



Federal-Mogul Goetze (India) Limited
A Tenneco Group Company
Corporate Office : Paras Twin Towers,
10th Floor, Tower B, Sector 54,
Golf Course Road, Gurugram - 122 002
Tel. : (91-124) 4784530 • Fax : (91-124) 4292840

Dt.: 15th June, 2021

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

Ref: 1) SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019
2) SEBI Circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated 29th April, 2021

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2021

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27 /2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Certificate of Federal-Mogul Goetze (India) Limited issued by M/s Surinder Vashishtha & Associates, Practicing Company Secretaries, for the financial year ended 31st March, 2021.

You are requested to take the same on your records.

for Federal-Mogul Goetze (India) Limited

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

Encl: As above

Corporate Identification Number: L74899DL1954PLC002452
Regd. Office : DLF Prime Towers 10 Ground Floor, F 79 & 80, Okhla Phase - I, New Delhi - 110 020
Tel. : (91-11) 49057597 • Fax : (91-11) 49057597
www.federalmogulgoetzeindia.com



Surinder Vashishtha & Associates

(COMPANY SECRETARIES)

Unit No. 212, Best Arcade, Plot No. 3, Pocket-6, K M Chowk
Sector-12, Dwarka, New Delhi - 110075

Mobile : +91-9868074335
+91-8278082790
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GSTIN : 07BKWPS2292D1ZN
MSME UAM NO. DL11D0012168

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF FEDERAL-MOGUL GOETZE
(INDIA) LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021**

Federal-Mogul Goetze (India) Limited

DLF Prime Towers, 10 Ground Floor,
F-79 & 80, Okhla Phase-I,
New Delhi – 110020

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, 2021 (“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;

(i)The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and participants) Regulations, 2018 to the extent applicable;

(j)The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issue;

(k)Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.**Not applicable during the Review Period**

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 E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the 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 31 st March, 2020	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
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Digitally signed by
SURINDER
VASHISHTHA
Date: 2021.06.15
08:06:23 +05'30'

SURINDER VASHISHTHA
ACS: 21285
C.P. No. : 12313
UDIN A021285C000462792

Place: Delhi

Date: 15th June, 2021

Notes: Due to the prevailing circumstance of COVID-19, we conducted the secretarial audit based on the verification and examination of the Secretarial Records including Minutes, Documents, Registers and other records furnished by/obtained from the Company in physical/electronic mode. The Report is limited to the Statutory Compliances of laws/regulations/ guidelines listed in our report of which, the due date has been ended/expired before March, 2021 pertaining to the Financial year 2020-21.