



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.: 15<sup>th</sup> January, 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 31<sup>st</sup> December, 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 31<sup>st</sup> December, 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 - **31-12-2023**

**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 <sup>st</sup> 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	-	106.17	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	-	84.14	1	1	2	1
Ms.	Nalini Jolly	08520132	AAKPJ3969K	NED, ID	21/11/1967	13/08/2019	13/08/2022	-	52.17	1	1	2	0

Mr.	Stephen Shaun Merry <sup>(1)</sup>	0874911 4	ZZZZZ9 999Z	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)
11 <sup>th</sup> August, 2023	9 <sup>th</sup> November, 2023	Yes	08	03	89

#### 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
<b><u>Audit Committee</u></b> 9 <sup>th</sup> November, 2023	Yes	4	3	89	11 <sup>th</sup> August, 2023
<b><u>Stakeholders' Relationship Committee</u></b> 9 <sup>th</sup> November, 2023	Yes	6	3	89	11 <sup>th</sup> August, 2023
<b><u>Risk Management Committee</u></b> 16 <sup>th</sup> October, 2023	Yes	4	1	175	25 <sup>th</sup> April, 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

<b>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</b>	NO
<b>Date of event</b>	<b>Brief Details of the event</b>
NA	NA

## 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 30<sup>th</sup> September, 2023 was placed in the Board Meeting held on 9<sup>th</sup> November, 2023. Further, the Corporate Governance Report for the quarter ended 31<sup>st</sup> December, 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**