

Dt.: January 06, 2020

1. Listing Department (Fax : 022-2723719/22722037/
BSE Limited 22722061/ 22722041/
Phiroze Jeejeebhoy Towers 22722039/
Dalal Street, Mumbai 400001 22658121)

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: Compliance Report on Corporate Governance for the Quarter ended December 31, 2019

Dear Sir/ Ma'am,

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance of the Company for the quarter ended December 31, 2019.

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

ANNEXURE- I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Federal-Mogul Goetze (India) Limited**
 2. Quarter ending - **31-12-2019**

I. Composition of Board of Directors															
Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Birth	Whether Special Resolution Passed? [Refer Reg. 17(1A) of Listing Regulation]	Date of Passing Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure (years)	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity ⁽¹⁾	No of post of Chair-person in Audit/ Stake-holder Committee held in listed entities including this listed entity
Mr.	Krishnamurthy Naga Subramaniam	AAOPS1668N	00041843	C, NED, ID	15/07/1953	NA	NA	30/04/2009	13/02/2015		05 Years	1	1	4	1
Mr.	Khalid Iqbal Khan	AAZPK8805E	05253556	ED	15/07/1968	NA	NA	22/05/2015	22/05/2018			1	0	2	0
Mr.	Vinod Kumar Hans	AACPH7810H	03328309	ED	10/05/1966	NA	NA	01/01/2016	01/01/2019			1	0	6	2
Mr.	Rajesh Sinha	AGQPS7086J	07358567	ED	05/08/1969	NA	NA	01/01/2016	01/01/2019			1	0	0	0
Mr.	Manish Chadha	ADWPC4746J	07195652	ED	16/06/1974	NA	NA	05/02/2016	05/02/2019			1	0	3	0
Mr.	Mahendra Kumar Goyal	AGOPG3298E	02605616	NED, ID	01/11/1969	NA	NA	13/08/2014	13/08/2019	31/10/2019					
Mr.	Mukul Gupta	ACGPG4953L	00254597	NED, ID	16/08/1957	NA	NA	12/05/2006	13/02/2015		05 Years	2	2	1	1
Mr.	KC Sundareshan Pillai	AKDPP6769L	06846949	NED, ID	30/05/1956	NA	NA	16/12/2016	16/12/2016		03 Years	1	1	2	0
Mr.	Sunit Kapur	AEYPK8728H	03435110	NED	12/11/1974	NA	NA	08/05/2012	08/05/2012			1	0	2	0
Ms.	Janice Ruskey Maiden ⁽²⁾	ZZZZZ999Z	06847230	NED	16/04/1959	NA	NA	13/08/2014	13/08/2014			1	0	0	0
Ms.	Nalini Jolly	AAKPJ3969K	08520132	NED, ID	21/11/1967	NA	NA	13/08/2019	13/08/2019		03 Years	1	1	0	0

Note:

- (1) The membership includes the chairmanship held in Audit and Stakeholders' Relationship Committee.
 (2) Ms. Janice Ruskey Maiden is a Foreign Director and does not hold any Permanent Account Number (PAN).



23

- Whether Regular Chairperson appointed: **Yes**
- Whether Chairperson is related to Managing Director or CEO: **No**

II. Composition of Committees

Audit Committee

S. No.	Name of the Members	Category	Chairperson/ Member	Date of Appointment	Date of Cessation
1.	Mr. Mukul Gupta	NED, ID	Chairperson	08-05-2012	-
2.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Member	08-05-2012	-
3.	Mr. Sunit Kapur	NED	Member	08-05-2012	-
4.	Mr. K.C. Sundareshan Pillai	NED, ID	Member	16-12-2016	-
5.	Ms. Nalini Jolly	NED, ID	Member	08-11-2019	-

Stakeholders' Relationship Committee

S. No.	Name of the Members	Category	Chairperson/ Member	Date of Appointment	Date of Cessation
1.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Chairperson	08-05-2012	-
2.	Dr. Khalid Iqbal Khan	ED	Member	22-05-2015	-
3.	Mr. Vinod Kumar Hans	ED	Member	01-01-2016	-
4.	Mr. K.C. Sundareshan Pillai	NED, ID	Member	16-12-2016	-
5.	Mr. Sunit Kapur	NED	Member	08-05-2012	-
6.	Ms. Nalini Jolly	NED, ID	Member	08-11-2019	-

Nomination and Remuneration Committee

S. No.	Name of the Members	Category	Chairperson/ Member	Date of Appointment	Date of Cessation
1.	Mr. K.C. Sundareshan Pillai	NED, ID	Chairperson	16-12-2016	-
2.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Member	08-05-2012	-
3.	Mr. Sunit Kapur	NED	Member	08-05-2012	-
4.	Mr. Mukul Gupta	NED, ID	Member	08-05-2012	-
5.	Ms. Nalini Jolly	NED, ID	Member	08-11-2019	-

Risk Management Committee

S. No.	Name of the Members	Category	Chairperson/ Member	Date of Appointment	Date of Cessation
1.	Mr. Vinod Kumar Hans	ED	Chairperson	01-04-2019	-
2.	Dr. Khalid Iqbal Khan	ED	Member	01-04-2019	-
3.	Mr. Manish Chadha	ED	Member	01-04-2019	-



III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Director present	Maximum gap between any two consecutive (in number of days)
13 th August, 2019	08 th November, 2019	Yes	7	4	86 (Not more than 120 days)

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent Director present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<u>Audit Committee</u> 08 th November, 2019	Yes	3	3	<u>Audit Committee</u> 13 th August, 2019	86
<u>Stakeholders' Relationship Committee</u> 08 th November, 2019	Yes	5	3	<u>Stakeholders' Relationship Committee</u> 13 th August, 2019	86

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



2

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 500 listed entities) – **Yes**.
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Corporate Governance Report for the quarter ended 30th September, 2019 was placed in the Board Meeting held on 08th November, 2019. Further, the Corporate Governance Report for the quarter ended 31st December, 2019, shall be placed in the next Board meeting.

for Federal-Mogul Goetze (India) Limited


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