

FEDERAL-MOGUL GOETZE (INDIA) LIMITED
REPORT ON CORPORATE GOVERNANCE
FOR THE QUARTER ENDED 31ST DECEMBER, 2011

Particulars	Clause of Listing Agreement	Compliance Status	Remarks
1. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation	49(IA)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
2. Audit Committee	49 II		
(A) Qualified and Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Power of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
3. Subsidiary Companies	49(III)	Yes	
4. Disclosures	49(IV)		
(A) Basis of related party transactions	49(IV A)	Yes	
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	
(C) Board Disclosures	49(IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IV D)	Yes	
(E) Remuneration of Directors	49(IV E)	Yes	
(F) Management	49(IV F)	Yes	
(G) Shareholders	49(IV G)	Yes	
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	Compliance has been made in the Annual Report for the year ended 31st December, 2010
VII. Compliance	49(VII)	Yes	Compliance has been made in the Annual Report for the year ended 31st December, 2010