



GOETZE INDIA

Dt.: 8th April 2016

1. Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001

(Fax : 022-2723719/22722037/
22722061/ 22722041/
22722039/ 22658121)

2. Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (East), Mumbai 400051

(Fax : 022-26598237/26598238)

Subject: Compliance Report on Corporate Governance for the Quarter ended 31st March 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 31st March, 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
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

Federal-Mogul Goetze (India) Ltd.

Regd. Office : G-4, J.R. Complex, Gate No.- 4, Mandoli, Delhi - 110093
Tel. : +91.11.71745745, Fax : +91.11.71745746

Corporate Identity Number: L74899DL1954PLC002452

Corporate Office : Paras Twin Towers, 10th Floor, Tower B, Sector 54, Golf Course Road, Gurgaon - 122 002
Tel. : +91.124.4784530, Fax : +91.124.4292840



ANNEXURE I

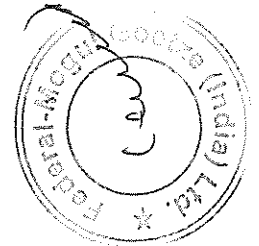
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Federal-Mogul Goetze (India) Limited.
2. Quarter ending - 31-Mar-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	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	41843	AAOPS1668N	C,NED,ID	13-Feb-2015		05	1	3	1
Mr.	Khalid Iqbal Khan	5253556	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	07195662	ADWPC4746J	ED	05-Feb-2016			1	0	0
Mr.	Mahendra Kumar Goyal	2605616	AGOPG3298E	NED,ID	13-Aug-2014		05	1	5	3
Mr.	Mukul Gupta	254597	ACGPG4953L	NED,ID	13-Feb-2015		05	1	1	1
Mr.	Sunit Kapur	3435110	AEYPK8728H	NED	08-May-2012			1	2	0
Mrs.	Janice Ruskey Maiden	6847230	ZZZZZ9999Z	NED	13-Aug-2014			1	0	0
Mr.	Bernhard Georg Motel	05282143	ZZZZZ9999Z	NED	08-May-2012	05-Feb-2016		0	0	0

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. Mr. K N Subramaniam was appointed as Independent Director on 13th February 2015 for a period of 5 years.
3. Mr. Vinod Kumar Hans was appointed in the Board Meeting held on 8th December 2015 w.e.f. 1st January 2016.
4. Mr. Manish Chadha was appointed in the Board Meeting held on 4th February 2016 w.e.f. 5th February 2016.
5. Mr. Rajesh Sinha was appointed in the Board Meeting held on 8th December 2015 w.e.f. 1st January 2016.
6. Mr. Mukul Gupta was appointed as Independent Director on 13th February 2015 for a period of 5 years.
7. In the Board meeting held on 4th February, 2016, the Board accepted the resignation of Mr. Bernhard Georg Motel as Director of the Company w.e.f. 5th February, 2016. Accordingly, Mr. Bernhard Motel does not hold any membership/chairmanship in the committees of directors of the Company.



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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

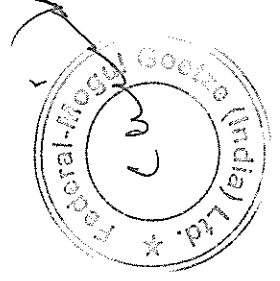
Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership

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	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
28-Oct-2015			57
08-Dec-2015	yes	04-Feb-2016	

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)
04-Feb-2016	yes	28-Oct-2015	98

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes



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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

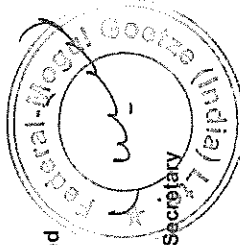
VI. Affirmations

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) - **Yes**
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, 2015 was placed in the board meeting held on 4th February 2016. Further, the Corporate Governance Report for the quarter/year ended 31st March 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

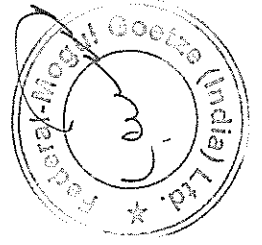


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ANNEXURE II

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		Compliance status (Yes/No/NA)
Item		
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Not Applicable
New name and the old name of the listed entity		Not Applicable
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes



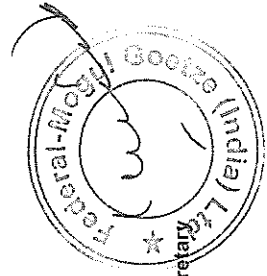
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Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

For Federal-Mogul Goetze (India) Limited



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

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