

**FEDERAL-MOGUL GOETZE (INDIA) LIMITED**  
**REPORT ON CORPORATE GOVERNANCE**  
**FOR THE QUARTER ENDED 31ST MARCH, 2014**

Particulars	Clause of Listing Agreement	Compliance Status	Remarks
<b>1. Board of Directors</b>	<b>49 I</b>		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation	49(IA)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>2. Audit Committee</b>	<b>49 II</b>		
(A) Qualified and Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Power of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
<b>3. Subsidiary Companies</b>	<b>49(III)</b>	Yes	
<b>4. Disclosures</b>	<b>49(IV)</b>		
(A) Basis of related party transactions	49(IVA)	Yes	
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	Will be complied in the next annual report
(C) Board Disclosures	49(IVC)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IVD)	Yes	
(E) Remuneration of Directors	49(IV E)	Yes	Will be complied in the next annual report
(F) Management	49(IV F)	Yes	Will be complied in the next annual report
(G) Shareholders	49(IV G)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49(V)</b>	Yes	Will be complied in the next annual report
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	Will be complied in the next annual report
<b>VII. Compliance</b>	<b>49(VII)</b>	Yes	Will be complied in the next annual report

For Federal-Mogul Goetze (India) Limited

SD/-  
Khalid Khan  
Company Secretary