

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

Particulars	Clause of Listing Agreement	Compliance Status	Remarks
<b>1. Board of Directors</b>	<b>49 I</b>		
(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	
<b>2. Audit Committee</b>	<b>49 II</b>		
(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	
<b>3. Subsidiary Companies</b>	<b>49(III)</b>	Yes	
<b>4. Disclosures</b>	<b>49(IV)</b>		
(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	
<b>V. CEO/CFO Certification</b>	<b>49(V)</b>	Yes	
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	Compliance has been made in the Annual Report for the year ended 31st December, 2011
<b>VII. Compliance</b>	<b>49(VII)</b>	Yes	Compliance has been made in the Annual Report for the year ended 31st December, 2011