

Dt.: 06th July 2016

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: Compliance Report on Corporate Governance for the Quarter ended 30th June 2016

Dear Sir(s),

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 30th June 2016.

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 Limited
Trade Word, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013
2. Central Depository Services [India]
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai 400 023

ANNEXURE I

Format to be submitted by listed entity on quarterly basis
 - Federal-Mogul Goetze (India) Limited.
 - 30-June-2016

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 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	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 Chaudha	07195652	ADWPC4746J	ED	05-Feb-2016			1	0	0
Mr.	Mahendra Kumar Goyal	02605616	AGOPG3298E	NED, ID	13-Aug-2014		05	1	5	3
Mr.	Mukul Gupta	00254597	ACGPG4953L	NED, ID	13-Feb-2015		05	1	1	1
Mr.	Sunit Kapur	03435110	AEYPK8728H	NED	08-May-2012			1	2	0
Mrs.	Janice Ruskey Malden	06847230	ZZZZZ9999Z	NED	13-Aug-2014			1	0	0

Note:

- 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.
- Mr. K N Subramaniam was appointed as Independent Director on 13th February 2015 for a period of 5 years.
- Mr. Mukul Gupta was appointed as Independent Director on 13th February 2015 for a period of 5 years.
- Mr. Mahendra Kumar Goyal was appointed as Independent Director 13th August 2014 for a period of 5 years.

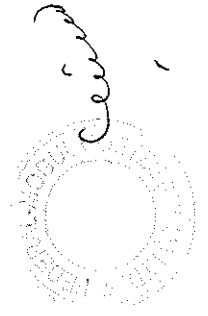
II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Krishnamurthy Naga Subramaniam	C,NED,ID	Member
2	Mukul Gupta	NED,ID	Chairperson
3	Sunit Kapur	NED	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Krishnamurthy Naga Subramaniam	C,NED,ID	Chairperson
2	Khalid Iqbal Khan	ED	Member
3	Vinod Kumar Hans	ED	Member
4	Mukul Gupta	NED,ID	Member
5	Sunit Kapur	NED	Member



Handwritten initials/signature

Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Krishnamurthy Naga Subramaniam	C,NED,ID	Member
2	Mukul Gupta	NED,ID	Chairperson
3	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-Feb-2016	13-May-2016	98

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 (in number of days)
13-May-2016	Yes	04-Feb-2016	98

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	Not Applicable
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) - **NA**
- 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**
 - Any comments/observations/advice of Board of Directors may be mentioned here: **Nil.**

The Corporate Governance Report for the quarter ended 31st March, 2016 was placed in the board meeting held on 13th May 2016. Further, the Corporate Governance Report for the quarter ended 30th June 2016, shall be placed in the next board meeting.

For Federal-Mogul Goetze (India) Limited


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

