

Dt.: 12th January 2016

1. Listing Department (Fax : 022-22723719 /22722037/
Bombay Stock Exchange Limited 22722041 /22722061/
Phiroze Jeejeebhoy Towers · 22722039 /22658121)
Dalal Street, Mumbai 400001

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 2015**

Dear Sir(s),

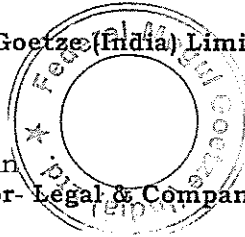
Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance of the Company for the quarter ended 31st December, 2015.

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
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Federal-Mogul Goetze (India) Limited
 2. Quarter ending: 31st December, 2015

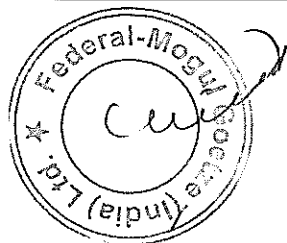
I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN ⁵	Category (Chairperson /Executive/Non-Executive/independent/Nominee) ⁶	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Krishnamurthy Naga Subramaniam	DIN : 00041843 PAN : AAOPS1668N	Chairperson/ Independent Director	13 th February 2015	5 years	1	4	1
Mr.	Khalid Iqbal Khan	DIN: 05253556 PAN : AAZPK8805E	Executive Director	22 nd May 2015	-	1	6	1
Mr.	Andreas Wilhelm Kolf	DIN : 00519780 PAN: AUEPK6157C	Executive Director	Resigned w.e.f. close of business hours of 31 st December 2015	-	1	7	3
Mr.	Mahendra Kumar Goyal	DIN : 02605616 PAN: AGOPG3298E	Independent Director	13 th August 2014	5 years	1	8	3
Mr.	Mukul Gupta	DIN : 00254597 PAN : ACGPG4953L	Independent Director	13 th February 2015	5 years	1	2	1
Mr.	Sunit Kapur	DIN : 03435110 PAN : AEYPK8728H	Non-executive Director	8 th May 2012	-	1	Nil	Nil
Ms.	Janice Ruskey Maiden	DIN : 06847230 PAN : N.A.	Non-executive Director	13 th August 2014	-	1	Nil	Nil
Mr.	Bernhard Georg Motel	DIN : 05282143 PAN : N.A.	Non-executive Director	8 th May 2012	-	1	2	Nil

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵
1. Audit Committee	Mr. Mukul Gupta Mr. Krishnamurthy Naga Subramaniam Mr. Bernhard Georg Motel	Chairperson/ Independent Director Independent Director Non-executive Director
2. Nomination & Remuneration Committee	Mr. Mukul Gupta Mr. Krishnamurthy Naga Subramaniam Mr. Bernhard Georg Motel	Chairperson/ Independent Director Independent Director Non-executive Director
3. Risk Management Committee(if applicable)		N.A.



4. Stakeholders Relationship Committee	Mr. Krishnamurthy Naga Subramaniam Mr. Andreas Wilhelm Kolf Mr. Khalid Iqbal Khan Mr. Bernhard Georg Motel Mr. Mukul Gupta	Chairperson/ Independent Director Executive Director Executive Director Non-executive Director Independent Director
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⁸Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

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)*
7 th August, 2015	28 th October, 2015 8 th December, 2015	83 days (inclusive both the days of Board Meetings)

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> 28 th October, 2015	Yes	<u>Audit Committee</u> 7 th August, 2015	83 days (inclusive both the days of Audit Committee Meetings)

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
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

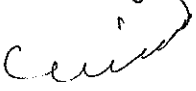
Note

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee – Not Applicable (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - First Report. This will be placed before the Board of Directors at the ensuing Board Meeting.

For Federal-Mogul Goetze (India) Limited



(Dr. Khalid Iqbal Khan)

Whole-time Director-Legal and Company Secretary

