



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.: 19th April, 2024

1. Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001

2. Listing Department
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 31st March, 2024

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 31st March, 2024.

This is for your kind information & record.

Regards,

Yours truly,

for **Federal-Mogul Goetze (India) Limited**

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

General information about company

Scrip code	505744
NSE Symbol	FMGOETZE
MSEI Symbol	NA
ISIN	INE529A01010
Name of the entity	Federal-Mogul Goetze (India) Limited.
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I																										
Annexure I to be submitted by listed entity on quarterly basis																										
I. Composition of Board of Directors																										
Disclosure of notes on composition of board of directors explanation																										
Whether the listed entity has a Regular Chairperson																										
Yes																										
Whether Chairperson is related to MD or CEO																										
No																										
Disqualification of Directors under section 168 of the Companies Act, 2013																										
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(3A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 24(2) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including the listed entity (Refer Regulation 24(2) of Listing Regulations)	No of past of Chairperson or Core Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
Add	Delete																									
1	Mr	Subhaschandra Nagra Tybramparam	AAQF116889	0201843	Non-Executive - Independent Director	Chairperson		03-07-1953	No				Active	NA		11-02-2015	05-02-2020		109.33	-	-	-	-			
2	Mr	Muhammad Iqbal Khan	AAQF888052	0273356	Executive Director	Not Applicable		03-07-1958	No				Active	NA		22-09-2015	22-09-2018			-	-	-	-			
3	Mr	Arvind Kumar Hans	AAQF04793201	0328309	Executive Director	Not Applicable	MD	05-05-1960	No				Active	NA		01-01-2016	01-01-2022	01-09-2018		-	-	-	-	Others		
4	Mr	R. Ramesh	AAQF9544454	0268912	Executive Director	Not Applicable	MD	09-11-1962	No				Active	NA		01-01-2016				-	-	-	-			
5	Mr	Rajesh Sinha	AAQF073862	0729247	Executive Director	Not Applicable		05-08-1969	No				Active	NA		01-01-2016	01-01-2022			-	-	-	-			
6	Mr	Rajesh Chughra	AAQF674760	0739552	Executive Director	Not Applicable		04-05-1974	No				Active	NA		05-03-2016	05-03-2022			-	-	-	-			
7	Mr	C. Sundarshan Pillai	AAQF607095	0266546	Non-Executive - Independent Director	Not Applicable		04-07-1960	No				Active	NA		16-12-2014	16-12-2020			-	-	-	-			
8	Mr	Indrajit Jolly	AAQF026998	0832013	Non-Executive - Independent Director	Not Applicable		21-11-1967	No				Active	NA		13-06-2017	13-06-2022			-	-	-	-			
9	Mr	Suparna Anand Mishra	AAQF026998	0832014	Non-Executive - Non Independent Director	Not Applicable		04-02-1969	No				Active	NA		02-06-2020	16-06-2020			-	-	-	-		1	

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Add Notes

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
<p align="center"> <input type="button" value="Add"/> <input type="button" value="Delete"/> </p>							
1	09-11-2023			Yes	8	8	3
2	31-01-2024	82		Yes	8	7	3
3	13-02-2024	12		Yes	8	8	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Add Notes										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Add Delete										
1	Audit Committee	09-11-2023				Yes	4	4	3	0
2	Audit Committee	13-02-2024	95			Yes	4	4	3	0
3	Stakeholders Relationship Committee	09-11-2023				Yes	6	6	3	0
4	Stakeholders Relationship Committee	13-02-2024	95			Yes	6	6	3	0
5	Nomination and remuneration committee	31-01-2024				Yes	4	3	3	0
6	Nomination and remuneration committee	13-02-2024	12			Yes	4	4	3	0

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Other details of cyber security incidence or breaches or loss of data event

Add Notes

Number of cyber security incidence or breaches or loss of data event occurred during the quarter



Sr.

Date of the event

Brief details of the event

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Dr. Khalid Iqbal Khan
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://federalmogulgoetze.com/web/index.htm
2	Terms and conditions of appointment of independent directors	Yes		http://www.federalmogulgoetzeindia.net/web/Documents/Terms%20of%20Appointment%20of%20Independent%20Directors.pdf
3	Composition of various committees of board of directors	Yes		http://www.federalmogulgoetzeindia.net/web/management_committee.htm
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.federalmogulgoetzeindia.net/web/code.htm
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.federalmogulgoetzeindia.net/web/documents/WhistleBlowerpolicy1.pdf
6	Criteria of making payments to non-executive directors	Yes		Disclosed in the Annual Report
7	Policy on dealing with related party transactions	Yes		http://www.federalmogulgoetzeindia.net/web/documents/RPT%20Policy_Final_13thFeb2023.pdf
8	Policy for determining 'material' subsidiaries	Yes		http://www.federalmogulgoetzeindia.net/web/documents/Policy%20for%20determining%20Material%20Subsidiary_Final_13thFeb2023.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.federalmogulgoetzeindia.net/web/documents/Details%20of%20FM%20Program1.pdf
10	Email address for grievance redressal and other relevant details	Yes		http://www.federalmogulgoetzeindia.net/web/inv_contactus.htm
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.federalmogulgoetzeindia.net/web/inv_contactus.htm
12	Financial results	Yes		http://www.federalmogulgoetzeindia.net/web/finance.htm
13	Shareholding pattern	Yes		http://www.federalmogulgoetzeindia.net/web/inv_shareholdingpattern.htm
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		http://www.federalmogulgoetzeindia.net/web/inv_othereinvestment.htm
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		http://www.federalmogulgoetzeindia.net/web/FMGIL_Video.htm
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.federalmogulgoetzeindia.net/web/index.html
18	Credit rating or revision in credit rating obtained	Yes		http://www.federalmogulgoetzeindia.net/web/documents/LIST%20OF%20CREDIT%20RATINGS.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.federalmogulgoetzeindia.net/web/Documents/FMTPR%20Annual%20Report%20Extract-2023.pdf
20	Secretarial Compliance Report	Yes		http://www.federalmogulgoetzeindia.net/web/Documents/AnnualSecretarialComplianceReportFMGIL2023Final.pdf
21	Materiality Policy as per Regulation 30 (4)	Yes		http://www.federalmogulgoetzeindia.net/web/documents/Policy%20on%20determination%20of%20materiality%20-%20with%20Revisions.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		http://www.federalmogulgoetzeindia.net/web/inv_contactus.htm
23	Disclosures under regulation 30(8)	Yes		http://www.federalmogulgoetzeindia.net/web/inv_materialdisclosure.htm
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		http://www.federalmogulgoetzeindia.net/web/documents/Federal_Dividend_Policy_29072016.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		http://www.federalmogulgoetzeindia.net/web/Form_MGT_7_2022-2023-191023.pdf
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		http://www.federalmogulgoetzeindia.net/web/inv_regulation46.htm
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		http://www.federalmogulgoetzeindia.net/web/inv_regulation46.htm

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided			Add Notes	

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Annexure II

1	Name of signatory	Dr. Khalid Iqbal Khan
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure II		
1	Name of signatory	Dr. Khalid Iqbal Khan
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			The Figure should be mentioned in Actual INR only
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations	Compliance Status		Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to			Add Notes

Signatory Details

Name of signatory	Dr. Khalid Iqbal Khan
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	19-04-2024