



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.: 30th April, 2020

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

(Fax : 022-2723719/22722037/
22722061/ 22722041/
22722039/
22658121)

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

(Fax : 022-26598237/26598238)

Subject: Compliance Report on Corporate Governance for the quarter/year ended 31st March, 2020

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/year ended 31st March, 2020.

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

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 - 31-03-2020

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 Chairperson in Audit/ Stakeholder 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	06/02/2020	-	05 Years	1	1	1	1
Dr.	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	4	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.	Mukul Gupta	ACGPG4953L	00254597	NED, ID	16/08/1957	NA	NA	12/05/2006	13/02/2015	12/02/2020	05 Years	-	-	-	-
Mr.	KC Sundareshan Pillai	AKDPP6769L	06846949	NED, ID	30/05/1956	NA	NA	16/12/2016	16/12/2019	-	03 Years	1	1	1	1
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⁾	ZZZZZ9999Z	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	2	0

Note:

(1) Ms. Janice Ruskey Maiden is a Foreign Director and does not hold any Permanent Account Number (PAN).

- 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. K.C. Sundareshan Pillai	NED, ID	Chairperson	14-02-2020	-
2.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Member	08-05-2012	-
3.	Mr. Sunit Kapur	NED	Member	08-05-2012	-
4.	Ms. Nalini Jolly	NED, WID	Member	08-11-2019	-
5.	Mr. Mukul Gupta	NED, ID	Chairperson	08-05-2012	12/02/2020

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, WID	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.	Ms. Nalini Jolly	NED, WID	Member	08-11-2019	-
5.	Mr. Mukul Gupta	NED, ID	Member	08-05-2012	12/02/2020

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)
08 th November, 2019	06 th February, 2020	Yes	10	4	89 (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> 06 th February, 2020	Yes	3	3	<u>Audit Committee</u> 08 th November, 2019	89
<u>Stakeholders' Relationship Committee</u> 06 th February, 2020	Yes	5	3	<u>Stakeholders' Relationship Committee</u> 08 th November, 2019	89

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 31st December, 2019 was placed in the Board Meeting held on 06th February, 2020. Further, the Corporate Governance Report for the quarter ended 31st March, 2020, shall be placed in the next Board meeting.

ANNEXURE II

Format 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		
Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
Details of business	Yes	http://federalmogulgoetzeindia.net/web/index.htm
Terms and conditions of appointment of independent directors	Yes	http://www.federalmogulgoetzeindia.net/web/documents/Terms%20of%20Appointment%20of%20Independent%20Directors.pdf
Composition of various committees of board of directors	Yes	http://federalmogulgoetzeindia.net/web/invest.htm
Code of conduct of board of directors and senior management personnel	Yes	http://federalmogulgoetzeindia.net/web/code.htm
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://federalmogulgoetzeindia.net/web/documents/WhistleBlowerpolicy1.pdf
Criteria of making payments to non-executive directors	Yes	http://federalmogulgoetzeindia.net/web/documents/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf
Policy on dealing with related party transactions	Yes	http://federalmogulgoetzeindia.net/web/documents/POLICY%20ON%20RELATED%20PARTY%20TRANSACTION.pdf
Policy for determining 'material' subsidiaries	Yes	http://federalmogulgoetzeindia.net/web/documents/POLICY%20ON%20RELATED%20PARTY%20TRANSACTION.pdf

Details of familiarization programmes imparted to independent directors	Yes	http://www.federalmogulgoetzeindia.net
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.federalmogulgoetzeindia.net
Email address for grievance redressal and other relevant details	Yes	http://www.federalmogulgoetzeindia.net
Financial results	Yes	http://federalmogulgoetzeindia.net/web/audit_fin_a_02.htm
Shareholding pattern	Yes	http://federalmogulgoetzeindia.net/web/invest.htm
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
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	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
Advertisements as per regulation 47 (1)	Yes	http://federalmogulgoetzeindia.net/web/invest.htm
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	http://federalmogulgoetzeindia.net/web/Full%20Annual%20Report%20FMGIL%202018-19.pdf
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	http://federalmogulgoetzeindia.net/web/finance.htm
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	http://www.federalmogulgoetzeindia.net
Materiality Policy as per Regulation 30	Yes	http://federalmogulgoetzeindia.net/web/documents/Policy%20on%20determination%20of%20materiality_GIL.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	http://federalmogulgoetzeindia.net/web/documents/Federal_Dividend_Policy_29072016.pdf

It is certified that these contents on the website of the listed entity are correct.

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1), (1A) & (1B)</i>	Yes
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes
<i>Quorum of board meeting</i>	<i>17(2A)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes
<i>Code of Conduct</i>	<i>17(5)</i>	Yes
<i>Fees/compensation</i>	<i>17(6)</i>	Yes
<i>Minimum Information</i>	<i>17(7)</i>	Yes
<i>Compliance Certificate</i>	<i>17(8)</i>	Yes
<i>Risk Assessment & Management</i>	<i>17(9)</i>	Yes
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	Yes
<i>Recommendation of Board</i>	<i>17(11)</i>	Yes
<i>Maximum number of directorship</i>	<i>17A</i>	Yes
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes
<i>Composition of nomination & remuneration committee</i>	<i>19(1) & (2)</i>	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	<i>19(2A)</i>	Yes

<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1),(2) & (2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III. Affirmations:	
Particulars	Compliance status (Yes/ No/ NA)
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes

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

Sd/-

(Dr. Khalid Iqbal Khan)

Whole-time Director-Legal & Company Secretary