

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

CIN : L74899DL1954PLC002452

Registered Office: G-4, J.R Complex Gate No.-4, Mandoli Delhi: 110093

Corporate Office: 10th Floor, Paras Twin Towers Golf Course Road, Sector 54 Gurgaon-122002

Website: www.federalmogulgoetze.com; Tel. : +91 124 4784530; Fax : +91 124 4292840

DETAILS OF FAMILIARIZATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS

Name of Director and Programmes	Date of Familiarisation Programme	Particulars of Programmes	No. of hours spent by directors	No. of programmes attended by director	Cumulative No. of programmes and hours
Mr. K N Subramaniam					
- Seminar	10 th & 11 th October 2014	Improving Board Effectiveness - A Capability Building Programme	16 hours (approx.)	01	Programmes-01 No. of Hours-16 (approx.)
- Plant Visit	17 th & 18 th October 2014	Plant visit for understanding the industry, company and manufacturing processes	10 hours (approx.)	01	Programmes-02 No. of Hours-26 (approx.)
Mr. Mukul Gupta					
- Seminar	10 th & 11 th October 2014	Improving Board Effectiveness - A Capability Building Programme	16 hours (approx.)	01	Programmes-01 No. of Hours-16 (approx.)
- Plant Visit	17 th & 18 th October 2014	Plant visit for understanding the industry, company and manufacturing processes	10 hours (approx.)	01	Programmes-02 No. of Hours-26 (approx.)
- Seminar	4 th June 2016	Driving a Sustainable Organisation through Board Diversity	08 hours (approx.)	01	Programmes-03 No. of Hours-34 (approx.)
Mr. Mahendra Goyal					
	13 th February 2015	Mr. Goyal was appraised about the role, responsibilities and duties of Independent Directors	5 hours (approx.)	01	Programmes-01 No. of Hours-05 (approx.)
	22 nd May 2015	Mr. Goyal was appraised about	5 hours (approx.)	01	Programmes-02 No. of Hours-10

		the general overview of automotive industry and manufacturing processes of the Company			(approx.)
	25 th January 2016	Bangalore Plant visit for understanding the industry, company and manufacturing processes	8 Hours (approx.)	01	Programmes-03 No. of Hours-18 (approx.)

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FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

(effective from 1st October, 2014)

Preamble

In accordance with the requirements of regulation 25 and 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

Purpose & Objective

The Program aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the Business & Operations of the Company and contribute significantly to the Company.

Details of Familiarisation Programme & Plant Visit

The Company arranged a Plant Visit of its Plant situated in Bangalore for Mr. K.N. Subramaniam and Mr. Mukul Gupta on 17th & 18th day of October, 2014. Mr. Mahendra Goyal was apprised about the industry, Company and manufacturing processes at various Plants of the Company located in India. Mr. K.N. Subramaniam and Mr. Mukul Gupta also attended a Seminar on “**Improving Board Effectiveness - A Capability Building Programme**” on 10th & 11th day of October, 2014 which was organised by **The KPMG Governance Institute** to familiarise them about their roles, responsibilities and duties as Independent Directors. The

independent directors were provided an overview of:

- (1) Criteria of independence applicable to Independent Directors as per Clause 49 (II) (B) (7) of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- (2) Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- (3) Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, Fraud response plan, obtaining Audit Committee approval, wherever required;
- (4) Dealing with Related Party transactions under the Companies Act, 2013 and the Listing Agreement; and
- (5) Internal Financial Controls.

Programme and Disclosure

- (1) Familiarisation Programme will be conducted “as needed” basis during the year.
- (2) As and when familiarisation programme is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Reports of the Company.