

Dt.: 7th January, 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 ended 31st December, 2018

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, 2018.

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

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 - 31-12-2018

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 Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Krishnamurthy Naga Subramaniam	00041843	AAOPSI668N	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	AACPH7810H	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	10	6
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.	Janice 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 Subramanian	C, NED, ID	Member
3.	Mr. Sunil Kapur	NED	Member
4.	Mr. K.C. Sundarshan Pillai	NED, ID	Member

Stakeholders' Relationship Committee

S. No.	Name of the Members	Category	Chairperson/ Member
1.	Mr. Krishnamurthy Naga Subramanian	C, NED, ID	Chairperson
2.	Dr. Khalid Iqbal Khan	ED	Member
3.	Mr. Vinod Kumar Hans	ED	Member
4.	Mr. K.C. Sundarshan Pillai	NED, ID	Member
5.	Mr. Sunil Kapur	NED	Member

Nomination and Remuneration Committee

S. No.	Name of the Members	Category	Chairperson/ Member
1.	Mr. K.C. Sundarshan Pillai	NED, ID	Chairperson
2.	Mr. Krishnamurthy Naga Subramanian	C, NED, ID	Member
3.	Mr. Sunil 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)
3 rd July, 2018	10 th October, 2018	69 (Not more than 120 days)
	5 th November, 2018	25 (Not more than 120 days)

Signature

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> 5 th November, 2018	Yes	<u>Audit Committee</u> 31 st July, 2018	95
<u>Stakeholders' Relationship Committee</u> 5 th November, 2018	Yes	<u>Stakeholders' Relationship Committee</u> 31 st July, 2018	95

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 100 listed entities) – **N.A.**
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

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- 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, 2018 was placed in the board meeting held on 5th November, 2018. Further, the Corporate Governance Report for the quarter ended 31st December, 2018, shall be placed in the next Board meeting.

For Federal-Mogul Goetze (India) Limited



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

