

Dt.: 6th April 2017

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/year
ended 31st March 2017**

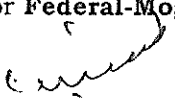
Dear Sir(s),

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/year ended 31st March 2017.

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 Limited
Trade Word, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013
2. Central Depository Services [India]
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 - 31-03-2017

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 Directorsh ip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Krishnamurthy Naga Subramanian	00041843	AAOPSI668N	C, NED, ID	13-Feb-2015		05 Years	1	3	1
Mr.	Khalid Iqbal Khan	05253556	AAZPK8805E	ED	22-May-2015			1	5	1
Mr.	Vinod Kumar Hans	03328309	AACPH7810H	ED	01-Jan-2016			1	4	3
Mr.	Rajesh Sinha	07358567	AGQPS7086J	ED	01-Jan-2016			1	0	0
Mr.	Manish Chadha	07195652	ADWPC4746I	ED	05-Feb-2016			1	0	0
Mr.	Mahendra Kumar Goyal	02605616	AGOPG3298E	NED, ID	13-Aug-2014		05 Years	1	3	3
Mr.	Mukul Gupta	00254597	ACGPG4953L	NED, ID	13-Feb-2015		05 Years	2	0	1
Mr.	KC Sundareshan Pillai	06846949	AKDPP6769L	NED, ID	16-Dec-2016		03 Years	1	2	0
Mr.	Sunit Kapur	03435110	AEYYPK8728H	NED	08-May-2012			1	2	0
Ms.	Janice Ruskey Maiden	6847230	ZZZZZ9999Z	NED	13-Aug-2014			1	0	0

Note:

1. 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.

2. Mr. K C Sundarashan Pillai was appointed as an Independent Director in the Board meeting held on 16th December, 2016 for a period of 3 years w.e.f. 16th December, 2016.
3. Mr. Krishnamurthy Naga Subramanian and Mr. Mukul Gupta were re-appointed in the Board Meeting held on 13th February 2015 as Independent Director of the Company, for a period of 5 years.
4. PAN to Ms. Janice Ruskey Maiden, Director is not applicable 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 Subramanian	C, NED, ID	Member
3.	Mr. Sunit Kapur	NED	Member
4.	Mr. K.C. Sundarashan 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. Sundarashan Pillai	NED, ID	Member
5.	Mr. Sunit Kapur	NED	Member

Nomination and Remuneration Committee

S. No.	Name of the Members	Category	Chairperson/ Member
1.	Mr. K.C. Sundarashan Pillai	NED, ID	Chairperson
2.	Mr. Krishnamurthy Naga Subramanian	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)
04 th November, 2016		41 (Not more than 120 days)
16 th December, 2016	04 th February, 2017	49 (Not more than 120 days)

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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> 04 th February, 2017	Yes	<u>Audit Committee</u> 04 th November, 2016	91
<u>Stakeholders' Relationship Committee</u> 04 th February, 2017	Yes	<u>Stakeholders' Relationship Committee</u> 04 th November, 2016	91

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

ANNEXURE-I

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. 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 31st December, 2016 was placed in the board meeting held on 04th February, 2017. Further, the Corporate Governance Report for the quarter ended 31st March, 2017, shall be placed in the next Board meeting.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	if status is "No" details of non-compliance may be given here	Web address
Details of business	Yes		http://www.federalmogulgoetzeindia.net
Terms and conditions of appointment of independent	Yes		http://www.federalmogulgoetzeindia.net
Composition of various committees of board of directors	Yes		http://www.federalmogulgoetzeindia.net
Code of conduct of board of directors and senior management personnel	Yes		http://www.federalmogulgoetzeindia.net
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.federalmogulgoetzeindia.net
Criteria of making payments to non-executive directors	Yes		http://www.federalmogulgoetzeindia.net
Policy on dealing with related party transactions	Yes		http://www.federalmogulgoetzeindia.net
Policy for determining 'material' subsidiaries	Yes		http://www.federalmogulgoetzeindia.net
Details of familiarization programmes imparted to independent directors	Yes		http://www.federalmogulgoetzeindia.net
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.federalmogulgoetzeindia.net
Email address for grievance redressal and other relevant details	Yes		http://www.federalmogulgoetzeindia.net
Financial results	Yes		http://www.federalmogulgoetzeindia.net
Shareholding pattern	Yes		http://www.federalmogulgoetzeindia.net

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Details of agreements entered into with the media companies and/or their associates	Not Applicable	http://www.federalmogulgoetzindiana.net
New name and the old name of the listed entity	Not Applicable	http://www.federalmogulgoetzindiana.net

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	if status is "No" details of non-compliance may
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	

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<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
III. Affirmations:			
Particulars	Compliance status (Yes/ No/ NA)		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	The Company does not have any material subsidiary.		

For Federal-Mogul Goetze (India) Limited



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

