

FEDERAL-MOGUL GOETZE (INDIA) LIMITED
REPORT ON CORPORATE GOVERNANCE
FOR THE QUARTER ENDED 31ST DECEMBER, 2013

| 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(IIB) | Yes | |
| (C) Power of Audit Committee | 49(IIC) | Yes | |
| (D) Role of Audit Committee | 49(IID) | Yes | |
| (E) Review of Information by Audit Committee | 49(IIE) | Yes | |
| 3. Subsidiary Companies | 49(III) | Yes | |
| 4. Disclosures | 49(IV) | | |
| (A) Basis of related party transactions | 49(IVA) | Yes | |
| (B) Disclosure of Accounting Treatment | 49(IVB) | Yes | |
| (C) Board Disclosures | 49(IVC) | Yes | |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49(IVD) | Yes | |
| (E) Remuneration of Directors | 49(IVE) | Yes | |
| (F) Management | 49(IVF) | Yes | |
| (G) Shareholders | 49(IVG) | 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, 2012 |
| VII. Compliance | 49(VII) | Yes | Compliance has been made in the Annual Report for the year ended 31st December, 2012 |