

Dt.: 3rd October, 2018

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 30th September, 2018

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 30th September, 2018.

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
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

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 - 30-09-2018

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpersons on Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure (years)	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity ⁽¹⁾	No of post Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Krishnamurthy Naga Subramaniam	00041843	AAOPSI668N	C, NED, ID	13-Feb-2015	-	05 Years	1	3	1
Mr.	Khalid Iqbal Khan	05253556	AAZPK8805E	ED	22-May-2015	-		1	3	0
Mr.	Vinod Kumar Hans	03328309	AACPH7810H	ED	01-Jan-2016	-		1	7	3
Mr.	Rajesh Sinha	07358567	AGQPS7086J	ED	01-Jan-2016	-		1	0	0
Mr.	Manish Chadha	07195652	ADWPC4746J	ED	05-Feb-2016	-		1	4	0
Mr.	Mahendra Kumar Goyal	02605616	AGOPG3298E	NED, ID	13-Aug-2014	-	05 Years	1	10	6
Mr.	Mukul Gupta	00254597	ACGPG4953L	NED, ID	13-Feb-2015	-	05 Years	2	1	1
Mr.	KC Sundareshan Pillai	06846949	AKDPP6769L	NED, ID	16-Dec-2016	-	03 Years	1	2	0
Mr.	Sunit Kapur	03435110	AEYPK8728H	NED	08-May-2012	-		1	2	0
Ms.	Janice Ruskey Maiden ⁽²⁾	06847230	ZZZZZ9999Z	NED	13-Aug-2014	-		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).

II. Composition of Committees

Audit Committee

S. No.	Name of the Members	Category	Chairperson/ Member
1.	Mr. Mukul Gupta	NED, ID	Chairperson
2.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Member
3.	Mr. Sunit Kapur	NED	Member
4.	Mr. K.C. Sundareshan Pillai	NED, ID	Member

Stakeholders' Relationship Committee

S. No.	Name of the Members	Category	Chairperson/ Member
1.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Chairperson
2.	Dr. Khalid Iqbal Khan	ED	Member
3.	Mr. Vinod Kumar Hans	ED	Member
4.	Mr. K.C. Sundareshan Pillai	NED, ID	Member
5.	Mr. Sunit Kapur	NED	Member

Nomination and Remuneration Committee

S. No.	Name of the Members	Category	Chairperson/ Member
1.	Mr. K.C. Sundareshan Pillai	NED, ID	Chairperson
2.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Member
3.	Mr. Sunit Kapur	NED	Member

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	Maximum gap between any two consecutive (in number of days)
29 th May, 2018	31 st July, 2018	63 (Not more than 120 days)



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IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	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> 31 st July, 2018	Yes	<u>Audit Committee</u> 29 th May, 2018	63
<u>Stakeholders' Relationship Committee</u> 31 st July, 2018	Yes	<u>Stakeholders' Relationship Committee</u> 29 th May, 2018	63

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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) – **N.A.**
- 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**
- 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**
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here:



The Corporate Governance Report for the quarter ended 30th June, 2018 was placed in the board meeting held on 31st July, 2018. Further, the Corporate Governance Report for the quarter ended 30th September, 2018, 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	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.	Yes	
2.	Presence of Chairperson of Audit committee at the Annual General Meeting	Yes	
3.	Presence of Chairperson of Nomination and Remuneration committee at the Annual General Meeting	Yes	
4.	Whether "Corporate Governance Report" disclosed in Annual Report	Yes	

For Federal-Mogul Goetze (India) Limited



(Dr. Khalid Iqbal Khan)

Whole-time Director-Legal & Company Secretary