

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

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| 1. | Objective | 1.1 | To define a process which will enable employees and directors to disclose activities which violate the integrity policy of the Company, while ensuring protection for them. |
| 2. | Applicability | 2.1 | This policy is applicable to all employees and directors of the Company and full time associates of the Federal Mogul group companies in India. |
| 3. | Policy | 3.1 | It is expected that all employees and directors will uphold and strengthen the Federal Mogul reputation for integrity in their individual behavior, and through bringing to the attention of the management any integrity concerns |
| | | 3.2 | All managers are expected to take integrity concerns seriously, attend them promptly and prevent retaliation against the employee voicing the concern. |
| | | 3.3 | Federal Mogul will not allow any employee to be discharged, demoted, suspended, threatened, or in any other manner discriminated against in the terms and conditions of employment because of any lawful act done by the employee to provide information, assist in an investigation and/or provide testimony supporting an investigation conducted by government or regulatory agencies or Federal Mogul representatives regarding Federal Mogul business activities that the employee reasonable believes constitutes a legal regulatory or company policy violation. |
| | | 3.4 | Examples of legal, regulatory or company policy violation would include, but are not limited to: <ul style="list-style-type: none">• A criminal offense• A failure to comply with a legal obligation• Endangering a person's health and safety• Damage to the environment• Workplace harassment• Discrimination• Sexual Harassment• Concealment of information relative to any of the above• Breach of professional conduct codes• Financial fraud or wrongdoing including that relating to Taxation matters• Misuse of company assets• Providing false information• Failure to provide necessary information, so as not to be misleading |
| 4. | Procedure | 4.1 | Integrity issues which need to be brought to the attention of management should, as a first preference, be taken up directly with a responsible person in local management. This can include: <ul style="list-style-type: none">• Head of HR / Plant Head |

- 4.2 In the event that, the local management does not respond, or the issue involves members of the local management so that it is considered inappropriate to report the specific concern at this level, it may be escalated to group management in India. This can include:
- Concerned functional head / CFO / Director- HR, Managing Director – India/ Chairman of the Audit Committee (exceptional cases)
- 4.3. If the group management in India does not respond, or the issue involves members of the group management, so that is considered inappropriate to report the specific concern at this level, the matter should be reported to World Headquarters of the Federal Mogul Helpline:
- Helpline number – 001-770-582-5258 (collect call)
 - Federal Mogul Helpline, The Network, c/o 5015, 333 Research Court, Norcross, GA 30092
- 4.4 A call to the Helpline will generate a control number to refer to on follow-up calls. A request for anonymity by the employee reporting the concern will be honored.
- 4.5 Federal Mogul officials will launch a review within 2-5 working days through appropriate channels. The review process may or may not be evident externally. Follow up may be done with the manager to whom the concern was reported or the Helpline to learn whether a resolution has been reached. Unless the concern is an emergency at least 14 working days should be allowed for the company to complete a preliminary review.
- 4.6 All reported concerns will be documented and passed on for monitoring to the nominated compliance officer at the Gurgaon Headquarters in India. These will be placed before the audit committee of the Board on a quarterly basis.