

Dt.: 07<sup>th</sup> July, 2017

1. Listing Department (Fax : 022-2723719/22722037/  
BSE Limited 22722061/ 22722041/  
Phiroze Jeejeebhoy Towers 22722039/  
Dalal Street, Mumbai 400001 22658121)

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 ended 30<sup>th</sup> June, 2017**

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 30<sup>th</sup> June, 2017.

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  
28<sup>th</sup> 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 - 30-06-2017

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	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 on 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	5	1
Mr.	Vinod Kumar Hans	03328309	AACPH7810H	ED	01-Jan-2016			1	4	3
Mr.	Rajesh Sinha	07358567	AGQPS7086J	ED	01-Jan-2016			1	0	0
Mr.	Manish Chadha	07195652	ADWPC4746J	ED	05-Feb-2016			1	0	0
Mr.	Mahendra Kumar Goyal	02605616	AGOPG3298E	NED, ID	13-Aug-2014		05 Years	1	3	3
Mr.	Mukul Gupta	00254597	ACGPG4953L	NED, ID	13-Feb-2015		05 Years	2	0	1
Mr.	KC Sundarshan 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

*[Signature]*  
ML

**Note:**

1. 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.
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)
04 <sup>th</sup> February, 2017	19 <sup>th</sup> May, 2017	103 (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> 19 <sup>th</sup> May, 2017	Yes	<u>Audit Committee</u> 04 <sup>th</sup> February, 2017	103
<u>Stakeholders' Relationship Committee</u> 19 <sup>th</sup> May, 2017	Yes	<u>Stakeholders' Relationship Committee</u> 04 <sup>th</sup> February, 2017	103

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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) - **N.A.**
- 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**
- 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**
  - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

MS



b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2017 was placed in the board meeting held on 19<sup>th</sup> May, 2017. Further, the Corporate Governance Report for the quarter ended 30<sup>th</sup> June, 2017, shall be placed in the next Board meeting.

For Federal-Mogul Goetze (India) Limited



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