



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.: 13th July, 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 30th June, 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 ended 30th June, 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

Corporate Identification Number: L74899DL1954PLC002452
Regd. Office : DLF Prime Towers 10 Ground Floor, F 79 & 80, Okhla Phase - I, New Delhi - 110 020
Tel. : (91-11) 49057597 • Fax : (91-11) 49057597
www.federalmogulgoetzeindia.com

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 - **30-06-2020**

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	3	3
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.	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	26/06/2020		0	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
Mr.	Stephen Shaun Merry ⁽²⁾	ZZZZZ9999Z	08749114	NED	14/03/1969	NA	NA	26/06/2020	26/06/2020	-		1	0	0	0

Note:

- (1) The membership and chairmanship held in Audit and Stakeholder Committee(s) has been shown separately. Therefore, the membership does not include chairmanship held in such committees.
- (2) Ms. Janice Ruskey Maiden and Mr. Stephen Shaun Merry are Foreign Directors and do 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	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	-

*Mr. K.C. Sundareshan Pillai was appointed as Chairman of the Audit Committee of the Company w.e.f. 14-02-2020.

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	-

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)
06 th February, 2020	26 th June, 2020	Yes	09	3	140*

* The maximum gap between two consecutive meetings is in compliance with the SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020.

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> 26 th June, 2020	Yes	4	4	<u>Audit Committee</u> 06 th February, 2020	140*
<u>Stakeholders' Relationship Committee</u> 26 th June, 2020	Yes	3	2	<u>Stakeholders' Relationship Committee</u> 06 th February, 2020	140

* The maximum gap between two consecutive meetings is in compliance with the SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020.

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 March, 2020 was placed in the Board Meeting held on 26th June, 2020. Further, the Corporate Governance Report for the quarter ended 30th June, 2020, shall be placed in the next Board meeting.

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

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