

Dt.: 23rd May, 2019

1. Listing Department (Fax: 022-22723719 /22722037/
BSE 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 : Annual Secretarial Compliance Report for the year ended March 31, 2019
Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019

Dear Sir/Madam,



Puruant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019; please find enclosed the Annual Secretarial Compliance Certificate issued by Surinder Vashishtha & Associates, Practicing Company Secretaries.

Your are requested to take the same on your records.

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
Marathon Futurex, A-Wing
25th Floor, NM Joshi Marg,
Lower Parel, Mumbai – 400 013



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Surinder Vashishtha & Associates

(COMPANY SECRETARIES)

UGF, G-1/285, Dal Mill Road, Uttam Nagar, New Delhi-59
E-mail : svacslegal@gmail.com

SECRETARIAL COMPLIANCE REPORT OF FEDERAL-MOGUL GOETZE
(INDIA) LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019

We Surinder Vashishtha & Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Federal-Mogul Goetze (India) Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity is <http://www.federalmogulgoetzeindia.net>
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable as the Listed Entity has not bought back / proposed to buy-back any of its securities during the Review Period;**



(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable as the Listed Entity has not issued any shares/options to directors/employees under the said guidelines/regulations during the Review Period;**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Listed Entity has not issued any debt securities during the Review Period;**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not applicable as the Listed Entity has not issued any Non-Convertible and Redeemable Preference Shares during the Review Period;**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

Based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **Not Applicable**

Sr. No.	Action taken by	Details of violation	Details of action taken	Observations/ remarks of the
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Surinder Kashishina & Associates
CP No. 12313
Delhi
Company Secretary

			E.g. fines, warning letter, debarment, etc.	Practicing Company Secretary, if any.
Not Applicable				

d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

**For SURINDER VASHISHTHA & ASSOICATES
COMPANY SECRETARIES**

SURINDER VASHISHTHA

ACS: 21285

C.P. No. : 12313

Surinder Vashishtha

Place: Gurugram

Date: 23rd May, 2019

