



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.: 23rd May, 2023

1. Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001

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

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

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

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 and other related circulars & notifications issued by SEBI & Exchanges from time to time, please find enclosed the Annual Secretarial Compliance Certificate of Federal-Mogul Goetze (India) Limited issued by Deepika Gera, Practicing Company Secretaries, for the financial year ended 31st March, 2023.

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

DEEPIKA GERA, Company Secretaries

531, Delhi , Apartments, Plot
No. 15 C, Sector – 22, Dwarka,
NewDelhi, 9810906588 (M),
deep.gera@gmail.com

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF FEDERAL-MOGUL GOETZE
(INDIA) LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2023**

Federal-Mogul Goetze (India) Limited

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

We, DEEPIKA GERA, 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, 2023 (“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 and Sweat Equity) Regulations, 2021 - **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 Securities) Regulations, 2021 - **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**

National Stock Exchange of India (NSE) vide its Circular Ref. No. NSE/CML/2023/21 dated 16th March, 2023 and NSE/CML/ 2023/30 dated April 10, 2023 have made following additional affirmations to be included in this Report.

We hereby report that, during the Review Period the Compliance status of the Company is appended below:

| Sr. No. | Particulars | Compliance status (Yes/No/NA) | Observations /Remarks by PCS* |
|----------------|---|--------------------------------------|--------------------------------------|
| 1. | <u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) | Yes | |
| 2. | <u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities | Yes | |

| | | | |
|----|--|-----|--|
| | <ul style="list-style-type: none"> • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | | |
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | |
| 4. | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p> | Yes | |
| 5. | <p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p> | Yes | |
| 6. | <p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p> | Yes | |
| 7. | <p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p> | Yes | |
| 8. | <p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> | Yes | |

| | | | |
|-----|---|-----|-------------------------------|
| | (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | NA | Complied in the above column. |
| 9. | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | No | |
| 12. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | NA | |

(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) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action Advisory/Clarification/Fine/Show Cause Notice / Warning, etc | Details of Violation | Fine Amount | Observations/Remarks of the Practising Company Secretary | Management Response | Remarks |
|---------|--|--------------------------|------------|-----------------|---|----------------------|-------------|--|---------------------|---------|
| | | | | | NIL | | | | | |

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

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action Advisory/Clarification/Fine /Show Cause Notice / Warning, etc | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|-------------------------|------------|-----------------|--|----------------------|-------------|--|---------------------|---------|
| | | | | | N.A | | | | | |

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 and the details of action 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) :-

| Sr. No | Compliance Requirement (Regulations/circulars / guidelines including specific clause) | Deviations /Details of Violation | Details of Action taken e,g fines, warning letter, debarment, etc. | Observations/Remarks of the Practicing Company Secretary |
|-----------------------|---|----------------------------------|--|--|
| Not Applicable | | | | |

b) 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 | Observations made in the secretarial compliance | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the |
|---------|--|---|--|---|
| | | | | |

| | Secretary in the previous reports | report for the year ended 31 st March, 2021 | | actions taken by the listed entity |
|----------------|-----------------------------------|--|--|------------------------------------|
| Not Applicable | | | | |

For DEEPIKA GERA, Company Secretaries

**DEEPIKA
GERA**


Digitally signed by DEEPIKA GERA
Date: 2023.05.01 12:31:19 +05'30'

DEEPIKA GERA

FCS: 3531

C.P. No. : 7487

Peer Review Certificate No. 2081/2022

UDIN: F003531E000230846

Date: 1st May, 2023

Place: New Delhi

Notes: 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 pertaining to the Financial year 2022-23.