

Dt.: 8th April 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 31st
March 2015**

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 31st March, 2015.

Regards,

Yours truly,

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 ST MARCH, 2015			
Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	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	Will be complied in the next annual report
III. Audit Committee	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	
IV. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	YES	
VI. Risk Management	49 (VI)	YES	
VII. Related Party Transactions	49 (VII)	YES	
VIII. Disclosures	49 (VIII)	YES	
(A) Related party transactions	49 (VIII A)	YES	Will be complied in the next annual report
(B) Disclosure of Accounting Treatment	49 (VIII B)	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	
IX. CEO/CFO Certification	49 (IX)	YES	Will be complied in the next annual report
X. Report on Corporate Governance	49 (X)	YES	Will be complied in the next annual report
XI. Compliance	49 (XI)	YES	Will be complied in the next annual report

For Federal-Mogul Goetze (India) Limited


Khalid Khan
Company Secretary

08th April 2015

