



**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.: 11<sup>th</sup> June, 2020

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: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019**

**Subject: Annual Secretarial Compliance Report for the year ended March 31, 2020**

Dear Sir/Madam,

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27 /2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Certificate issued by M/s Surinder Vashishtha & Associates, Practicing Company Secretaries for the financial year ended 31<sup>st</sup> March, 2020.

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

CC: 1. National Securities Depository Limited  
Trade Word, 4<sup>th</sup> Floor  
Kamala Mills Compound  
Senapati Bapat Marg  
Lower Parel, Mumbai 400 013

2. Central Depository Services [India] Limited  
Marathon Futurex, A-Wing  
25<sup>th</sup> Floor, NM Joshi Marg,  
Lower Parel, Mumbai – 400 013



# 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 31<sup>ST</sup> MARCH, 2020

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 31<sup>st</sup> March, 2020 ("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
Nil			

(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:





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.
<b>Nil</b>				

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
<b>Not Applicable</b>				

**For SURINDER VASHISHTHA & ASSOICATES  
COMPANY SECRETARIES**

*Surinder Vashishtha*

**SURINDER VASHISHTHA  
ACS: 21285  
C.P. No. : 12313  
UDIN A021285B000330616**



Place: Kurukshetra  
Date: 10<sup>th</sup> June, 2020