

Dt.: 09th January, 2017

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 ended
31st December, 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 ended 31st December, 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

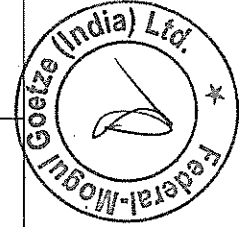
2. Central Depository Services [India]
Limited
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

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: 31st December, 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/Stakeholder 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.	Vinod Kumar Hans	03328309	AAPCH7810H	ED	01-Jan-2016			1	4	3
Mr.	Khalid Iqbal Khan	05253556	AAZPK8805E	ED	22-May-2015			1	5	1
Mr.	Manish Chadha	07195652	ADWPC4746J	ED	05-Feb-2016			1	0	0
Mr.	Rajesh Sinha	07358567	AGQPS7086J	ED	01-Jan-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	0	1
Mr.	K C Sundarshan Pillai	06846949	AKDPP6769L	NED, ID	16-12-2016		3 years	1	2	0
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



(Signature)

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 to Ms. Janice Ruskey Maiden, Director is not applicable as she is Foreign Director.
- Mr. Krishnamurthy Naga Subramaniam 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.

II. Composition of Committees

Audit Committee

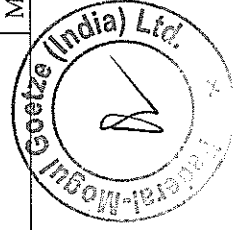
S. No.	Name of the Members	Category	Chairperson/ Member
1.	Mr. Mukul Gupta	NED, ID	Chairperson
2.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Member
3.	Mr. Sunit Kapur	NED	Member
4.	Mr. K.C. Sundareshan Pillai	NED, ID	Member

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. K.C. Sundareshan 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. Sundareshan Pillai	NED, ID	Chairperson
2.	Mr. Krishnamurthy Naga Subramaniam	C, NED, ID	Member
3.	Mr. Sunit Kapur	NED	Member



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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)
29 th July, 2016	04 th November, 2016	97 (Not more than 120 days)
	16 th December, 2016	41 (Not more than 120 days)

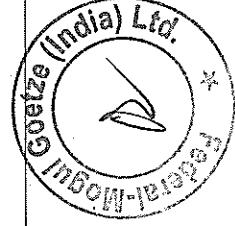
IV. Meeting of Committees

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> 04 th November, 2016	Yes	<u>Audit Committee</u> 29 th July, 2016	97
<u>Stakeholders Relationship Committee</u> 04 th November, 2016	Yes	<u>Stakeholders Relationship Committee</u> 29 th July, 2016	97
<u>Nomination and Remuneration Committee</u> 04 th November, 2016	Yes	<u>Nomination and Remuneration Committee</u> Nil	

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

[Handwritten Signature]



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. This report/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 30th September, 2016 was placed in the Board meeting held on 04th November, 2016. Further, the Corporate Governance Report for the quarter ended 31st December, 2016, shall be placed in the next Board meeting.

For Federal Mogul Soesha (India) Limited



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