



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.: 19th July, 2024

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 June, 2024

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, 2024.

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

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 - **30-06-2024**

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 31 st December 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 Subramaniam	00041843	AAOPS1668N	C, NED, ID	15/07/1953	13/02/2015	06/02/2020	-	112.18	1	1	2	1
Dr.	Khalid Iqbal Khan	05253556	AAZPK8805E	ED	15/07/1968	22/05/2015	-	-	-	1	0	2	0
Mr.	Thiagarajan Kannan	10486912	AUDPK9444M	ED	05/11/1982	01/02/2024	-	-	-	1	0	6	1
Mr.	Rajesh Sinha	07358567	AGQPS7086J	ED	05/08/1969	01/01/2016	-	-	-	1	0	0	0
Mr.	Manish Chadha	07195652	ADWPC4746J	ED	16/06/1974	05/02/2016	-	-	-	1	0	5	4
Mr.	Sundareshan Kanakku Chembakaraman Pillai	06846949	AKDPP6769L	NED, ID	30/05/1956	16/12/2016	16/12/2019	-	90.15	1	1	2	1

Ms.	Nalini Jolly	08520132	AAKPJ3 969K	NED, ID	21/11/1967	13/08/2019	13/08/2022	-	58.18	1	1	2	0
Mr.	Stephen Shaun Merry ^{(1)*}	08749114	ZZZZZ9 999Z	NED	14/03/1969	26/06/2020	-	30/05/2024	-	0	0	0	0

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**

* Mr. Stephen Shaun Merry ceases to be a Director w.e.f. 30th May 2024.

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	30-05-2024
4.	Ms. Nalini Jolly	NED, WID	Member	08-11-2019	-

- Mr. Stephen Shaun Merry ceases to be a member of the committee as on 30th May, 2024.
- 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	30-05-2024
6.	Ms. Nalini Jolly	NED, WID	Member	08-11-2019	-

- Mr. Stephen Shaun Merry ceases to be a member of the committee as on 30th May, 2024.

- 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	30-05-2024
4.	Ms. Nalini Jolly	NED, ID	Member	08-11-2019	-

- Mr. Stephen Shaun Merry ceases to be a member of the committee as on 30th May, 2024.
- 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)
31 st January, 2024 13 th February, 2024	29 th May, 2024	Yes	07	03	105

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> 29 th May, 2024	Yes	3	3	105	13 th February, 2024
<u>Nomination and Remuneration Committee</u> 29 th May, 2024	Yes	3	3	-	31 st January, 2024 13 th February, 2024
<u>Stakeholders' Relationship Committee</u> 29 th May, 2024	Yes	5	3	-	13 th February, 2024
<u>Risk Management Committee</u> 11 th April, 2024 18 th April, 2024	Yes	4	1	177	16 th October, 2024

Corporate Social Responsibility Committee					
29 th May, 2024	Yes	5	3	-	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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – **No**
- 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 1000 listed entities) – **Yes**
- 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 2024 was placed in the Board Meeting held on 29th May 2024. Further, the Corporate Governance Report for the quarter ended 30th June 2024 shall be placed in the next Board meeting.

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

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