



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.: 20th April, 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 31st March, 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 31st March, 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



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 - 31-03-2023

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 31 st March, 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 Committees) 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 | AAOPSI668N | C, NED, ID | 15/07/1953 | 13/02/2015 | 06/02/2020 | - | 97.18 | 1 | 1 | 2 | 1 |
| Dr. | Khalid Iqbal Khan | 05253556 | AAZPK8805E | ED | 15/07/1968 | 22/05/2015 | 22/05/2018 | - | - | 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 | 3 | 0 |
| Mr. | KC Sundaresan Pillai | 06846949 | AKDPP6769L | NED, ID | 30/05/1956 | 16/12/2016 | 16/12/2019 | - | 75.15 | 1 | 1 | 2 | 1 |
| Mr. | Sunit Kapur | 03435110 | AEYPK8728H | NED | 12/11/1974 | 08/05/2012 | 08/05/2012 | 31/03/2023 | - | 1 | 0 | 2 | 0 |

| | | | | | | | | | | | | |
|--|--------------|----------------|---------|------------|------------|------------|---|-------|---|---|---|---|
| Ms. Nalini Jolly | 0852013 2 | AAKPJ3 969K | NED, ID | 21/11/1967 | 13/08/2019 | 13/08/2022 | - | 43.18 | 1 | 1 | 2 | 0 |
| Mr. Stephen Shaun Merry ⁽¹⁾ | 0874911 4 | ZZZZZ9 999Z | NED | 14/03/1969 | 26/06/2020 | 26/06/2020 | - | | 1 | 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**

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. Sunit Kapur | NED | Member | 08-05-2012 | 31-03-2023 |
| 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. Sunit Kapur | NED | Member | 08-05-2012 | 31-03-2023 |
| 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. Sumit Kapur | NED | Member | 08-05-2012 | 31-03-2023 |
| 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) |
|---|---|-----------------------------------|-----------------------------|--|---|
| 14 th November, 2022 | 13 th February, 2023 | Yes | 07 | 03 | 90 |

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> 13 th February, 2023 | Yes | 03 (Three) | 03 (Three) | 90 | 14 th November, 2022 |
| <u>Stakeholders' Relationship Committee</u> 13 th February, 2023 | Yes | 05 (Five) | 03 (Three) | 90 | 14 th November, 2022 |

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 |

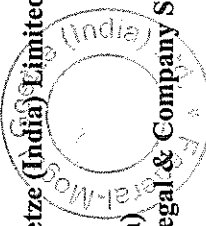
VI. Affirmations

- 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
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - 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 31st December, 2022 was placed in the Board Meeting held on 13th February, 2023. Further, the Corporate Governance Report for the quarter ended 31st March, 2023 shall be placed in the next Board meeting.

For Federal-Mogal Goetze (India) Limited

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



ANNEXURE II

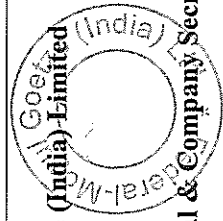
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--------------------------------------|---|
| Item | Compliance status (Yes/No/NA) | If Yes provide link to website. If No/NA provide reasons |
| As per regulation 46(2) of the LODR: Details of business | Yes | http://federalmogulgoetze.com/web/index.htm |
| Terms and conditions of appointment of independent directors | Yes | http://www.federalmogulgoetzeindia.net/web/Documents/Terms%20of%20Appointment%20of%20Independent%20Directors.pdf |
| Composition of various committees of board of directors | Yes | http://www.federalmogulgoetzeindia.net/web/manage_committee.htm |
| Code of conduct of board of directors and senior management personnel | Yes | http://www.federalmogulgoetzeindia.net/web/code.htm |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | http://www.federalmogulgoetzeindia.net/web/documents/WhistleBlowerpolicy1.pdf |
| Criteria of making payments to non-executive directors | Yes | Disclosed in the Annual Report |
| Policy on dealing with related party transactions | Yes | http://www.federalmogulgoetzeindia.net/web/documents/RPT%20Policy_Final_13thFeb2023.pdf |
| Policy for determining 'material' subsidiaries | Yes | http://www.federalmogulgoetzeindia.net/web/documents/Policy%20for%20determining%20Material%20Subsidiary_Final_13thFeb2023.pdf |
| Details of familiarization programmes imparted to independent directors | Yes | http://www.federalmogulgoetzeindia.net/web/documents/Details%20of%20FM%20Program1.pdf |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | http://www.federalmogulgoetzeindia.net/web/inv_contactus.htm |
| Email address for grievance redressal and other relevant details | Yes | http://www.federalmogulgoetzeindia.net/web/inv_contactus.htm |

| | | |
|--|--------------------------|---|
| Financial results | Yes | http://www.federalmogulgoetzeindia.net/web/finance.htm |
| Shareholding pattern | Yes | http://www.federalmogulgoetzeindia.net/web/inv_shareholdingpattern.htm |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | http://www.federalmogulgoetzeindia.net/web/inv_otherinvestments.htm |
| New name and the old name of the listed entity | Not Applicable | |
| Advertisements as per regulation 47 (1) | Yes | http://www.federalmogulgoetzeindia.net/web/documents/Reg%2047%20Dec%202022.pdf |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | Yes | http://www.federalmogulgoetzeindia.net/web/documents/LIST%20OF%20CREDIT%20RATINGS.pdf |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | http://www.federalmogulgoetzeindia.net/web/Audited%20Financial%20Statement%20of%20Material%20Subsidiary%20for%20FY%202021-22.pdf |
| As per other regulations of the LODR: | | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | www.federalmogulgoetzeindia.net/web/inv_regulation46.htm |
| Materiality Policy as per Regulation 30 | Yes | Policy on determination of materiality - With Revisions.pdf (federalmogulgoetzeindia.net) |
| Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | http://www.federalmogulgoetzeindia.net/web/documents/Federal_Dividend_Policy_29072016.pdf |
| It is certified that these contents on the website of the listed entity are correct. | | |
| 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> | <i>16(1)(b) & 25(6)</i> | Yes |
| <i>Board composition</i> | <i>17(1), (1A) & (1B)</i> | Yes |
| <i>Meeting of Board of directors</i> | <i>17(2)</i> | Yes |
| <i>Quorum of board meeting</i> | <i>17(2A)</i> | Yes |
| <i>Review of Compliance Reports</i> | <i>17(3)</i> | Yes |
| <i>Plans for orderly succession for appointments</i> | <i>17(4)</i> | Yes |
| <i>Code of Conduct</i> | <i>17(5)</i> | Yes |
| <i>Fees/compensation</i> | <i>17(6)</i> | Yes |
| <i>Minimum Information</i> | <i>17(7)</i> | Yes |
| <i>Compliance Certificate</i> | <i>17(8)</i> | Yes |
| <i>Risk Assessment & Management</i> | <i>17(9)</i> | Yes |
| <i>Performance Evaluation of Independent Directors</i> | <i>17(10)</i> | Yes |
| <i>Recommendation of Board</i> | <i>17(11)</i> | Yes |
| <i>Maximum number of directorship</i> | <i>17A</i> | Yes |
| <i>Composition of Audit Committee</i> | <i>18(1)</i> | Yes |
| <i>Meeting of Audit Committee</i> | <i>18(2)</i> | Yes |
| <i>Composition of nomination & remuneration committee</i> | <i>19(1) & (2)</i> | Yes |
| <i>Quorum of Nomination and Remuneration Committee meeting</i> | <i>19(2A)</i> | Yes |
| <i>Meeting of Nomination & Remuneration Committee</i> | <i>19(3A)</i> | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | <i>20(1), (2) & (2A)</i> | Yes |
| <i>Meeting of Stakeholder Relationship Committee</i> | <i>20 (3A)</i> | Yes |

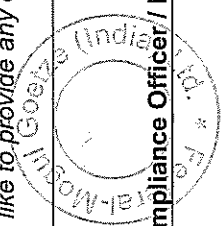
| | | |
|---|----------------------------------|----------------|
| Composition and role of risk management committee | 21(1), (2), (3), (4) | Yes |
| Meeting of Risk Management Committee | 21(3A) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1), (1A), (5), (6), (7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | Not Applicable |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2), (3), (4), (5) & (6) | Yes |
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director | 25(1) | Not Applicable |
| Maximum Tenure | 25(2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| Directors and Officers insurance | 25(10) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |



For Federal-Mogul Goetze (India) Limited
 (Dr. Khalid Iqbal Khan)
 Whole-time Director-Legal & Company Secretary

Format to be submitted by listed entity at the end of 6 months from the close of financial year

| Affirmations | | | Compliance status (Yes/No/NA)refer note below |
|---|--------------------------------------|--|---|
| Broad heading | Regulation Number | | |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website | 46(2) | | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 8(1)(d) | | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting | 19(3) | | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting | 20(3) | | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | | Yes |
| Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here. | | | |
| Name & Designation  Company Secretary / Compliance Officer / Managing Director / CEO / CFO | | | |



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 – March 31, 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:

| 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:

| 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 | - | - | - |

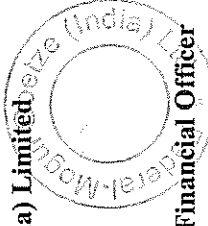
C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| 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



(Handwritten signature)

(Handwritten signature)

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

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