

(Approved by the Board of Directors on 15th May, 2015

Date Of revision #1 – 20th March, 2019

Date of revision #2 – 25th August, 2020

Date of revision #3 – 12th November, 2020

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

This code of conduct for prevention of insider trading may be hereinafter referred to as the “Code”. The Code is effective from 15th May, 2015. Vide Notification dated 31st December, 2018, the SEBI (Prohibition of Insider Trading) Regulations, 2015 were further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 with its amendments to take effect from 1 April, 2019.

Further vide Notification dated 17th July, 2020, the SEBI (Prohibition of Insider Trading) Regulations, 2015 were amended by the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2020 effective 17th July, 2020.

I. APPLICABILITY

Pursuant to Regulation 9(4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors in consultation with the Compliance Officer hereinbelow specifies the following as “Designated Persons” to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

“Designated Persons” means and includes a person occupying any of the following positions in the Company:-

- (i) Any Designated employee of the Company;
- (ii) All Directors on the Board
- (iii) All KMPs (Key Managerial Persons as defined under the Companies Act, 2013)
- (iv) Designated Employees of Associate Companies / Subsidiaries / Group Companies / Companies under Same Management.
- (v) Promoters

The Code applies to the aforementioned categories of persons including their ‘immediate relatives’ and persons with whom such designated person(s) share a material financial relationship.

Additionally, the insider trading policy of the ultimate parent company of the Company, i.e Tenneco Inc. which is a public company listed on NASDAQ, shall also be applicable on the Designated Persons.

II. DEFINITIONS

“**Act**” means the Securities and Exchange Board of India Act, 1992;

“**Board**” means the Securities and Exchange Board of India;

“**Compliance Officer**” means “Company Secretary” or any senior officer, designated so and reporting to the board of directors who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (hereinafter called as “Regulations”) and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in SEBI regulations or in this code under the overall supervision of the board of directors of the Company or the head of an organization, as the case may be;

Explanation: For the purpose of this code, financially literate shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows

‘**Company**’ means Federal-Mogul Goetze (India) Limited

‘**Connected person**’ means:

- (i) Any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) The persons falling within the following categories shall be deemed to be connected persons, unless the contrary is established –
 - (i). an immediate relative of connected persons specified in clause (i); or
 - (ii). a holding Company or associate Company or subsidiary Company; or
 - (iii). an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (iv). an investment Company, trustee Company, asset management Company or an employee or director thereof; or
 - (v). an official of a stock exchange or of clearing house or corporation; or
 - (vi). a member of board of trustees of a mutual fund or a member of the board of directors of the asset management Company of a mutual fund or is an employee thereof; or

- (vii). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (viii). an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (ix). a banker of the Company; or
- (x). a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of a Company or his immediate relative or banker of the Company, has more than ten per cent of the holding or interest;

“Designated Employees” means the following, wherever located or based:-

- (a) Managing Director/Executive Director/Whole Time Director
- (b) All employees in the cadre of General Manager and above
- (c) All employees of the Company at the Corporate Office as well as the Finance Control/ Functional Heads of all the Plants/depots, who have access to unpublished price sensitive information
- (d) All Ex-employees falling in any of the above categories who are presently on a full time contract or retainerhip with the Company.
- (e) all employees who have access to unpublished price sensitive information are identified as designated employees;
- (f) Any other person as may be determined by the Compliance Officer, based on their functional role in the organization, for the purpose of monitoring adherence to the Code for preservation of UPSI.

"Generally available information" means information that is accessible to the public on a non-discriminatory basis.

“Immediate Relatives”:- Means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

“Insider trading”: When insiders use unpublished price sensitive information to arrive at securities trading (including buying as well as selling) decisions, the action is referred to as insider trading.

‘Insider’ means any person who is or was a “Connected Person” or in possession of or having access to the unpublished price sensitive information. Further, any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this Code.

‘Material financial relationship’ shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

‘Officer’ means and includes a Director, Manager, Secretary or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act and Auditors of the Company.

"Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

"Promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;]

‘Unpublished Price Sensitive Information’ means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel

The above is only an illustrative list and there might be other instances in relation to which certain unpublished information, upon becoming public, might materially affect the price of securities of the Company.

“Trading Window” means the time period during which trades in Company’s securities can be done by the Designated Persons, subject compliance with relevant clauses of the Code.

‘Transaction or Trade’ means a transaction in securities whether through stock exchange or private arrangement and includes sale, purchase, exchange, trading, arbitrage, derivative, option, future and any other type of deal wherein the rights to acquire / sell the securities may arise or to be transferred, whether involving delivery of securities or not. However, exercise of options under ESOPs shall not be considered a transaction or trade.

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

III. DUTIES OF COMPLIANCE OFFICER:

The Compliance officer shall be responsible for:

1. Setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Unpublished Price-Sensitive Information', 'Pre-Clearing of trade of 'Designated Persons' and their immediate relative in consultation /approval of the Managing Director/Executive Director/Whole Time Director, and monitoring of trades and the implementation of the Code under the overall supervision of the Board of the Company.
2. To maintain record of Designated Persons and their immediate relative and changes made to the list from time to time.
3. Monitoring adherence to the rules for the preservation of 'Price Sensitive Information' and to report to the Board of Directors and in particular, providing reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.
4. Assisting and guiding the employees in complying with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Code.
5. Declaring Closure and reopening of the Trading Window.
6. Inform the Stock Exchanges from time to time of any price sensitive information on immediate basis.
7. Reporting violation of the Code to the Board of Directors or violations of SEBI (Prohibition of Insider Trading) Regulations to the Securities and Exchange Board of India.
8. In case it is observed by the Board of Directors that there has been a violation of these regulations, it shall be the duty of the Compliance Officer to promptly inform the same to the Securities and Exchange Board of India.
9. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
10. He shall do all such things as provided in the SEBI Insider Trading Regulations as may be prescribed by SEBI from time to time

The Interpretation of various clauses of the Code and decisions taken thereunder by the compliance officer shall be binding and shall not be called in question.

IV. RESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

1. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation – For the purpose of illustration, the term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

2. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

V. RESTRICTION ON TRADING WHILE IN POSSESSION OF UPSI

(1) No insider shall trade in securities on a stock exchange when in possession of unpublished price sensitive information:

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession

However, the insider may prove his innocence by demonstrating the circumstances including the following: –

- the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of this Code and both parties had made a conscious and informed trade decision and the said shall be reported by the insiders to the company within two working days;
- the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of this code and both parties had made a conscious and informed trade decision;
- the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

In the case of non-individual insiders: –

- the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
- appropriate and adequate arrangements were in place to ensure that the Code and the regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- the trades were pursuant to a trading plan set up in accordance with the procedure hereinafter specified.

(2) The Promoters, Directors, KMPs, Designated Employees/ Persons and Connected persons, when in possession of UPSI shall not trade in securities of the Company either on their own behalf or on behalf of any other person.

(3) When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

(4) The trades pursuant to a “Trading Plan” set up in accordance with Regulation 5 of the 2015 Regulations may be permitted subject to the approval of Trading Plan by the Compliance Officer and public disclosure of it on the Stock Exchanges.

VI. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in SEBI’s Prohibition of Insider Trading Regulations to prevent insider trading.

The internal controls shall include the following:-

1. All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of SEBI’s Prohibition of Insider Trading Regulations.
2. Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations.
3. All employees and other persons with whom unpublished price sensitive information is shared with, shall be required to ensure the compliance of SEBI’s Prohibition of Insider Trading Regulations.
4. All employees who have access to unpublished price sensitive information are identified as designated employee;
5. periodic process review to evaluate effectiveness of such internal controls.

The Audit Committee shall review compliance with the provisions of SEBI’s Prohibition of Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

VII. TRADING WINDOW

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company’s securities. This sensitivity is due to the fact that the Designated Persons will during this period often possess unpublished price sensitive information. During such sensitive times the Designated Persons will have to forgo the opportunity of trading in the Company’s securities when the trading window is closed.

- (i) Opening of Trading Window: The trading window shall be deemed to be open, except when specifically closed.
- (ii) Closing of Trading Window: The Compliance officer shall close the Trading Window at the time of

Event	Trading window to be closed starting from
(a) Declaration of Financial Results (Quartely/ Half yearly/annual)	The end of every quarter
(b) Declaration of dividends (interim and final)	7 days preceeding the date of Board meeting / committee meeting where such an item would be considered.
(c) Issue of any securities by way of public rights/bonus issue etc.	-DO-
(d) Any major expansion plans or execution of new projects.	-DO-
(e) Amalgamation, mergers, takeovers and buy back.	-DO-
(f) Disposal of whole or substantially whole of	-DO-

Notwithstanding above, the Trading window shall always be closed 7 days before each Annual General Meeting or Extra-ordinary General Meeting.

(iii) Reopening of Trading Window: The Trading window shall automatically re-open 3 days after the information referred to in para (ii) above is made public i.e. submitted to Stock Exchange/SEBI or 3 days from the conclusion of the Board Meeting/Annual General Meeting/Extra-Ordinary General Meeting, as the case may be, whichever is earlier.

Subject to the provisions of this Code and the SEBI (Prohibition of Insider Trading) Regulations, the Trading window restrictions shall not apply in respect of :

- a. Trades specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Reg. 4 of the SEBI (Prohibition of Insider Trading) Regulations and in respect of a pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer;
- b. Trades which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

VIII. PRECLEARANCE OF TRADES

1. A Designated Person and/or his/her immediate relative, whether individually or taken together, who intend to deal in securities of the Company in excess of 2500 equity shares, in aggregate, in a week, or the value of the proposed trades is above Rs. 10 Lakhs (market value), whichever is lower, should get the transaction pre-cleared by applying to the Compliance Officer. The obligation to obtain the pre-clearance for dealing in any security of the Company by an immediate relative shall be on the Designated Person. However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan. Further, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-clearance procedure shall be hereunder:
 2. An application shall be made in the prescribed Form (Refer Form A)
 3. An undertaking shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
 - (a) That the Designated Person does not have any access or has not received any 'Price Sensitive Information' upto the time of signing the undertaking.
 - (b) That in case the Designated Person has access to or receives 'Price Sensitive Information' after signing of the Undertaking but before the execution of the transaction he or she shall inform the compliance officer of the change in his position and that he or she would refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he or she has not contravened any clause of the Code as notified by Company from time to time.
 - (d) That he or she has made full and true disclosure in the matter.
 4. The Compliance Officer on receiving an application shall provide an acknowledgement on the duplicate of the application. The Compliance officer shall grant approval within 3 days of the date of acknowledgment. In exceptional circumstances consent may not be given if the compliance officer is of the opinion that the proposed deal is on the basis of possession of any Unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.
 5. Designated Persons shall execute their transactions or trades within one week from the date of pre-clearance and if not executed within this time, the Designated Person must get the same pre-cleared again.

6. In case Compliance Officer intends to enter into any transactions or trade in the securities of the Company which require pre-clearance he/she should get the transaction pre-cleared from the Managing Director, as per the pre-clearance procedure.
7. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next 6 months following the prior transaction.
8. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case any contra trade is executed inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
9. In case of subscription in the primary market (initial public offers), the holding period would commence when the securities are actually allotted. All Designated Persons shall hold the securities of the Company for a minimum period of 30 days from the date of purchase ('Minimum Holding Period').
10. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer or Managing Director, as the case may be after recording the reasons in writing. However, no such sale will be permitted when the Trading window is closed.

IX. DISCLOSURES AND REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES.

(i) Initial Disclosures

(a). Every promoter, member of the promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of these regulations taking effect, within thirty days of these regulations taking effect in the prescribed format (refer **FORM-B**);

(b). Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter, in the prescribed format (refer **FORM-C**).

(ii) Continual Disclosures

(a). Every promoter, , member of the promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value

in excess of 10 lakh rupees or such other value as may be specified, in the prescribed format (refer **FORM-D**);

(b). The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information, in prescribed format (refer **FORM-D**).

(iii) Annual Disclosures

(a) Every Designated Person of the Company shall give the declaration of Shareholding and immediate relatives in prescribed format (refer **Form-E and Form-F**) (including changes if any) as at 31st March of each year within 30 days from the end of financial year.

For the purpose of all the above prescribed disclosures, whether initial, continual or annual, the disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account accordingly.

(b) Designated persons shall also be required to disclose **Names and PAN (Permanent Account Number)** or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) **Phone, mobile and cell numbers** which are used by them

In addition, the **names of educational institutions** from which designated persons have graduated and **names of their past employers** shall also be disclosed on a one time basis. (Refer **Form G**)

For the purpose of all the above prescribed disclosures, whether initial, continual or annual, the disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account accordingly.

(iv) The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of 5 (five) years.

X. POLICIES AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UPSI

In case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, on becoming aware, the same shall be immediately reported to the Compliance Officer and appropriate inquiries shall be initiated forthwith as may be directed by the Compliance Officer. He may delegate the case to an “investigator” for investigation of the instance and ascertaining authenticity of the subject reported. The Board of Directors shall also be promptly informed of such leaks, inquiries and results of such inquiries.

Further, if an inquiry has been initiated by the Company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries (RTA etc.) and fiduciaries (Auditors, Bankers etc.) shall co-operate with the Company in connection with such inquiry conducted by the Company.

The Company suo moto reserves the right of initiating an inquiry under this policy against any designated person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.

XI. WHISTLE BLOWER MECHANISM TO REPORT ANY LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In case any employee suspects any leak of unpublished price sensitive information, he may immediately blow the whistle and report the instance directly to the Compliance Officer, by an email or a letter.

This mechanism shall be in addition to the “Whistle Blower Policy/Vigil Mechanism” (whistle blowing mechanism available to the employees of the Company to report any fraud or wrongdoing or any grievance or complaint.

The Company encourages employees to report any suspected leak of unpublished price sensitive information forthwith to the Compliance Officer.

Anonymous grievances will not be entertained unless the allegations are supported by documented and verifiable facts.

Management undertakes to maintain confidentiality of the person who has reported the instance, subject to the rights of the person against whom the instance is reported to cross-examine such leak of unpublished price sensitive information.

XII. PENALTY FOR CONTRAVENTION OF THE CODE

(i) Every person, to whom the Code is applicable and who trades in securities or communicates any information or trading in securities, in contravention of the CODE shall, if on enquiry by compliance officer, such guilt is established, be punishable with one or more of the following:

- (a) Salary freeze;
- (b) Suspension;
- (c) Recovery Clawback
- (c) Stoppage of next increment;
- (d) Disqualification from acquiring any ESOPs from the Company;
- (e) Any other punishment considered appropriate.

(ii) The action by the Company shall not preclude SEBI from taking any action in case of Violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

In case it is observed by the Board of Directors that there has been a violation of SEBI regulations, it shall be promptly informed to the Stock Exchange(s) in such form and such manner as may be specified by SEBI from time to time.

Any amount collected by the Company under this clause as a penalty for contravention of the code shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Securities and Exchange Board of India Act, 1992.

In the event of any amendment in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time or issuance of any clarification relating to prohibition of insider trading, such amendment/clarification shall be deemed to be adopted by the Company and in case of any conflict between the provisions of the Code and SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time, the latter shall prevail.

The provisions of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 shall be complied with in addition to the provisions of the said Insider Trading Code.

Date: **12th November, 2020**

Place: Gurgaon

FORM-A

From: Name & Designation _____

Office Address _____

EIN No., if any _____

The Compliance Officer
Federal Mogul Goetze (India) Limited
Paras Twin Towers, 10th Floor, Tower-B
Sector 54, Golf Course Road
Gurgaon-122002
Haryana, India

Dear Sir,

PRE-CLEARANCE APPLICATION CUM UNDERTAKING

I /my immediate relatives am/are desirous of having the following transactions of securities of Federal Mogul Goetze (India) Limited , which I would request you to please pre-clear and confirm to me:-

Folio No./Client ID No.	Name and relationship	No. of shares held	Details of proposed transaction			Details of the Depository with which you/ immediate relative have security account
			Type of Security & No.	Approximate Market value	Type of transaction	

I hereby Undertake and confirm that I have not had any access to nor I have received any 'Price Sensitive Information' upto the time of signing the undertaking.

I further undertake that in case I get access to or receive 'Price Sensitive Information' after signing of the Undertaking but before the execution of the transaction I shall inform the compliance officer of the change and shall refrain from dealing in the securities of the company till the time such information becomes public.

I further confirm that I have not contravened any clause of the Code as notified by company from time to time.

I further confirm that I have made full and true disclosure in the matter.

Thanking you

Yours truly,

FORM B

**Securities Exchange board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
[Regulation 7(1)(a) read with Regulation 6(2)]**

Name of the Company

ISIN of the Company

Details of securities held by Promoter, Member of the Promoter Group, Key Managerial Personnel (KMP), Director or other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN, DIN & Address with Contact Nos.	Category of person (Promoter/ Member of the Promoter Group/ Key Managerial Personnel (KMP)/ Director immediate relatives/ others etc.	Securities held as on the date of regulation coming into force		% of shareholding	Open interest of the future contracts held as on the date of regulation coming into force		Open interest of the option contracts held as on the date of regulation coming into force	
		Type of security (for eg. Shares, warrants, convertible debentures etc.	No.		No. of units (*Contracts lot size)	Notional value in rupee terms	No. of units (*Contracts lot size)	Notional value in rupee terms
1	2	3	4	5	6	7		

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading), 2015 as amended from time to time.

Signature:

Designation:

Date:

Place:

FORM C

**Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
[Regulation 7(1)(b) read with Regulation 6(2)]**

Name of the Company

ISIN of the Company

Details of securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter, Member of the Promoter Group of a listed company or other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN, DIN & Addresses with Contact Nos.	Category of person (Promoter/ Member of Promoter group/ Key Managerial Personnel (KMP)/ Director immediate relatives/ others etc.	Date of appointment of Director/ KMP or date of becoming Promoter/ Member of Promoter group/	Securities held at the time of becoming promoter/ Member of Promoter group/ appointment of Director/ KMP		% of shareholding	Open interest of the future contracts held at the time of becoming promoter/ Member of Promoter group/ appointment of Director/ KMP		Open interest of the option contracts held at the time of becoming promoter/ Member of Promoter group/ appointment of Director/ KMP	
			Type of security (for eg. Shares, warrants, convertible debentures etc.	No.		No. of units (*Contracts lot size)	Notional value in rupee terms	No. of units (*Contracts lot size)	Notional value in rupee terms
1	2	3	4	5	7	7	8		

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading), 2015 as amended from time to time.

Signature:

Designation:

Date:

Place:

FORM D

**Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
[Regulation 7(2) read with Regulation 6(2)]**

Name of the Company

ISIN of the Company

Details of change in holding of securities of Promoter, Member of Promoter Group, Designated Persons, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN, DIN & Address of promoter, Member of Promoter Group, Designated Persons employee, director with Contact Nos.	Category of person (Promoter/ Member of Promoter Group, Designated Persons Key Managerial Personnel (KMP)/ Director immediate	Securities held prior to acquisition/ disposal		Securities acquired/ disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (Market purchase/ public rights/ preferential offer/ off market/ inter se transfer etc.	Trading in derivatives (Specify type of contract, futures or options etc.				Exchange on which trade was executed
		Type of security (for eg. Shares, warrants, converti	N o.	Type of security (for eg. Shares, warrants, converti	N o.	Pre-transact ion	Post-transact ion	Fro m	To			Buy		Sell		
												Val ue	No. of units (*Contr acts lot size)	Val ue	No. of units (*Contr acts lot size)	

1	relatives / others etc. 2	ble debentu res etc.		ble debentu res etc.												
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading), 2015 as amended from time to time

Signature:

Designation:

Date:

Place:

FORM-E

From: Name & Designation: _____

Office Address: 10th Floor, Paras Twin Towers, Tower-B, Sector-54, Golf Course Road,
Gurgaon -122002

EIN No., if any: _____

The Compliance Officer
Federal-Mogul Goetze (India) Limited
10th Floor, Paras Twin Towers, Tower-B
Sector 54, Golf Course Road,
Gurgaon-122002

Dear Sir,

Statement of Securities Held

I, _____, give herein below details of securities of Federal-Mogul Goetze (India) Limited held by me/my dependent family member as on 31st March, _____.

BY SELF

Folio No./Client ID No.	No. of shares held as on 31st March, _____	Nature of Security	No. of shares held as last day of the financial year

BY IMMEDIATE RELATIVE

Folio No./Client ID No.	Name & relationship	No. of shares held as on 31st March, _____	Nature of Security	No. of shares held as last day of the financial year

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BY PERSON SHARING MATERIAL FINANCIAL RELATIONSHIP

Folio No./Client ID No.	Name & relationship	No. of shares held as on 31st March, _____	Nature of Security	No. of shares held as last day of the financial year

Note:

The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

Thanking you

Yours truly,

Signature: _____

(_____)

Date: _____

FORM-F

From: Name & Designation: _____

Office Address: 10th Floor, Paras Twin Towers, Tower-B, Sector-54, Golf Course Road,
Gurgaon-122002

EIN No., if any: _____

The Compliance Officer
Federal-Mogul Goetze (India) Limited
10th Floor, Paras Twin Towers, Tower-B
Sector 54, Golf Course Road,
Gurgaon-122002

Dear Sir,

DECLARATION REGARDING:

- A. IMMEDIATE RELATIVES AS ON 31ST MARCH, _____**
B. PERSON SHARING MATERIAL FINANCIAL RELATIONSHIP* AS ON 31ST MARCH,

**The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.*

I hereby declare that I have the following immediate relatives/person(s) sharing material financial relationship: -

A. Immediate Relatives

Sl. No.	Immediate relatives	Name	Age (in case of minor)	PAN	Contact No.
1.	Spouse				
2.	Son				
3.	Daughter				
4.	Mother				

5.	Father				
6.	Brother				
7.	Sister				

B. Person sharing material financial relationship

Sl. No.	Name	Age (in case of minor)	PAN	Contact No.

Thanking you

Yours truly,

Signature: _____

(_____)

Date: _____

From: Name & Designation: _____

Office Address: 10th Floor, Paras Twin Towers, Tower-B, Sector-54, Golf Course Road,
Gurgaon -122002

EIN No., if any: _____

The Compliance Officer
Federal-Mogul Goetze (India) Limited
10th Floor, Paras Twin Towers, Tower-B
Sector 54, Golf Course Road,
Gurgaon-122002

Dear Sir,

DECLARATION REGARDING:

- A. NAMES OF EDUCATIONAL INSTITUTIONS**
- B. NAMES OF PAST EMPLOYERS**

Pursuant to SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018 I hereby declare that:

A. I have graduated from the following educational institutions:

S.No.	Name of Educational Institution	Name of the Course	Year of passing

B. Names of my past employers:

Sl. No.	Name and address	Designation	Period of employment

Thanking you
Yours truly,

Signature: _____
(_____)

Date: