



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.: 16th October, 2023

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 30th September, 2023

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 September, 2023.

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

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 - **30-09-2023**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure (completed as on 30 th , September 2023)	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 Subramani am	00041843	AAOPS1668N	C, NED, ID	15/07/1953	13/02/2015	06/02/2020	-	103.17	1	1	2	1
Dr.	Khalid Iqbal Khan	05253556	AAZPK8805E	ED	15/07/1968	22/05/2015	22/05/2021	-	-	1	0	2	0
Mr.	Vinod Kumar Hans	03328309	AACPH7810H	ED	10/05/1966	01/01/2016	01/01/2022	-	-	1	0	5	4
Mr.	Rajesh Sinha	07358567	AGQPS7086J	ED	05/08/1969	01/01/2016	01/01/2022	-	-	1	0	0	0
Mr.	Manish Chadha	07195652	ADWPC4746J	ED	16/06/1974	05/02/2016	05/02/2022	-	-	1	0	4	0
Mr.	KC Sundareshan Pillai	06846949	AKDPP6769L	NED, ID	30/05/1956	16/12/2016	16/12/2019	-	81.15	1	1	2	1
Ms.	Nalini Jolly	08520132	AAKPJ3969K	NED, ID	21/11/1967	13/08/2019	13/08/2022	-	49.18	1	1	2	0

Mr.	Stephen Shaun Merry ⁽¹⁾	08749114	ZZZZZ999Z	NED	14/03/1969	26/06/2020	26/06/2020	-	-	1	0	2	0
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Note:

- (1) Mr. Stephen Shaun Merry 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

1. 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. Stephen Shaun Merry	NED	Member	22-05-2023	-
4.	Ms. Nalini Jolly	NED, WID	Member	08-11-2019	-

- Whether Regular Chairperson appointed: **Yes**

2. 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. Stephen Shaun Merry	NED	Member	22-05-2023	-
6.	Ms. Nalini Jolly	NED, WID	Member	08-11-2019	-

- Whether Regular Chairperson appointed: **Yes**

3. 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. Stephen Shaun Merry	NED	Member	22-05-2023	-
4.	Ms. Nalini Jolly	NED, ID	Member	08-11-2019	-

- Whether Regular Chairperson appointed: **Yes**

4. 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	-
4.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Member	09-06-2021	-

- Whether Regular Chairperson appointed: **Yes**

5. Corporate Social Responsibility 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.	Mr. K.C. Sundareshan Pillai	NED, ID	Member	16-12-2016	-
3.	Mr. K.N. Subramaniam	NED, ID	Member	09-05-2014	-
4.	Dr. Khalid Iqbal Khan	ED	Member	01-01-2016	-
5.	Ms. Nalini Jolly	NED, WID	Member	08-11-2019	-

- Whether Regular Chairperson appointed: **Yes**

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)
22 nd May, 2023	11 th August, 2023	Yes	07	03	81

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	Maximum gap between any two consecutive meetings in number of days	Date(s) of meeting of the committee in the previous quarter
<u>Audit Committee</u> 11 th August, 2023	Yes	3	3	81	22 nd May, 2023
<u>Stakeholders' Relationship Committee</u> 11 th August, 2023	Yes	5	3	81	22 nd May, 2023
<u>Nomination and Remuneration Committee</u> 11 th August, 2023	Yes	3	3	81	22 nd May, 2023

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. 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
Date of event	Brief Details of the event

VII. 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 1000 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 30th June, 2023 was placed in the Board Meeting held on 11th August, 2023. Further, the Corporate Governance Report for the quarter ended 30th September, 2023 shall be placed in the next Board meeting.

For Federal-Mogul Goetze (India) Limited

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

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.	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	-
6.	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-
7.	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

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – September 30, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to: **NA**

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		
KMP's 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: **NA**

Entity	Type of security (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			
KMP's 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: **NA**

Entity	Type of security (Cash, shares etc.)	Aggregate amount of issuance 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			
KMP's or any other entity controlled by them			

II. Affirmations:

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 promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Federal-Mogul Goetze (India) Limited

(Mr. Manish Chadha)
Whole-time Director & Chief Financial Officer