

Dt.: 13th October 2016

1. Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001

(Fax : 022-2723719/22722037/
22722061/ 22722041/
22722039/ 22658121)

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

(Fax : 022-26598237/26598238)

Subject: Compliance Report on Corporate Governance for the Quarter/ half year ended 30th September 2016

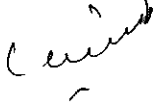
Dear Sir/ Ma'am,

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/ half year ended 30th September, 2016.

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

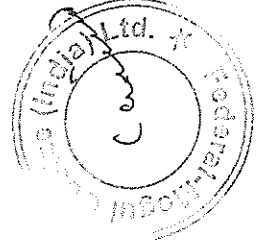
2. Central Depository Services [India]
Limited
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

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: 30th September, 2016

| I. Composition of Board of Directors | | | | | | | | | | |
|--------------------------------------|--------------------------------|----------|------------|--|---------------------|-------------------|----------------|---|---|---|
| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/N on-Executive/in dependent/N ominee) | Date of Appointment | Date of Cessation | Tenure (Years) | No. of Directorship in listed entities including this listed entity | No. of memberships in Audit/Stakeholders Relationship Committee(s) including this listed entity | No of post of Chairperson in Audit/Stakeholders Relationship Committee held in listed entities including this listed entity |
| Mr. | Krishnamurthy Naga Subramaniam | 00041843 | AAOPS1668N | C,NED,ID | 13-Feb-2015 | | 5 years | 1 | 3 | 1 |
| Mr. | Khalid Iqbal Khan | 05253556 | AAZPK8805E | ED | 22-May-2015 | | | 1 | 5 | 1 |
| Mr. | Vinod Kumar Hans | 03328309 | AAPCH7810H | ED | 01-Jan-2016 | | | 1 | 4 | 3 |
| Mr. | Rajesh Sinha | 07358567 | AGQPS7086J | ED | 01-Jan-2016 | | | 1 | 0 | 0 |
| Mr. | Manish Chadha | 07195652 | ADWPC4746J | ED | 05-Feb-2016 | | | 1 | 0 | 0 |
| Mr. | Mahendra Kumar Goyal | 02605616 | AGOPG3298E | NED, ID | 13-Aug-2014 | | 5 years | 1 | 5 | 3 |
| Mr. | Mukul Gupta | 00254597 | ACGPG4953L | NED, ID | 13-Feb-2015 | | 5 years | 2 | 1 | 1 |
| Mr. | Sunit Kapur | 03435110 | AEYPK8728H | NED | 08-May-2012 | | | 1 | 2 | 0 |
| Ms. | Janice Ruskey Maiden | 06847230 | ZZZZZ9999Z | NED | 13-Aug-2014 | | | 1 | 0 | 0 |



MJ

Note:

- The membership and chairmanship held in Audit and Stakeholders' Relationship Committee has been shown separately. Therefore, the membership does not include the chairmanship held in such committee.
- PAN- N.A. to Ms. Janice Ruskey Maiden, Director as she is Foreign Director

II. Composition of Committees

Audit Committee

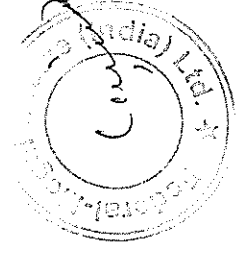
| S.No. | Name of the Members | Category | Chairperson/ Member |
|-------|------------------------------------|------------|---------------------|
| 1. | Mr. Mukul Gupta | NED,ID | Chairperson |
| 2. | Mr. Krishnamurthy Naga Subramaniam | C, NED, ID | Member |
| 3. | Mr. Sunit Kapur | NED | Member |

Stakeholders' Relationship Committee

| S.No. | Name of the Members | Category | Chairperson/ Member |
|-------|------------------------------------|------------|---------------------|
| 1. | Mr. Krishnamurthy Naga Subramaniam | C, NED, ID | Chairperson |
| 2. | Dr. Khalid Iqbal Khan | ED | Member |
| 3. | Mr. Vinod Kumar Hans | ED | Member |
| 4. | Mr. Mukul Gupta | NED,ID | Member |
| 5. | Mr. Sunit Kapur | NED | Member |

Nomination and Remuneration Committee

| S.No. | Name of the Members | Category | Chairperson/ Member |
|-------|------------------------------------|-----------|---------------------|
| 1. | Mr. Mukul Gupta | NED, ID | Chairperson |
| 2. | Mr. Krishnamurthy Naga Subramaniam | C, NED,ID | Member |
| 3. | Mr. Sunit Kapur | NED | 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) |
|---|---|---|
| 13 th May, 2016 | 29 th July, 2016 | 76 (Not more than 120 days) |

IV. Meeting of Committees

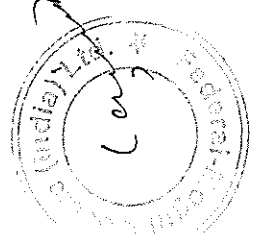
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
|---|---|---|--|
| <u>Audit Committee</u> | | <u>Audit Committee</u> | |
| 29 th July, 2016 | Yes | 13 th May, 2016 | 76 |
| <u>Stakeholders Relationship Committee</u> | | <u>Stakeholders Relationship Committee</u> | |
| 29 th July, 2016 | Yes | 13 th May, 2016 | 76 |

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 obligations and disclosure requirements) Regulations, 2015. - Yes
5. a. 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 June, 2016 was placed in the board meeting held on 29th July, 2016. Further, the Corporate Governance Report for the quarter ended 30th September, 2016, shall be placed in the next board meeting.

VII. Disclosures at the end of 6 months after end of financial year along with second quarter report of next financial year

| S. No. | Broad heading | Compliance status | If status is "No", state reason |
|--------|---|-------------------|---|
| 1. | Copy of the Annual report including Balance sheet, Profit & Loss account, Directors report, Corporate Governance Report, Business Responsibility Report displayed on website. | Yes | |
| 2. | Presence of Chairperson of Audit committee at the Annual General Meeting | No | As the Chairman of Audit Committee was not well |
| 3. | Presence of Chairperson of Nomination and Remuneration committee at the Annual General Meeting | No | As the Chairman of Nomination and Remuneration Committee was not well |
| 4. | Whether "Corporate Governance Report" disclosed in Annual Report | Yes | |

For Federal-Mogul Goetze (India) Limited



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

