



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

Date: 30<sup>th</sup> November, 2022

1. Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400001
2. Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400051

Dear Sir/ Ma'am,

**Subject: Disclosure under regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is further to our letter dated 24<sup>th</sup> November, 2022. In this regard, please note that in terms of Regulation 30 and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the enclosed Corrigendum dated November 30, 2022 to the Detailed Public Statement ('DPS'), has been issued by the Manager to the Open Offer for and on behalf of the Pegasus Holdings III, LLC, ("Acquirer") together with Pegasus Parent, L.P. ("PAC 1"), Federal-Mogul Holdings, Ltd. ("PAC 2") and Tenneco Inc. ("PAC 3") and PAC 1, PAC 2 and PAC 3 are collectively referred to as the "PACs" as the persons acting in concert with the Acquirer.

This disclosure is given pursuant to the intimation received from the Manager to the Offer for and on behalf of the Acquirer and the PACs as attached herewith.

This is for your information and record.

Regards

Yours truly,

*for* **Federal-Mogul Goetze (India) Limited**

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

Encl.: As above

**Date: November 30, 2022**

**Federal-Mogul Goetze (India) Limited**

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

**Attn:** Dr. Khalid Iqbal Khan, Whole-Time Director - Legal and Company Secretary

Dear Sir,

**Subject - Open offer for acquisition of Federal-Mogul Goetze (India) Limited (“Target Company”) by Pegasus Holdings III, LLC, (“Acquirer”) together with Pegasus Parent, L.P. (“PAC 1”), Federal-Mogul Holdings, Ltd. (“PAC 2”) and Tenneco Inc. (“PAC 3”, and together with PAC 1 and PAC 2, the “PACs”), as the persons acting in concert with the Acquirer (“Open Offer”)**

Further to our correspondence dated November 24, 2022, please find enclosed a copy of the corrigendum dated November 29, 2022 to the detailed public statement dated November 23, 2022 pertaining to the Open Offer for acquisition of up to 1,39,16,676 fully paid up equity shares having face value of INR 10 each, representing 25.02% of the fully diluted voting share capital of the Target Company from all the Public Shareholders (as defined in the DPS) of the Target Company by the Acquirer and PACs (“**Corrigendum**”).

This Corrigendum is being issued by BofA Securities India Limited, the manager to the Offer, for and on behalf of the Acquirer and the PACs to the equity shareholders of the Target Company.

We request you to please make necessary arrangements to forthwith circulate the Corrigendum to board of directors of the Target Company.

Very truly yours,

For **BofA Securities India Limited**



Name: Raj Balakrishnan  
Title: Managing Director

**CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT TO THE PUBLIC SHAREHOLDERS OF FEDERAL-MOGUL GOETZE (INDIA) LIMITED UNDER REGULATIONS 3(1), 4 AND 5(1) READ WITH REGULATIONS 13(2)(e), 14 AND 15(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO**

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

## **FEDERAL-MOGUL GOETZE (INDIA) LIMITED**

CIN: L74899DL1954PLC002452

Registered Office: DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi, South Delhi - 110020  
Tel: +91 11 4905 7597 ; Fax: +91 12 4429 2840

Open offer for acquisition of up to 1,39,16,676 (One Crore Thirty Nine Lakh Sixteen Thousand Six Hundred and Seventy Six) fully paid-up equity shares having a face value of INR 10 (Indian Rupees Ten only) each, representing 25.02% (Twenty Five Point Zero Two Percent) of the Voting Share Capital of Federal-Mogul Goetze (India) Limited ("Target Company") (as on the 10th (tenth) Working Day from the closure of the tendering period for the Offer) from all the Public Shareholders of the Target Company by Pegasus Holdings III, LLC, a Delaware limited liability company ("Acquirer"), together with Pegasus Parent, L.P. ("PAC 1"), Federal-Mogul Holdings, Ltd. ("PAC 2") and Tenneco Inc. ("PAC 3") as the persons acting in concert with the Acquirer ("Open Offer" or "Offer"). PAC 1, PAC 2 and PAC 3 are collectively referred to as the "PACs".

This Corrigendum to the Detailed Public Statement published on November 24, 2022 ("Corrigendum") is being issued by BofA Securities India Limited, the Manager to this Offer ("Manager"), for and on behalf of the Acquirer and the PACs in compliance with Regulation 3(1), Regulation 4 and Regulation 5(1) read with Regulation 13(2)(e), Regulation 14 and Regulation 15(2) of the SEBI SAST Regulations, pursuant to the public announcement made on February 23, 2022 and the Detailed Public Statement published on November 24, 2022 ("DPS") in all editions of Financial Express (English) and Jansatta (Hindi), and Mumbai edition of Navshakti (Marathi) in terms of Regulation 14(3) of the SEBI SAST Regulations.

The capitalized terms used but not defined in this Corrigendum to the DPS shall have the same meaning assigned to them in the DPS.

**THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY ARE REQUESTED TO NOTE THE FOLLOWING REVISIONS WITH RESPECT TO THE DPS:**

- The following amendments shall be considered to be made to the DPS, and these will also be suitably reflected in the draft Letter of Offer, at all relevant places:
  - The existing Note 1 to paragraph 5 of Section IV (OFFER PRICE) of the DPS shall be replaced with the following:
    - "In terms of Regulation 8(5) of the SEBI SAST Regulations, an indirect acquisition where: (a) the proportionate net asset value of the target company, as a percentage of the consolidated net asset value of the entity or business being acquired; (b) the proportionate sales turnover of the target company, as a percentage of the consolidated sales turnover of the entity or business being acquired; or (c) the proportionate market capitalization of the target company, as a percentage of the enterprise value for the entity or business being acquired, is in excess of 15%, on the basis of the most recent audited annual financial statements, the acquirer is required to compute and disclose the per equity share value of the target company. As per certificate dated February 22, 2022, from B.B. & Associates, the proportionate net asset value (NAV) of the Target Company as a percentage of the consolidated net asset value of the entity or business being acquired i.e. PAC 3 (Tenneco Inc.) was in excess of 15%. Net Asset Value = total assets - total liabilities based on the recent audited annual financial statements available prior to the date of the Public Announcement, being as of March 31, 2021, for the Target Company and as of December 31, 2020 for PAC 3."*
- Except as detailed in this Corrigendum, all the other terms of the DPS remain unchanged.
- The Acquirer and PACs and their respective directors (as applicable) accept full responsibility for the information contained in this Corrigendum and shall be jointly and severally responsible for the fulfillment of their obligations laid down in the SEBI SAST Regulations in respect of the Open Offer.
- A copy of this Corrigendum will also be available at SEBI website at <http://www.sebi.gov.in>.

Issued on behalf of the Acquirer and the PACs by the Manager to the Open Offer:

**BOFA SECURITIES INDIA LIMITED**

Address: Ground Floor, A wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East),  
Mumbai - 400051, Maharashtra, India

Contact Person: Navodita Gupta/Prasad Deshmukh

Tel: +91 (0)22 6632 8000

Fax: +91(0)22 6776 2343

E-mail: [dg.FMGI\\_offer@bofa.com](mailto:dg.FMGI_offer@bofa.com)

Website: [www.ml-india.com](http://www.ml-india.com)

SEBI Registration Number: INM000011625

**For and on behalf of the Acquirer and the PACs**

**Pegasus Holdings III, LLC (Acquirer)**

**Pegasus Parent, L.P. (PAC 1)**

**Federal-Mogul Holdings, Ltd. (PAC 2)**

**Tenneco Inc. (PAC 3)**

Place: Mumbai

Date: November 29, 2022