

Dt.: 05th April, 2018

1. Listing Department (Fax: 022-22723719 /22722037/
BSE 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, 2018

Dear Sir/Ma'am,

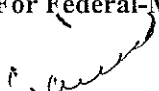
Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance of the Company for the quarter/year ended 31st March, 2018.

This is for your kind information & record.

Regards.

Yours truly,

For Federal-Mogul Goetze (India) Limited


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

- 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
- 31-03-2018

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairpersons on Executive/ Non-Executive/ Independent/ Nominice)	Date of Appointment	Date of cessation	Tenure (years)	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Krishnamurthy Naga Subramaniam	00041843	AAOPS1668N	C, NED, ID	13-Feb-2015		05 Years	1	3	1
Mr.	Khalid Iqbal Khan	05253556	AAZPK8805E	ED	22-May-2015			1	3	0
Mr.	Vinod Kumar Hans	03328309	AACPH7810H	ED	01-Jan-2016			1	7	0
Mr.	Rajesh Sinha	07358567	AGQPS7086J	ED	01-Jan-2016			1	0	0
Mr.	Manish Chadha	07195652	ADWPC4746J	ED	05-Feb-2016			1	2	0
Mr.	Mahendra Kumar Goyal	02605616	AGOPG3298E	NED, ID	13-Aug-2014		05 Years	1	6	0
Mr.	Mukul Gupta	00254597	ACGPG4953L	NED, ID	13-Feb-2015		05 Years	2	1	1
Mr.	KC Sundareshan Pillai	06846949	AKDPP6769L	NED, ID	16-Dec-2016		03 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

Note:

1. The membership includes the chairmanship held in Audit and Stakeholders' Relationship Committees. For Example, if a director is a chairperson in one Audit Committee of a public limited entity, then membership has also been included in total memberships as per regulation 26 of SEBI (LODR) Regulations, 2015.
2. Ms. Janice Ruskey Maiden is a Foreign Director and does not hold any Permanent Account Number (PAN).



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



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)
08 th December, 2017	07 th February, 2018	60 (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> 07 th February, 2018	Yes	<u>Audit Committee</u> 06 th December, 2017 08 th December, 2017	60 (Not more than 120 days)
<u>Stakeholders' Relationship Committee</u> 07 th February, 2018	Yes	<u>Stakeholders' Relationship Committee</u> 08 th December, 2017	60 (Not more than 120 days)

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

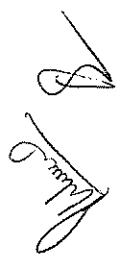
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - 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. a. 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, 2017 was placed in the board meeting held on 07th February, 2018. Further, the Corporate Governance Report for the quarter ended 31st March, 2018, 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		Web address
Item	Compliance status (Yes/No/NA)	if status is "No" details of non-compliance may be given here
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
Details of agreements entered into with the media companies and/or their associates	Not Applicable	http://www.federalmogulgoetzeindia.net
New name and the old name of the listed entity	Not Applicable	http://www.federalmogulgoetzeindia.net

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	if status is "No" details of non-compliance may
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	

<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<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

