

Dt.: 11th April, 2019

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/year ended 31st March, 2019

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/year ended 31st March, 2019.

This is for your kind information & record.

Regards,

Yours truly,

For Federal Mogul Goetze (India) Limited


Mr. 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

Federal-Mogul Goetze (India) Ltd.

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

Corporate Identity Number: L74899DL1954PLC002452

Corporate Office : Paras Twin Towers, 10th Floor, Tower B, Sector 54, Golf Course Road, Gurgaon - 122 002
Tel. : +91.124.4784530, Fax : +91.124.4292840

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 - **31-03-2019**

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 of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Krishnamurthy Naga Subramaniam	00041843	AAOPS1668N	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	AACP7810H	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	9	5
Mr.	Mukul Gupta	00254597	ACGPG4953L	NED, ID	13-Feb-2015	-	05 Years	2	1	1
Mr.	KC Sundarshan 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.	Jamies Ruskey Maiden ⁽²⁾	06847230	ZZZZZZ9999Z	NED	13-Aug-2014	-		1	0	0



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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
4.	Mr. Mukul Gupta	NED, ID	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)
5 th November, 2018	11 th February, 2019	97 (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>		<u>Audit Committee</u>	
11 th February, 2019	Yes	5 th November, 2018	97
<u>Stakeholders' Relationship Committee</u>		<u>Stakeholders' Relationship Committee</u>	
11 th February, 2019	Yes	5 th November, 2018	97

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 - **Yes**
 - 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**
- The report, and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**



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b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Corporate Governance Report for the quarter ended 31st December, 2018 was placed in the board meeting held on 11th February, 2019. Further, the Corporate Governance Report for the quarter ended 31st March, 2019, shall be placed in the next Board meeting.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	if status is "No" details of non-compliance may be given here	Web address
Details of business	Yes		http://www.federalmogulgoetzeindia.net
Terms and conditions of appointment of independent directors	Yes		http://www.federalmogulgoetzeindia.net
Composition of various committees of board of directors	Yes		http://www.federalmogulgoetzeindia.net
Code of conduct of board of directors and senior management personnel	Yes		http://www.federalmogulgoetzeindia.net
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.federalmogulgoetzeindia.net
Criteria of making payments to non-executive directors	Yes		http://www.federalmogulgoetzeindia.net
Policy on dealing with related party transactions	Yes		http://www.federalmogulgoetzeindia.net
Policy for determining 'material' subsidiaries	Yes		http://www.federalmogulgoetzeindia.net
Details of familiarization programmes imparted to independent directors	Yes		http://www.federalmogulgoetzeindia.net



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Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.federalmogulgoetzeindia.net
Email address for grievance redressal and other relevant details	Yes	http://www.federalmogulgoetzeindia.net
Financial results	Yes	http://www.federalmogulgoetzeindia.net
Shareholding pattern	Yes	http://www.federalmogulgoetzeindia.net
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
		if status is "No" details of non-compliance may be given here



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<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3), (4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6), (7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4), (5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	



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III. Affirmations:		
Particulars	Compliance status (Yes/ No/ NA)	
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes	

For Federal-Mogul Goetze (India) Limited


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

