

Dt.: 14<sup>th</sup> October, 2019

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/half year ended 30<sup>th</sup> September, 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/ half year ended 30<sup>th</sup> September, 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, 4<sup>th</sup> Floor  
Kamala Mills Compound  
Senapati Bapat Marg  
Lower Parel, Mumbai 400 013

2. Central Depository Services [India] Limited  
Marathon Futurex, A-Wing  
25<sup>th</sup> Floor, NM Joshi Marg,  
Lower Parel, Mumbai – 400 013

**DISCLOSURE OF HOLDING OF SPECIFIED SECURITIES AND HOLDING OF SPECIFIED  
SECURITIES IN DEMATERIALIZED FORM FOR THE QUARTER ENDED 30<sup>TH</sup>  
SEPTEMBER, 2019**

**REGULATION 31 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**

1.	Name of Listed Entity : Federal-Mogul Goetze (India) Limited
2.	Scrip Code/Name of Scrip/Class of Security : BSE-505744, NSE- FMGOETZE, Equity Shares
3.	Share Holding Pattern Filed under : Reg. 31(1)(a)/ Reg. 31(1)(b) /Reg.31(1)(e)

4. Declaration:

	Particulars	Yes*	No*
i	Whether the Listed Entity has issued any partly paid up shares?		No
ii	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
iii	Whether the Listed Entity has any shares against which depository receipts are issued?		No
iv	Whether the Listed Entity has any shares in locked-in?		No
v	Whether any shares held by promoters are pledge or otherwise encumbered?		No
vi	Whether company has equity shares with differential voting rights?		No

5. The tabular format for disclosure of holding of specified securities is as follows:-

*BS*  
*Correct*

**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 - **30-09-2019**

<b>I. Composition of Board of Directors</b>													
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure (years)	Date of Birth	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity <sup>(1)</sup>	No of Independent Directorship in listed entities including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Krishnamurthy Naga Subramaniam	00041843	AAOPS1668N	C, NED, ID	30/04/2009	13/02/2015	-	05 Years		1	4	1	1
Mr.	Khalid Iqbal Khan	05253556	AAZPK8805E	ED	22/05/2015	22/05/2018	-			1	2	0	0
Mr.	Vinod Kumar Hans	03328309	AACPH7810H	ED	01/01/2016	01/01/2019	-			1	6	0	2
Mr.	Rajesh Sinha	07358567	AGQPS7086J	ED	01/01/2016	01/01/2019	-			1	0	0	0
Mr.	Manish Chadha	07195652	ADWPC4746J	ED	05/02/2016	05/02/2019	-			1	3	0	0
Mr.	Mahendra Kumar Goyal	02605616	AGOPG3298E	NED, ID	13/08/2014	13/08/2019	-	03 Years		1	8	1	4
Mr.	Mukul Gupta	00254597	ACGPG4953L	NED, ID	12/05/2006	13/02/2015	-	05 Years		2	1	2	1
Mr.	KC Sundareshan Pillai	06846949	AKDPP6769L	NED, ID	16/12/2016	-	-	03 Years		1	2	1	0
Mr.	Sunit Kapur	03435110	AEYPK8728H	NED	08/05/2012	-	-			1	2	0	0
Ms.	Janice Ruskey Maiden <sup>(2)</sup>	06847230	ZZZZZ9999Z	NED	13/08/2014	-	-			1	0	0	0
Ms.	Nalini Jolly	08520132	AAKPJ3969K	NED, ID	13/08/2019	-	-	03 Years		1	0	1	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).

## 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	-

### 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	-

### 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	-

### 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	01-01-2016	-
2.	Dr. Khalid Iqbal Khan	ED	Member	22-05-2015	-
3.	Mr. Manish Chadha	ED	Member	05-02-2016	-

## 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)
28 <sup>th</sup> May, 2019	13 <sup>th</sup> August, 2019	Yes	9	4	76 (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> 13 <sup>th</sup> August, 2019	Yes	3 (Three)	2 (Two)	<u>Audit Committee</u> 28 <sup>th</sup> May, 2019	76
<u>Stakeholders' Relationship Committee</u> 13 <sup>th</sup> August, 2019	Yes	4 (Four)	1 (One)	<u>Stakeholders' Relationship Committee</u> 28 <sup>th</sup> May, 2019	76

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

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 30<sup>th</sup> June, 2019 was placed in the Board Meeting held on 13<sup>th</sup> August, 2019. Further, the Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2019, shall be placed in the next Board meeting.**

**VII. Disclosures at the end of 6 months after end of financial year along with second quarter report of next financial year**

S.No.	Broad heading	Reg. No.	Compliance status	If status is "No", state reason
1.	Copy of the Annual report including Balance sheet, Profit & Loss account, Directors report, Corporate Governance Report, Business Responsibility Report displayed on website.	46(2)	Yes	-
2.	Presence of Chairperson of Audit committee at the Annual General Meeting	18(1)(d)	Yes	-
3.	Presence of Chairperson of Nomination and Remuneration committee at the Annual General Meeting	19(3)	Yes	-
4.	Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes	-
5.	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

For Federal-Mogul Goetze (India) Limited

(Dr. Khalid Iqbal Khan)

Whole-time Director-Legal & Company Secretary