



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.: 11th January, 2021

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 ended 31st December, 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 31st December, 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 - **31-12-2020**

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	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 (completed as on 31 st Dec., 2020)	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	00041843	AAOPS1668N	C, NED, ID	15/07/1953	NA	NA	30/04/2009	06/02/2020	-	70.6 months	1	1	1	1	
Dr.	Khalid Iqbal Khan	05253556	AAZPK8805E	ED	15/07/1968	NA	NA	22/05/2015	22/05/2018	-		1	0	2	0	
Mr.	Vinod Kumar Hans	03328309	AACPH7810H	ED	10/05/1966	NA	NA	01/01/2016	01/01/2019	-		1	0	3	3	
Mr.	Rajesh Sinha	07358567	AGQPS7086J	ED	05/08/1969	NA	NA	01/01/2016	01/01/2019	-		1	0	0	0	
Mr.	Manish Chadha	07195652	ADWPC4746J	ED	16/06/1974	NA	NA	05/02/2016	05/02/2019	-		1	0	3	0	
Mr.	KC Sundareshan Pillai	06846949	AKDPP6769L	NED, ID	30/05/1956	NA	NA	16/12/2016	16/12/2019	-	48.5 months	1	1	1	1	
Mr.	Sunit Kapur	03435110	AEYPK8728H	NED	12/11/1974	NA	NA	08/05/2012	08/05/2012	-		1	0	2	0	
Ms.	Nalini Jolly	08520132	AAKPJ3969K	NED, ID	21/11/1967	NA	NA	13/08/2019	13/08/2019	-	16.6 months	1	1	2	0	
Mr.	Stephen Shaun Merry ⁽²⁾	08749114	ZZZZZ999Z	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) 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

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	-

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, ID	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)
25 th August, 2020	12 th November, 2020	Yes	09	03	78 (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> 12 th November, 2020	Yes	04 (Four)	03 (Three)	<u>Audit Committee</u> 25 th August, 2020	78
<u>Stakeholders' Relationship Committee</u> 12 th November, 2020	Yes	06 (Six)	03 (Three)	<u>Stakeholders' Relationship Committee</u> 25 th August, 2020	78

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 30th September, 2020 was placed in the Board Meeting held on 12th November, 2020. Further, the Corporate Governance Report for the quarter ended 31st December, 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