

Dt.: 13<sup>th</sup> January 2015

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: Corporate Governance Compliance Report for the Quarter ending 31<sup>st</sup>  
December, 2014.**

Dear Sir(s),

Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith Corporate Governance Compliance Report of the Company for the quarter ended 31<sup>st</sup> December, 2014.

Regards,

Yours truly,

*Khalid Khan*  
**For Federal-Mogul Goetze (India) Limited**

**Khalid Khan**  
**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

**FEDERAL-MOGUL GOETZE (INDIA) LIMITED**  
**REPORT ON CORPORATE GOVERNANCE**  
**QUARTER ENDING ON: 31<sup>ST</sup> DECEMBER 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	Will be complied in the next annual report
(F) Whistle Blower Policy	49 (IIF)	YES	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	
<b>V. Subsidiary Companies</b>	49 (V)	YES	Will be complied in the next annual report
<b>VI. Risk Management</b>	49 (VI)	YES	
<b>VII. Related Party Transactions</b>	49 (VII)	YES	
<b>VIII. Disclosures</b>	49 (VIII)	YES	
(A) Related party transactions	49 (VIIIA)	YES	Will be complied in the next annual report
(B) Disclosure of Accounting Treatment	49 (VIIIB)	YES	Will be complied in the next annual report
(C) Remuneration of Directors	49 (VIII C)	YES	Will be complied in the next annual report
(D) Management	49 (VIII D)	YES	Will be complied in the next annual report
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	YES	
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	Will be complied in the next annual report
<b>X. Report on Corporate Governance</b>	49 (X)	YES	Will be complied in the next annual report
<b>XI. Compliance</b>	49 (XI)	YES	Will be complied in the next annual report

For Federal-Mogul Goetze (India) Limited

  
Khalid Khan  
Company Secretary

