. N. Subramaniam, who retires by rotation and, being eligible, offers himself for re-appointment.**

As Item No. 2 pertained to appointment of Mr. K. N. Subramaniam, he requested Mr. Mukul Gupta to take the Chair. Mr. Mukul Gupta took the Chair and requested to have a proposer and seconder to Item No. 2.

Mr. Rajnish Kumar proposed and Mr. Prem Chachra seconded that the following Resolution be adopted as an Ordinary Resolution:

**RESOLVED that Mr. K. N. Subramaniam who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and liable to retire by rotation.**

Mr. Mukul Gupta put the resolution to vote by show of hands, which was approved unanimously by the Shareholders.

Thereafter, Mr. K. N. Subramaniam resumed the Chair.

**Item No. 3. : To appoint a Director in place of Mr. Mukul Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.**

Ms. Anupriya Goel proposed and Mr. Yash Pal Chopra seconded that the following Resolution be adopted as an Ordinary Resolution:

**RESOLVED that Mr. Mukul Gupta who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and liable to retire by rotation.**

The Chairman put the resolution to vote by show of hands, which was approved unanimously by the Shareholders.

**Item No. 4. : To re-appoint M/s Walker, Chandiook & Co., Chartered Accountants, the retiring Auditors of the Company and fix their remuneration.**

Mr. Surinder Nath Vohra proposed and Mr. Rajnish Kumar seconded that the following Resolution be adopted as an Ordinary Resolution:

**Resolved that, M/s Walker, Chandiook & Co, Chartered Accountants (Firm Registration No. 001076N), New Delhi, be and are hereby appointed as the Statutory Auditors of the Company for the accounting year ending**

31<sup>st</sup> December, 2013 and to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration as may be fixed and determined by the Board of Directors of the Company in consultation with the Statutory Auditors.

The Chairman put the resolution to vote by show of hands, which was approved unanimously by the Shareholders.

#### **SPECIAL BUSINESS**

**Item No. 5. : To consider and approve the appointment of Mr. Vikrant Sinha, Director of the Company, liable to retire by rotation.**

Consequent upon the sad demise of Mr. Vikrant Sinha on 31<sup>st</sup> March, 2013, this item could not be taken up at the meeting.

**Item No. 6. : To consider and approve the appointment of Mr. Vikrant Sinha as Whole Time Finance Director & CFO and payment of managerial remuneration.**

Consequent upon the sad demise of Mr. Vikrant Sinha on 31st March, 2013, this item could not be taken up at the meeting.

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

Place: New Delhi

Sd/-  
K. N. Subramaniam  
CHAIRMAN

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For Federal Mogul Goetze (India) Ltd.

*Khalid J. Khan*  
Khalid J. Khan  
Company Secretary