

Dated: October 9<sup>th</sup>, 2018

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

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

Dear Sir/Ma'am,

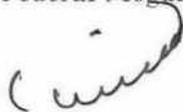
In continuation of the earlier disclosures made by the Company dated April 11, 2018 and October 02, 2018, in terms of Regulation 30 and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that the enclosed Detailed Public Statement ("DPS") has been issued by the Manager to the Open Offer of Tenneco Inc., to the eligible shareholders of the Company pursuant to Regulation 3(1), 4 and 5(1) read with Regulation 13(4), 14(3) and 15(2) of the Securities And Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 as amended. DPS has been published in Business Standard (English), Business Standard (Hindi) & Jansatta, (Hindi) newspapers dt. 9<sup>th</sup> October, 2018.

Any further information and updates in this regard, upon receipt or coming into knowledge, will be disclosed to the Stock Exchange on immediate basis.

Regards,

Yours truly,

For Federal-Mogul Goetze (India) Limited



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

Encl. a/a

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

2. Central Depository Services [India] Limited  
Phiroze Jeejeeboy Towers  
28<sup>th</sup> Floor, Dalal Street  
Mumbai 400 023

---

## DETAILED PUBLIC STATEMENT TO THE ELIGIBLE SHAREHOLDERS OF

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

UNDER REGULATIONS 3(1), 4 AND 5(1) READ WITH REGULATIONS 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

Regd. Office: DLF Prime Towers, 10 Ground Floor, F-79 &amp; 80, Okhla Phase - I, New Delhi- 110020; Tel: +91 11 4805 7597; Fax: +91 12 4429 2840

**Open Offer ("Offer/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 of face value of INR 10 (Indian Rupees Ten) each ("Equity Share"), representing up to 25.02% of the total equity voting share capital of Federal-Mogul Goetze (India) Limited ("Target Company") on a fully-diluted basis, as of the 10th (tenth) working day from the closure of the tendering period of the Offer, from the Eligible Shareholders (as defined below) by Tenneco Inc. ("Acquirer")**

This Detailed Public Statement ("DPS") is being issued by CKP Financial Services Private Limited, the manager to the Offer ("Manager to the Offer"), for and on behalf of the Acquirer, in compliance with Regulations 3(1), 4 and 5(1) read with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"), pursuant to the public announcement dated April 16, 2018 ("PA") in relation to this Offer filed by the Acquirer with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively referred to as the "Stock Exchanges") in terms of Regulation 14(1) of the SEBI (SAST) Regulations. The PA was filed with the Securities and Exchange Board of India ("SEBI") on April 16, 2018 and sent to the Target Company at its registered office on April 16, 2018 in terms of regulation 14(2) of the SEBI (SAST) Regulations.

**I. THE ACQUIRER, TARGET COMPANY AND THE OFFER****A. Information about the Acquirer****A1. Acquirer - Tenneco Inc.**

1. The Acquirer is a publicly traded corporation in the United States of America and was incorporated on August 26, 1996 under the name of New Tenneco Inc. On December 12, 1996 it changed its name to Tenneco Inc. The registered office of the Acquirer is located at 500 North Field Drive, Lake Forest, IL 60045, United States of America. Its telephone number is +01.847.482.5000 and fax number is +01.847.482.5940. The Acquirer can also be contacted by Email at: [OpenOffer@FMGIL.tenneco.com](mailto:OpenOffer@FMGIL.tenneco.com)

2. Headquartered at Lake Forest, Illinois, Acquirer is one of the world's leading designers, manufacturers and marketers of Ride Performance and Clean Air products and technology solutions for diversified markets, including light vehicle, commercial truck, off-highway equipment and the aftermarket, with 2017 revenues of US\$ 9.3 billion and approximately 32,000 employees worldwide. On October 1, 2018, Acquirer completed the acquisition of Federal-Mogul LLC ("Federal-Mogul"), a leading global supplier to original equipment manufacturers and the aftermarket with nearly 55,000 employees globally and 2017 revenues of US\$ 7.8 billion. Upon completion of the Primary Transaction (defined herein below), 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company.

3. The Acquirer does not form part of any group and is a widely held listed company with no majority holding by a Promoter.

4. The top ten (10) shareholders forming part of the shareholding pattern of the Acquirer as on June 30, 2018, based on the information contained in the filings made with the United States Securities and Exchange Commission regarding the ownership of the Acquirer's common stock, is given below:

Sl. No.	Shareholder	Number of shares held	Percentage of Total Paid up capital
1.	The Vanguard Group Inc.	4,474,851	8.70%
2.	BlackRock Inc.	4,417,824	8.56%
3.	Wellington Management Group LLP	3,674,446	7.15%
4.	Lycoral Asset Management L.P.	2,546,567	4.95%
5.	Macquarie Investment Management Business Trust	1,933,041	3.76%
6.	Fuller & Thaler Asset Management Inc.	1,793,261	3.49%
7.	GAMCO Investors Inc.	1,498,627	2.91%
8.	Aronson+Johnson+Ortiz, LP	1,407,334	2.74%
9.	Dimensional Fund Advisors L.P.	1,405,856	2.73%
10.	Columbia Management Investment Advisers, LLC	1,231,375	2.40%

5. As on the date of the DPS, the Directors and key managerial personnel of the Acquirer do not hold any interest/relationship/ownership shares in the Target Company.

6. Late 2019, the Acquirer plans to separate its business to form two new, independent companies, an Aftermarket and Ride Performance company as well as a Powertrain Technology company. Acquirer currently expects that the Aftermarket and Ride Performance business will be spun-out into a separate company and the Powertrain Technology business will remain at Tenneco Inc. and the Acquirer shall continue to retain the interest in the Target Company.

7. The Acquirer is a party to the Underlying Agreement (defined herein below), pursuant to which there has been a change in the indirect shareholding and control of the Target Company.

8. As on the date of the DPS, the Acquirer indirectly controls the Target Company as a consequence of completion of the Primary Transaction (defined herein below) on October 1, 2018. Upon completion of the Primary Transaction (defined herein below), Federal-Mogul was merged with and into the Acquirer, with Acquirer continuing as the surviving company.

9. There are no directors appointed on the board of directors of the Target Company by the Acquirer. There are no directors on the board of directors of the Target Company directly representing the Acquirer.

10. The equity shares of the Acquirer are publicly traded on the New York Stock Exchange ("NYSE") under the symbol "TEN" since November 05, 1999.

11. The Acquirer has not directly acquired any Equity Shares of the Target Company since the date of the PA and up to the date of this DPS. As on the date of the DPS, the Acquirer does not directly hold any equity shares in the Target Company.

12. The Acquirer has not been prohibited by the Securities and Exchange Board of India ("SEBI") from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any of the regulations made under the SEBI Act.

13. The key financial information of the Acquirer, as derived from its audited consolidated financial statements for the 12-months period ended December 31, 2015, December 31, 2016 and December 31, 2017, and its consolidated financial statements for the 6 month period ended June 30, 2018 which have been subject to limited review by the independent auditor, is as follows. The said financials have been prepared in accordance with US Generally Accepted Accounting Principles.

Particulars	For the 12-month period ending December 31						For 6 month period ending June 30, 2018	
	2015		2016		2017		Period ending June 30, 2018	
	INR	US\$	INR	US\$	INR	US\$	INR	US\$
Total Revenue	604,768.15	8,211	635,698.18	8,599	685,588.54	9,274	377,823.01	5,111
Net Income	17,815.56	241	26,316.77	356	15,302.16	207	7,983.74	108
Basic Earnings Per Share (EPS)	299.39	4.05	470.15	6.36	290.52	3.93	166.72	2.12
Net Worth / Shareholder Fund	34,300.50	464	45,832.57	620	54,851.24	742	58,255.78	761

**Notes:**

a. All US\$ amounts except EPS are in millions.

b. All INR amounts except EPS are in millions.

c. Since the financials of the Acquirer are presented in US\$, a translation (convenience translation) of such financials into INR has been adopted. The US\$ to INR conversion has been assumed at the reference rate of US\$ 1 = INR 73.9235 as on October 8, 2018, (i.e. the last working day prior to the date of the DPS) (Source: [www.fbi.org.in](http://www.fbi.org.in)). Effective July 10, 2018, Financial Benchmarks India Private Limited (FBI) has assumed the responsibility of computation and dissemination of reference rate for US\$ to INR and exchange rate of other major currencies from RBI.

d. The financial information for the financial years ending December 31, 2015, 2016 and 2017 set forth have been extracted from the audited consolidated financial statements of the Acquirer as at and for the financial years ending December 31, 2015, 2016 and 2017 and have been prepared in accordance with US Generally Accepted Accounting Principles.

These financial statements have been audited by PricewaterhouseCoopers LLP, the independent auditor of the Acquirer. Financial information presented above for the period ended June 30, 2018, is unaudited and has been reviewed by the Acquirer's independent auditor and is included as Part I of the Acquirer's Quarterly Report on Form 10-Q filed with the United States Securities and Exchange Commission on August 7, 2018.

i. Total Revenue includes net sales and operating revenues.  
ii. Net Income is excluding income attributable to non-controlling interest.  
iii. Net worth includes common stock and accumulated other comprehensive loss, retained earnings (accumulated deficit), premium on common stock, other capital surplus and non-controlling interest excluding Treasury Shares.

**B. Details of selling shareholders, if applicable**

Not applicable as this Offer is being made on account of the Underlying Agreement (defined herein below) pursuant to indirect acquisition of control over the Target Company by the Acquirer upon acquisition of Federal-Mogul and not as a result of a direct acquisition of equity shares, voting rights or control of the Target Company. Please see section D for more details.

**C. Details of the Target Company: Federal-Mogul Goetze (India) Limited**

1. The Target Company, a public limited company and having its registered office at DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi- 110020 was incorporated on November 26, 1954 under the laws of India. Its telephone number is +91 11 48057597 and fax number is +91 12 44292840.

2. The Equity Shares are currently listed on BSE (Scrip Code: 505744). (Source: BSE website) and NSE (FMGOETZE) (Source: NSE Website)

3. The Equity Shares are infrequently traded on BSE and NSE in terms of Regulation 2(1)(i) of SEBI (SAST) Regulations. (Further details provided in Part IV below (Offer Price)).

4. As on the date of this DPS, the total authorized share capital of the Target Company is INR 80,00,00,000 (Indian Rupees Eighty crore) consisting of 8,00,00,000 (Eight crore) equity shares. The total paid-up share capital of the Target Company is INR 55,63,21,300 (Indian Rupees Fifty five crore sixty three lakh twenty one thousand and three hundred only) consisting of 5,56,32,130 (Five crore fifty six lakh thirty two thousand one hundred and thirty) equity shares. As at March 31, 2018, the Target Company does not have any outstanding partly-paid-up shares or any shares under lock-in. (Source: BSE Website and Target Company confirmation)

5. As on the date of this DPS, there are no (i) partly paid-up Equity Shares; and (ii) outstanding convertible securities/instruments (warrants / fully convertible debentures / partly convertible debentures / employee stock options / depositary receipts or other convertible instruments) issued by the Target Company. (Source: [www.bseindia.com](http://www.bseindia.com) and Target Company confirmations)

6. The Target Company has not entered into any related party transactions in the course of its business, with the Acquirer.

7. The key financial information of the Target Company, as derived from its audited consolidated financial statements as at and for the 12-months period ending March 31, 2018, March 31, 2017, and March 31, 2016, and limited review unaudited consolidated financial information for the 3 month period ended June 30, 2018, prepared in accordance with Indian Generally Accepted Accounting Principles are as follows:

Particulars	For the 12-month period ending 31 March			For the 3 month period ending 30 June 2018	
	2016	2017	2018	ending 30 June 2018	
Total Revenue	13,512.28	14,284.00	13,713.61	3,471.96	
Net Income	475.96	772.84	883.19	273.44	
Basic Earnings Per Share (EPS)	8.56	15.05	17.29	5.25	
Net Worth / Shareholder Funds	5,846.90	8,671.31	7,628.73	7,927.03	

**Notes:**

a. All amounts are in INR in million, except per share data.

b. Audited consolidated financial statements as at and for the 12-months period ending March 31, 2016 are prepared as per Accounting Standards (AS), whereas audited consolidated financial statements as at and for the 12-months period ending March 31, 2017, March 31, 2018 and as at and for the 3 month period ending June 30, 2018 are prepared as per Indian Accounting Standards (Ind AS).

c. Total revenue includes revenue from operations and other income.

d. Net Income is profit after minority interest/profit for the year attributable to owner of the company.

e. Net worth includes share capital/equity share capital, reserves & surplus/other equity and minority/non-controlling interest.

(Source: Target Company Annual Reports are available on BSE website for year ending on March 31, 2016, 2017 and 2018 respectively and limited review unaudited consolidated financial information for the period ending June 30, 2018 was provided by the Target Company.)

**D. Details of the Offer**

1. This Offer is a mandatory offer made under Regulations 3(1), 4 and 5(1) read with Regulation 13(4) and in accordance with Regulations 15(2) and 15(3) of the SEBI (SAST) Regulations.

2. The Acquirer is making the Offer for acquisition of up to 1,39,16,676 (One crore thirty nine lakh sixteen thousand six hundred and seventy six) Equity Shares, having face value INR 10 each, representing up to 25.02% (twenty five point zero two per cent) of the fully diluted voting equity share capital of the Target Company as of the 10th working day from the closure of the tendering period ("Offer Size"). The Offer is being made to all the public shareholders of the Target Company, i.e., shareholders other than the promoters and promoter group of the Target Company, the Acquirer, parties to the Underlying Agreement including persons deemed to be acting in concert with the Acquirer and persons deemed to be acting in concert with the parties to the Underlying Agreement in terms of Regulation 7(8) of the SEBI (SAST) Regulations ("Eligible Shareholders").

3. All Equity Shares validly tendered by the Eligible Shareholders of the Target Company in this Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS and as will be set out in the letter of offer that will be issued in relation to this Offer ("Letter of Offer"). The Eligible Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Acquirer shall acquire the Equity Shares of the Eligible Shareholders who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers declared thereon.

4. This Offer is being made at a price of INR 420.05/- (Indian Rupees Four hundred and twenty and Paise Five only) per Equity Share ("Offer Price") which includes interest computed at the rate of 10% (ten per cent) per annum for the period between April 10, 2018 (i.e., the date of execution of the Underlying Agreement) and the date of this DPS in terms of Regulation 8(12) of SEBI (SAST) Regulations.

5. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

6. In view of an application made by the Acquirer before the Competition Commission of India ("CCI") under section 6(2) of the Competition Act, 2002 read with the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Regulations, 2011 ("Combination Regulations"), the CCI vide its order dated June 5, 2018, opined that the proposed combination is not likely to have an appreciable adverse effect on competition in India and approved the same ("CCI Approval"). Other than the approval mentioned aforesaid, to the best of the knowledge of the Acquirer, there are no statutory or regulatory approvals required by the Acquirer to complete this Offer. However, in case of any statutory or regulatory approvals being required by the Acquirer at a later date before the closure of the tendering period, this Offer shall be subject to such approvals and the Acquirer shall take necessary steps including filing of applications to obtain such approvals.

7. The Acquirer shall have a right not to proceed with the Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event any applicable statutory approvals required to be obtained are refused. The Acquirer shall also have a right to withdraw the Offer in terms of Regulation 23(1)(c) of the SEBI (SAST) Regulations. In the event of withdrawal of the Offer, a public announcement will be made (through the Manager to the Offer) stating the grounds and reasons for the withdrawal of the Offer in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, within two (2) working days of such withdrawal in the same newspapers in which the DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

8. All Equity Shares tendered in acceptance of the Offer will be acquired by the Acquirer subject to terms and conditions set out in the DPS and as will be set out in the letter of offer that will be issued in relation to the Offer ("Letter of Offer").

9. The DPS is being published in the following newspapers:

Newspaper	Language	Edition
Business Standard	English	All
Business Standard	Hindi	All
Jansatta	Hindi (Regional)	Regional

10. Non-resident Indian ("NRI") and overseas corporate body ("OCB") holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them, in this Offer (including without limitation the approval from the Reserve Bank of India ("RBI"), since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity) and submit such approvals along with the documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, foreign portfolio investors ("FPIs") and foreign institutional investors ("FIIs")) or any other regulatory body (including from the RBI or the Foreign Investment Promotion Board ("FIPB") or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

11. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations. This Offer is a mandatory offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

12. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

13. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, currently the Acquirer does not have any intention to sell, lease, dispose-off or otherwise encumber any assets of the Target Company or any of its subsidiaries in the succeeding two (two) years from the completion of this Offer, except in the ordinary course of business of the Target Company and other than as already agreed, disclosed or publicly announced by Target Company.

14. Consequent to acquisition of Equity Shares pursuant to this Offer, the public shareholding in the Target Company may fall below the level required for continued listing. To the extent the post-Offer holding of the Acquirer in the Target Company exceeds the maximum permissible non-public shareholding under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Securities Contract (Regulation) Rules, 1957, as amended (the "SCRR"), the Acquirer undertakes to reduce its shareholding to the level stipulated in the Listing Regulations and SCRR within the time specified in the SCRR.

15. The Acquirer has no intent to delist the equity shares of the Target Company from the Stock Exchanges.

16. The Manager to the Offer does not hold any Equity Shares as on the date of the DPS. The Manager to the Offer further declares and undertakes not to deal, on its own account, in the Equity Shares during the Offer Period.

17. The Acquirer will not sell any of the existing equity shares of the Target Company held indirectly during the Offer Period.

**II. BACKGROUND TO THE OFFER**

1. This Offer is a mandatory offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations and is being made as a result of an indirect acquisition of voting rights in and control by the Acquirer over the Target Company under the terms of the Underlying Agreement (as defined below).

2. On April 10, 2018, the Acquirer announced that it had entered into a definitive agreement dated as of April 10, 2018 ("Underlying Agreement") with Iohm Enterprises LP ("IEP"), American Entertainment Properties Corp. ("Seller") and Federal-Mogul to acquire the ownership of Federal-Mogul. The transaction contemplated under the Underlying Agreement has been concluded on October 1, 2018 ("Primary Transaction").

3. On October 1, 2018, Acquirer completed its acquisition of Federal-Mogul pursuant to the Underlying Agreement. Following the completion of the Primary Transaction, Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company. As consideration for the acquisition, Acquirer paid the Seller US\$ 800 million in cash, issued an aggregate of 5,651,177 shares of Class A Voting Common Stock (par value US\$ 0.01) and 23,793,669 shares of Class B Non-Voting Common Stock (par value US\$ 0.01) of Acquirer, and also assumed Federal-Mogul debt.

4. Late 2019, the Acquirer plans to separate its business to form two new, independent companies, an Aftermarket and Ride Performance company as well as a Powertrain Technology company. Acquirer currently expects that the Aftermarket and Ride Performance business will be spun-out into a separate company and the Powertrain Technology business will remain at Tenneco Inc. and the Acquirer shall continue to retain the interest in the Target Company.

Following the consummation of the proposed spin-off, Acquirer's board of directors has selected Brian J. Kessler to serve as the Chief Executive Officer of the Aftermarket and Ride Performance company and Roger J. Wood to serve as Chief Executive Officer of the Powertrain Technology company. The Acquirer also announced the expansion of its board of directors from 10 to 11 members and the election to the board of directors of Mr. Keith Cozza, President and CEO, IEP, effective October 1, 2018, in accordance with the Underlying Agreement.

5. Federal-Mogul Holdings Limited holds 60.05% and Federal-Mogul Vermögensverwaltungs GmbH holds 14.93% of the voting share capital of the Target Company and both are also the existing promoters of the Target Company. 100.00% of the paid-up equity share capital of Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GmbH were indirectly held through a chain of subsidiaries by Federal-Mogul. Federal-Mogul in turn was 100% owned by the Seller until October 1, 2018. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company.

6. 100% equity interest in Federal-Mogul was transferred from the Seller to the Acquirer pursuant to the Underlying Agreement on October 1, 2018. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company. This resulted in indirect acquisition by the Acquirer of 74.98% of the voting share capital and indirect change of control of the Target Company.

7. Primary Transaction constitutes an indirect acquisition by Acquirer of the Target Company under Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

8. The Primary Transaction was concluded on October 1, 2018. In terms of Regulation 5(2) of the SEBI (SAST) Regulations, the Primary Transaction is neither a deemed direct acquisition, nor is a specific value attributable to the Equity Shares of the Target Company.

9. In terms of the proviso to Regulation 13(4) of the SEBI (SAST) Regulations, in the case of an indirect acquisition which is not a deemed direct acquisition, a detailed public statement is required to be issued by the Acquirer no later than five working days of the completion of the primary acquisition of shares or voting rights in, or control over the company or entity holding shares or voting rights in, or control over the target company. Since the Primary Transaction was concluded on October 1, 2018, the transfer of control of the Target Company from the Seller to the Acquirer took place on October 1, 2018 and therefore this DPS is being issued in terms of Regulation 13(4) of the SEBI (SAST) Regulations.

10. The completion of the Primary Transaction resulted in an indirect acquisition of 74.98% of the voting share capital of Target Company by the Acquirer.

**III. SHAREHOLDING AND ACQUISITION DETAILS**

1. The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisitions are as follows:

Details	Acquirer	
	No. of Equity shares held	Percentage (%)
Shareholding as on the date of PA	Nil	Nil
Equity shares acquired between the PA date and the DPS date	Acquirer acquired indirect control over 41,715,454 equity shares due to acquisition of Federal-Mogul. Federal-Mogul owned Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GmbH through a chain of subsidiaries. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving	74.98%

Post offer shareholding (On fully diluted basis, as on 10th working day after close of the tendering period) (assuming full acceptance under the offer)	Acquirer's indirect and direct shareholding in the Target Company will be 41,715,454 equity shares and 13,916,676 Equity Shares respectively. Accordingly, the aggregate of equity shares directly and indirectly owned by the Acquirer would be 55,632,130 equity shares.	100%
---	--	------

2. As of the date of this DPS, the Acquirer and its Directors do not hold any shares in Target Company except that the Acquirer indirectly holds 41,715,454 equity shares of the Target Company pursuant to the consummation of the Primary Transaction contemplated by the Underlying Agreement, i.e., pursuant to the acquisition of Federal-Mogul by the Acquirer. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company. Further, save as set out above, neither the Acquirer nor its directors directly hold any equity shares of the Target Company, and have not directly acquired any equity shares of the Target Company during the 12 months prior to the date of the DPS other than as stated above.

3. Assuming full acceptance under the Offer, the Acquirer shall (i) directly own 13,916,676 Equity Shares of the Target Company representing 25.02% of the equity voting share capital of the Target Company; and (ii) indirectly own 41,715,454 equity shares of the Target Company representing 74.98% of the equity voting share capital of the Target Company through indirect ownership of Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GmbH which in turn hold 60.05% and 14.93% of the equity voting share capital of the Target Company, respectively. Therefore, assuming full acceptance of the Offer, the Acquirer shall directly / indirectly own 55,632,130 equity shares representing 100% of the equity voting share capital of the Target Company. Consequent to acquisition of Equity Shares pursuant to this Offer, the public shareholding in the Target Company may fall below the level required for continued listing. To the extent the post-Offer holding of the Acquirer in the Target Company exceeds the maximum permissible non-public shareholding under the Listing Regulations and SCRR, the Acquirer undertakes to reduce its shareholding to the level stipulated in the Listing Regulations and SCRR within the time specified in the SCRR. The Acquirer has no intent to delist the equity shares of the Target Company from the Stock Exchanges.

**IV. OFFER PRICE**

1. The Equity Shares are listed on the BSE Limited, having Scrip Code: 505744 and Scrip ID: FMGOETZE and NSE Limited, having Symbol: FMGOETZE.

2. The Equity Shares of the Target Company are infrequently traded, within the meaning of Regulation 2(1)(i) of the SEBI (SAST) Regulations.

3. The annualized trading turnover, based on the trading volume in the Equity Shares of the Target Company on the BSE and NSE during April 1, 2017 to March 31, 2018 (twelve calendar months preceding the month in which the PA was issued), was as under:

Stock Exchange	No of equity shares traded during the 12 (twelve) calendar months prior to the month in which the PA was issued	Total number of listed equity shares during this period	Annualized trading turnover (as a % to total listed equity shares)
BSE	7,77,401	5,56,32,130	1.4%
NSE	25,78,317	5,56,32,130	4.6%

4. Since the traded turnover on BSE and NSE during the twelve calendar months ending March 31, 2018, is less than ten percent of the total number of shares of such class of the Target Company, the shares of the Target Company are infrequently traded in terms of the SEBI (SAST) Regulations.

...continued from previous page

Eligible Shareholders who have validly tendered the Equity Shares in the Offer, as required under Regulation 17(B) of SEBI (SAST) Regulations. The Guarantor Bank is neither an affiliate of nor falls within the same group as that of the Acquirer or the Target Company.

- In addition to the Bank Guarantee, the Acquirer, Manager to the Offer and JPMorgan Chase Bank N.A. having its head office in India at J.P. Morgan Tower, Off CST Road, Kalina, Santacruz East, Mumbai 400098, and carrying on business as a scheduled commercial bank under the laws of India and acting through its branch in India located at Mumbai ("Escrow Bank"), have entered into an escrow agreement dated October 1, 2018, ("Escrow Agreement"). Pursuant to the Escrow Agreement, the Acquirer has established an escrow account under the name and title of "Tenneco Escrow Account" ("Escrow Account") with the Escrow Bank and has deposited cash of an amount of INR 84,57,686 (Indian Rupees Five crore eighty four lakh fifty seven thousand six hundred and sixty six only) being more than 1% (one percent) of the Maximum Consideration, in the Escrow Account in accordance with Regulation 17(A) of the SEBI (SAST) Regulations. The Manager to the Offer has been duly authorized to realize the value of the aforesaid Escrow Account in terms of the SEBI (SAST) Regulations.
- The amount deposited in the Escrow Account, along with the Bank Guarantee amount are in excess of a sum total of (i) 25% of INR 500,00,00,000/- (Rupees five hundred crore) out of the Maximum Consideration; and (ii) 10% of the balance of the Maximum Consideration, as required under Regulation 17(1) of the SEBI (SAST) Regulations.
- In case of any upward revision in the Offer Price or Offer Size, the Acquirer shall make further deposit into the Escrow Account and/or enhance the Bank Guarantee, prior to effecting such revision, to ensure compliance with Regulations 17(2) of the SEBI (SAST) Regulations.
- The Acquirer is aware of and will comply with its obligations under the SEBI (SAST) Regulations and that they have adequate financial resources to meet the Offer obligations under the SEBI (SAST) Regulations.
- MSKA & Associates, Chartered Accountants (Address: Floor 3, Enterprise Centre, Nehru Road, Near Domestic Airport, Vile Parle (East), Mumbai - 400098, India; Telephone: +91 22 33321600; Fax number: +91 22 2439 3700; Firm Registration Number: 105047W) has confirmed, by way of a certificate dated October 5, 2018, ("Firm Financing Certificate"), that the Acquirer has adequate financial resources through verifiable means available for meeting their obligations under the SEBI (SAST) Regulations for a value up to the Maximum Consideration.
- On the basis of the aforesaid financial arrangements and the MSKA & Associates Firm Financing Certificate, the Manager to the Offer confirms that firm arrangements for funds for payment through verifiable means are in place to implement this Offer.

**VI. STATUTORY AND OTHER APPROVALS**

- In view of an application made by the Acquirer before the CCI under section 6(2) of the Competition Act, 2002 read with the Combination Regulations, the CCI vide its order dated June 05, 2018, opined that the proposed combination is not likely to have an appreciable adverse effect on competition in India and approved the same ("CCI Approval"). Other than the CCI Approval, to the best of the knowledge and belief of the Acquirer, as on the date of the PA and this DPS, there are no statutory approvals required for the acquisition of Equity Shares to be tendered pursuant to this Offer. If any statutory approvals are required or become applicable, the Offer would be subject to the receipt of such statutory approvals and the Acquirer shall take necessary steps including filing of applications to obtain such statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals that are required are refused in terms of Regulation 23 of the SEBI (SAST) Regulations.
- NRI and OCB holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to the Offer (including without limitation, the approval from the RBI or other authority) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FPIs, Qualified Foreign Investors ("QFIs") and FII) had required any approvals (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to the Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
- The Acquirer does not require any approvals from financial institutions or banks for the Offer.
- In case of delay in receipt of any statutory approvals disclosed in this Part VI of the DPS or which may be required by the Acquirer at a later date, as per regulation 18(1) of the SEBI (SAST) Regulations, SEBI may if satisfied that such non-receipt was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant extension of time in terms of Regulation 18(1) of SEBI (SAST) Regulations, 2011 for the purpose of completion of the Offer, subject to the Acquirer agreeing to pay interest to the Eligible Shareholders for the delay at such rate as may be specified. Provided where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirer has the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete the Offer.
- The Acquirer will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event the statutory approvals indicated above are refused. In the event of withdrawal of this Offer, a public announcement will be made (through the Manager to the Offer) stating the grounds and reasons for the withdrawal of the Offer in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, within 2 (two) working days of such withdrawal, in the same newspapers in which this DPS has

been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

**VII. TENTATIVE SCHEDULE OF ACTIVITY**

Activity	Day & Date
Date of issue of the Public Announcement	Monday, 16 April 2018
Date of publication of the DPS	Tuesday, October 9, 2018
Date by which Draft Letter of Offer is to be filed with the SEBI	Tuesday, October 16, 2018
Last date for a competing offer, if any	Wednesday, October 31, 2018
Last date for SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Friday, November 9, 2018
Identified Date*	Tuesday, November 13, 2018
Last Date by which Letter of Offer will be dispatched to the Eligible Shareholders	Tuesday, November 20, 2018
Last date for upward revision of the Offer Price	Thursday, November 22, 2018
Last date by which the committee of independent directors constituted by the Board of Directors of the Target Company shall give its recommendation	Monday, November 26, 2018
Date of Advertisement announcing the schedule of activities for the open offer, status of statutory & other approvals, status of unfulfilled conditions (if any), etc. in the newspapers in which the DPS has been published	Wednesday, November 28, 2018
Date of commencement of the Tendering Period (Offer Opening Date)	Thursday, November 29, 2018
Date of expiry of the Tendering Period (Offer Closing Date)	Wednesday, December 12, 2018
Last date of communicating the acceptance/rejection and payment of consideration (net of applicable taxes) or refund of Equity Shares to the Eligible Shareholders	Thursday, December 27, 2018
Last date of post offer advertisement in the newspapers in which the DPS has been published	Thursday, January 03, 2019

\*Identified Date\* falls on the 10th Working Day prior to commencement of the Tendering Period; it is only for the purpose of determining the names of the Shareholders as on such date to whom the letter of offer would be sent. It is clarified that subject to Part VI (Statutory and Other Approvals) above, all the Eligible Shareholders (registered or unregistered) of the Target Company are eligible to participate in this Offer any time on or prior to the date of closure of the tendering period.

**VIII. PROCEDURE FOR TENDERING THE EQUITY SHARES INCLUDING IN CASE OF NON-RECEIPT OF LETTER OF OFFER**

- All the Eligible Shareholders holding Equity Shares, whether in dematerialized form or physical form, registered or unregistered are eligible to participate in this Offer at any time during the tendering period of this Offer.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on November 13, 2018, being the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or persons who have not received the Letter of Offer may also participate in this Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- The Eligible Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are fully paid up and are free from all liens, charges and encumbrances. The Acquirer shall acquire the Equity Shares that are validly tendered and accepted in this Offer, together with all rights attached thereto, including the rights to dividends, bonuses and rights offers declared thereon in accordance with the applicable law and the terms set out in the PA, this DPS and the Letter of Offer.
- The Open Offer will be implemented by the Acquirer through the stock exchange mechanism made available by BSE in the form of a separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 read with SEBI Circular CFD/DCR/CIR/P/2016/131 dated December 9, 2016.
- BSE shall be the designated stock exchange for the purpose of tendering Equity Shares under the Open Offer.
- In case of non-receipt of the Letter of Offer, such Eligible Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer (details in Part IX (3) below) on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
- The Acquirer has appointed Karvy Stock Broking Limited ("Buying Broker") as their broker for the Open Offer through whom the purchase and settlement of the Offer Shares tendered in the Open Offer will be made. The contact details of the Buying Broker are as mentioned below:

Name of Broker	Karvy Stock Broking Limited
Address of Broker	Karvy Millennium, Plot No. 31, Financial District, Gachibowli, Hyderabad - 500 032, India
Telephone No.	+91 40 33216775
Fax No.	+91 40 23311968
Email of Broker	service@karvy.com
CIN	U67120AP1995PLC019877
Contact Person	Mr. G. Suresh Kumar
SEBI Registration Details	INZ000172733

- All Eligible Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market during the tendering period.
- A separate Acquisition Window will be provided by the BSE to facilitate the placing of orders. The Selling Broker can enter orders for dematerialized shares as well as for physical shares. Before placing the bid, the concerned Eligible Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Clearing Corporation of India Ltd. ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- The cumulative quantity tendered shall be made available online to the market throughout the trading session at specific intervals by the Stock Exchanges during the tendering period on the basis of shares transferred to the special account of the Clearing Corporation.
- Equity Shares should not be submitted/tendered to the Managers to the Offer, the Acquirer or the Target Company.
- THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER, WHICH SHALL ALSO BE MADE AVAILABLE ON THE WEBSITE OF SEBI (www.sebi.gov.in)

**IX. OTHER INFORMATION**

- The Acquirer and its directors in their capacity as directors, accept responsibility for the information contained in PA and DPS (except for information which has been provided by the Target Company and which has been compiled from publicly available sources as the Acquirer has not independently verified the accuracy of such information) and the obligations of the Acquirer as laid down in terms of the SEBI (SAST) Regulations.
- The Acquirer has appointed CKP Financial Services Private Limited as the Manager to the Offer, whose details are set out below:

Address:	906, Jay Amrithesh 13/14, Makwana Road, Marol Naka, Marol, Andheri East, Mumbai 400058, Maharashtra, India
Telephone:	+91 9322997964/ 022 49749802
Email:	fmgi.openoffer@ckpfinancialservices.com
Contact Person:	Mr. Brijesh Parekh
SEBI Registration No.:	INM00012449

- Karvy Computershare Private Limited has been appointed as the Registrar to the Offer, whose details are set out below:

Address:	Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, India
Telephone:	+91 40 6716 2222
Fax:	+91 40 2343 1551
Email:	fmgi.co@karvy.com
Contact Person:	Mr. M. Murali Krishna
SEBI Registration No.:	INR00000221

- This DPS will also be available on the SEBI website (http://www.sebi.gov.in).
- This Detailed Public Statement is being issued on behalf of the Acquirer by the Manager to the Offer i.e. CKP Financial Services Private Limited
- In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.

ISSUED BY THE MANAGER TO THE OFFER



For and on behalf of:  
Tenneco Inc  
Place: Mumbai  
Date: October 9, 2018

**केनरा बँक Canara Bank**  
SME BRANCH, SAKINAKA, MUMBAI  
Head Office, Bangalore - 560 002  
SME BRANCH, SAKINAKA I FLOOR, NARAYAN BUILDING A.K. ROAD, SAKINAKA  
MUMBAI- 400 072 TEL: +912228560943, 28515470  
FAX: 28560943 e-mail: managercb2411@canarabank.com  
ANNEXURE - 2A  
(DEMAND NOTICE FORMAT FOR PAPER PUBLICATION)

To M/s Sundev Appliances Ltd.  
13 Moti Nagar, CHS Roshan Nagar, Off. Rokadia lane, Borivali West,  
Mumbai 400 092  
M/s Sundev Appliances Ltd.  
Sundev House, Unit No C-4, Ground Floor, Sant Shri Odhavram Ind.  
Estate Opp. Dhuri Resort, Navjeevan Vasai Phata, Waliv, Vasai East - 401  
208  
M/s VRLA Manufacturing Co.  
Near Biogenics drugs, Village Jharmajri, Baddi Tehsil, Solan District,  
Himachal Pradesh-173 205  
Mr. Dhawal J Chaudan  
Mr. Kunal Dhawal Chaudan  
Mrs. Sivagami Sundari Devanand  
Mr. Devanand Balasubramanian  
Mr. Dhawal Jawaharlal Chaudan  
No.12 - 25/1 Perumal Mudali Street, Chennai 600 014  
Mr. Kunal Dhawal Chaudan  
Mr. Praveen J Chaudan  
Mr. Rajesh J Chaudan  
Mr. Dileep J Chaudan  
No.12, Perumal Mudali Street, Royapettah, Chennai 600 014  
Mr. S A Balasubramanian  
Old no 95, New No 12 NGGO Colony Main Road Erode 9 Chennai 638  
001  
Mr. Devanand Balasubramanian and  
Mrs. Sivagami Sundari  
Flat No 303, 3<sup>rd</sup> floor, B Wing, Sea Mist, Charkop Shree Gajanan CHS Ltd,  
Road No. RSC - 25 Charkop Kandivali West Mumbai 400 067

Sub: DEMAND NOTICE UNDER SECTION 13 (2) OF THE SECURITISATION AND RECONSTRUCTION OF FINANCIAL ASSETS AND ENFORCEMENT OF SECURITY INTEREST ACT 2002.

The M/s Sundev Appliances Limited has availed the following loans/credit facilities from our SME Branch, Sakinaka, Mumbai from time to time.

Limit	Loan Amount	Liability as on 28.05.2018	Interest Rate
OC	Rs.900.00 lac	Rs. 13.55 % on regular	
Ad hoc	Rs.65.00 lac	9,77,33,022.50	15.55% on Ad-hoc

The above said loan/credit facilities are duly secured by way of mortgage of the assets more specifically described in the schedule hereunder, by virtue of the relevant documents executed by you in our favour. Since you had failed to discharge your liabilities as per the terms and conditions stipulated, the Bank has classified the debt as NPA on 28.05.2018. Hence, we hereby issue this notice to you under Section 13(2) of the subject Act calling upon you to discharge the entire liability of Rs.9,77,33,022.50 With accrued and up-to-date interest and other expenses, within sixty days from the date of the notice, failing which we shall exercise all or any of the rights under Section 13(4) of the subject Act.

Further, you are hereby restrained from dealing with any of the secured assets mentioned in the schedule in any manner whatsoever, without our prior consent. This is without prejudice to any other rights available to us under the subject Act and/or any other law in force.

Your attention is invited to provisions of sub-section (8) of Section 13 of the SARFAESI Act, in respect of time available, to redeem the secured assets. The demand notice had also been issued to you by Registered Post Ack due to your last known address available in the Branch record.

**SCHEDULE**  
The specific details of the assets Mortgaged/Hypothecated are enumerated hereunder:  
**Stock and Book Debts Hypothecated, assigned to the Bank.**  
Part and Parcel of Commercial Warehouse no.D-04, Ground Floor, Balaji Plaza Building, Survey no.37/1, 37/2, 38, 39/2A, 39/2B, 39/1 of Village Usatane, Near Usatane ST Stop and Bombay - Aasam Transport Company, Usatane - Kalyan Road, Taluka Ambernath, District Thane. In the name of Mr. Dhawal Jawarmlal Chaudan.  
Part and Parcel of Commercial Warehouse no. D-05, Ground Floor, Balaji Plaza Building, Survey no. 37/1, 37/2, 38, 39/2A, 39/2B, 39/1 of Village Usatane, Near Usatane ST Stop and Bombay - Aasam Transport Company, Usatane - Kalyan Road, Taluka Ambernath, District Thane. In the name of Mr. Dhawal Jawarmlal Chaudan.  
Part and Parcel of Commercial Warehouse no. D-06, Ground Floor, Balaji Plaza Building, Survey no. 37/1, 37/2, 38, 39/2A, 39/2B, 39/1 of Village Usatane, Near Usatane ST Stop and Bombay - Aasam Transport Company, Usatane - Kalyan Road, Taluka Ambernath, District Thane. In the name of Mr. Dhawal Jawarmlal Chaudan.  
Part and Parcel of Commercial Warehouse no. D-07, Ground Floor, Balaji Plaza Building, Survey no. 37/1, 37/2, 38, 39/2A, 39/2B, 39/1 of Village Usatane, Near Usatane ST Stop and Bombay - Aasam Transport Company, Usatane - Kalyan Road, Taluka Ambernath, District Thane. In the name of Mr. Dhawal Jawarmlal Chaudan.  
Part and Parcel of Commercial Warehouse no. C-2, Block No. 5, Ground Floor, Shop Cum Godown Complex, Phase Market II, Sector 19B, Turbhe, Near Ambhore Court, Vashi - Turbhe, Navi Mumbai-400 703. In the name of Kunal Dhawal Chaudan.  
Part and Parcel of Land measuring 22 bigha 7 Biswa bearing Khewat/Khatoni no. 89/73, Kharsa No. 1320/3/22 Jamabandi 1998-99 Situated in Revenue State of Dharampur Hadbast No. 214 Pergana Dharampur Tehsil Nalgargh Dist Solan (H. P) in the name of M/s. VRLA Manufacturing Company.  
Part and Parcel of flat no 303, 3<sup>rd</sup> floor, B Wing, Sea Mist, Charkop Shree Gajanan CHS Ltd, road no. RSC - 25, Charkop Kandivali West, Mumbai - 400067 in the name of Mrs Sivagami Sundari Devanand & Mr Devanand Balasubramanian.  
Sd/  
Authorized Officer  
Canara Bank  
Date: 08.08.2018  
Place: MUMBAI

**PUBLIC NOTICE**  
Public at large is hereby informed that my client has misplaced the following Original Documents, in respect of Flat No. 202, Second floor, M108 of Scheme 208, Pratiksha Nagar, Sion, Mumbai 400 022-1. Original Ajoiment Letter dt. 16/08/2009 issued by MHADA in favour of Idrarul Haq Safat Mohd. Shaikh 2. Original Possession Letter issued by MHADA, dt. 02/01/2010 in favour of Idrarul Haq Safat Mohd. 3. Original Indemnity Bond, Original Affidavit & Original General Power of Attorney all dt. 23/10/2010, executed between Mr. Xaver Meris Justin Raj And Idrarul Haq Safat Mohd. Shaikh in respect of the above said flat. In case the same is found it should be returned to my client or to us forthwith. In case any person has any rights, claims and interest in respect of aforesaid property, the same should be known in writing to me at the address mentioned below with the documentary proof within 14 days from the date of publication hereof, failing which it shall be construed that such claim is waived, abandoned.  
Advocate Parag J. Pimple  
S/4, Pravin Palace, Pt. Dindayal Nagar, Vasai Road (W), Tal. Vasai, Dist. Palghar  
Mob : 9890079352 Date: 09/10/2018

**VICTORY PAPER AND BONDS (INDIA) LTD.**  
Regd. Office: 666/12, Anna Aluminium Building, Kizhakkambalam, Aluva, Ernakulam, Kerala, India - 683 562. CIN: L21019KL1994PLC008083  
Web: www.vptil.com, E-mail: vptil@vptil.com  
Tel. No. 948 2680701  
**NOTICE OF BOARD MEETING**  
Notice is hereby given pursuant to Regulation 47 of the LODR, that a meeting of the Board of Directors of the Company is scheduled to be held on Monday, 15th October, 2018 at 3.00 PM at 666/12, Kizhakkambalam, Aluva, Kerala, India inter alia, to consider and approve the unaudited financial results of the Company for the half year ended 30th September, 2018 and any other matters as decided by the board.  
Information in this regard is also available on the website of the Company and also at the website of stock exchange www.bseindia.com.  
For Victory Paper And Bonds (India) Ltd.  
Sd/-  
Date: 8th October, 2018 JOSHIM JOSE  
Place: Kizhakkambalam Company Secretary

**INDIAN METALS & FERRO ALLOYS LTD**  
Regd. Office: IMFA Building, Bomkhal, P.O. Raunigah, Bhubaneswar-751010, Odisha  
Tel: +91 674 3051000, 2580100  
Fax: +91 674 2580120, 2580145  
E-mail: mail@imfa.in, Website: www.imfa.in  
Corporate ID: L21010RI1961PLC004228  
**NOTICE**  
Notice is hereby given that pursuant to Regulation 29 read with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Board of Directors of the Company will be held on Tuesday, the 23rd October 2018 at New Delhi to consider and take on record, inter alia, the unaudited financial results for the quarter and half year ended 30th September 2018.  
The above information is available on the Company's website www.imfa.in and also on the website of Stock Exchanges viz. www.bseindia.com and www.nseindia.com  
For Indian Metals & Ferro Alloys Ltd  
Sd/-  
Bhubaneswar PREM KHANDELWAL  
DLO: 08.10.2018 CFO & COMPANY SECRETARY

**TTK PRESTIGE LIMITED**  
Regd. Office: Plot No.38, SIPCOT Industrial Complex, Hosur - 635 126, Tamil Nadu.  
Corporate Office: 11<sup>th</sup> Floor, Brigade Towers, 135, Brigade Road, Bangalore - 560 025.  
www.ttkprestige.com, E-mail: investorhelp@ttkprestige.com  
CIN: L85110TZ1955PLC015049

**NOTICE**  
NOTICE is hereby given that the following share certificate(s) has/have been reported as lost / misplaced and the holder of the share certificate(s) has applied to the company for issue of duplicate share certificate(s).

Sl.No.	Folio No.	Share Certificate No.	Distinctive No.(s) From To	No. of Shares	Name of the Share holder
1	TTK002587	15134	2866685 8666784	100	MAHESH NATVARLAL MODI USHAMA MAHESHBHAI MODI
2	TTK005113	17660	8919285 8919384	100	KHAGESH KUMAR JHA
3	TTK100352	18802	9033485 9033584	100	N RAJAKUMAR
4	TTK000731	6457	8072685 8072784	100	RAMESH RAJAN N
5	TTK005840	18387	8991985 8992084	100	GURUNATHAPPA GOUDA DODDAMANI

Please note that if the company does not receive any objection within 15 days from the publication of this notice, the Company will proceed further in issuing duplicate share certificates to the respective holders.

For TTK Prestige Limited  
K. Shankaran  
Director & Secretary  
Date: 08.10.2018

**Corporation Bank**  
A Premier Public Sector Bank  
(A Govt of India Enterprise)  
Zonal Office: Thane  
Coral Square, 11nd Floor, Opp. Sural Water Park, Ghodbunder Road, Thane- 400 615  
RECOVERY DIVISION  
**PUBLIC NOTICE FOR SALE OF VEHICLE HYPOTHECATION AS SECURITY TO BANK UNDER HYPOTHECATION DEED**  
A sale by public auction of the vehicles under hypothecation to Corporation Bank, which is described in the schedule hereto, will be held in realization of dues on the day of 16.10.2018 at 3.00 p.m. at Corporation Bank, Zonal Office, Coral Square, 2<sup>nd</sup> Floor, Near Sural Water Park, Ghodbunder Road, Thane (West)- 400615.  
Interested persons may inspect the schedule property/vehicle in the presence of the undersigned with previous appointment. (Contact: Chief Manager, Mob: 7030856262) The Auction is being held "AS IS WHERE IS" and "AS IS WHAT IS" Basis. The intending bidders may obtain copy of the terms and conditions of the sale from the undersigned during the working hours of the Branches.  
**SCHEDULE - (Description of Vehicle)**

Lot No	Description of the Vehicle	Vehicle Model	Date & Time of Auction	Reserve Price	Earnest Money Deposit (EMD)	Name of the Branch
1	Tata Indigo ECs LXBSIV (tourist tax) MH-46-AD-2136	2016	16.10.2018 at 03:00 p.m.	Rs. 1.45 lakhs	Rs. 14,500.00	Kharghar Branch (1160) Mobile No. 8291497504
2	TATA INDIGO ECS LS BSIII (TAXI/CAB) MH04-GD-9432 Model-2016	2016	16.10.2018 at 03:00 p.m.	Rs. 1.65 lakhs	Rs. 16,500.00	Bhyander Branch (455) Mobile No.7710038455
3	Eicher E2 Plus Truck (MH-06-BD-628)	2014	16.10.2018 at 03:00 p.m.	Rs. 7.00 lakhs	Rs. 70,000.00	Roha Branch (1536) Mobile No. 7774041283
4	Mahindra Maximo Plus BS 3	2015	16.10.2018 at 03:00 p.m.	Rs. 1.16 lakhs	Rs. 11,600.00	Roha Branch (1536) Mobile No. 7774041283
5	Mahindra Bolero Pick up 2 WD BS 3 MH 08 W 3846	2015	16.10.2018 at 03:00 p.m.	Rs. 2.80 lakhs	Rs. 28,000.00	Ratnagiri Branch (0802) Mobile No. 9844053853

Date: 08/10/2018  
Place: Thane  
Sd/-  
CORPORATION BANK

**INDIAN METALS & FERRO ALLOYS LTD**  
Regd. Office: IMFA Building, Bomkhal, P.O. Raunigah, Bhubaneswar-751010, Odisha  
Tel: +91 674 3051000, 2580100  
Fax: +91 674 2580120, 2580145  
E-mail: mail@imfa.in, Website: www.imfa.in  
Corporate ID: L21010RI1961PLC004228  
**NOTICE**  
Notice is hereby given that pursuant to Regulation 29 read with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Board of Directors of the Company will be held on Tuesday, the 23rd October 2018 at New Delhi to consider and take on record, inter alia, the unaudited financial results for the quarter and half year ended 30th September 2018.  
The above information is available on the Company's website www.imfa.in and also on the website of Stock Exchanges viz. www.bseindia.com and www.nseindia.com  
For Indian Metals & Ferro Alloys Ltd  
Sd/-  
Bhubaneswar PREM KHANDELWAL  
DLO: 08.10.2018 CFO & COMPANY SECRETARY

**Corporation Bank**  
A Premier Public Sector Bank  
Head Office: Mangaladevi Temple Road, Pandhwar, Mangalore - 575 001, Tel: 0824 2861991  
Bancassurance Division  
**REQUEST FOR PROPOSAL (RFP)**  
The Bank has invited sealed offers from interested agencies for Selection of "Aggregator for Online Mutual Fund Business" to introduce Platform to undertake Online Mutual Fund Business & for facilitating Branches to undertake Mutual Fund Business through offline transactions.  
Last date for Pre Bid Queries / clarifications Date: 09.10.2018. Last date and time for receipt of completed RFP is before 3.00 pm 20.10.2018. Please visit our website http://www.corpbank.com/corplenders for qualification criteria & other details. Tender related documents can be downloaded from our website. Please keep visiting our website for further amendments regarding this tender. Bank reserves the right to accept or reject any or all the offers in part or full without assigning any reasons.  
Place: Mangaluru  
Date: 06.10.2018  
Asst. General Manager  
Bancassurance Division,  
Corporation Bank, Head Office

**ESAB INDIA LIMITED**  
CIN: L29299TN1987PLC0258738  
Regd. Office: Plot No.13, 3<sup>rd</sup> Main Road, Industrial Estate, Ambattur, Chennai 600 058.  
Telephone No: 044-4228 1100  
Email ID: investorrelations@esab.co.in  
**NOTICE**  
Notice is hereby given that pursuant to Regulation 47 read with Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Meeting of the Board of Directors of the Company is convened on Tuesday, the 30<sup>th</sup> October, 2018 at the Registered office of the Company to consider and take on record the Unaudited Financial Results for the quarter ended 30 September, 2018.  
The information will be made available on the website of the Company www.esabindia.com and the Stock Exchange website's BSE Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.  
By order of the Board  
S. Venkatarathnam  
Company Secretary  
Chennai  
9 October, 2018

**E.I.D. - PARRY (INDIA) LIMITED**  
CIN: L24217MH1995PLC000690  
Registered Office: Taps House, Prayag Cinema, Chennai - 600 007  
Tel: 044-28210781, Fax: 044-2811959  
Website: www.eidparry.com  
E-mail: E-Prayag@eidparry.com; E-Parry@eidparry.com  
Notice is hereby given pursuant to Regulations 29, 47 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, that a meeting of the Board of Directors of the Company will be held on Friday, November 9, 2018 to consider and approve the unaudited financial results of the Company for the quarter ended September 30, 2018. This information is posted on the website of the Company i.e. www.eidparry.com and on the website of the Stock Exchanges www.bseindia.com and www.nseindia.com  
For E.I.D. - Parry (India) Limited  
G. JALAJIA  
Place: Chennai  
Date: October 8, 2018 Company Secretary

**POLYPLEX**  
POLYPLEX CORPORATION LIMITED  
CIN: L32209UR1994PLC011586  
Regd. Office: Lohia Road Road, Uttarakhand  
District Lucknow Singh Nagar, Uttarakhand  
Notice for Issue of Duplicate Share Certificate(s)  
Notice is hereby given that the under-mentioned shares certificate(s) of the Company have been reported to be lost / mislaid and the Company has received a request from the holder(s) of these shares to issue duplicate Share Certificate(s). Any person who has any interest or claim in these shares should lodge such a claim with the Company at its Registered Office within 15 days from the publication of this notice, failing which the Company shall proceed to issue duplicate Share Certificate(s).  
Details of Equity Shares:  
Name(s) of Shareholder(s): (i) Salm Ahmed Shaheer J. With Shanti Shaheer (Folio No.022547), No. of Equity Shares 100, Certificate No. 107592, Distinctive No. 32892100 to 32892199 (both inclusive). (ii) Raghuvendra Prasad Sinha (Folio No.022547), No. of Equity Shares 600, Certificate No. 22390 to 22399, Distinctive No. 4833201 to 4833220 (both inclusive) and Certificate No. 108265, Distinctive No. 3302590

# DETAILED PUBLIC STATEMENT TO THE ELIGIBLE SHAREHOLDERS OF FEDERAL-MOGUL GOETZE (INDIA) LIMITED UNDER REGULATIONS 3(1), 4 AND 5(1) READ WITH REGULATIONS 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

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

**Open Offer ("Offer/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 of face value of INR 10 (Indian Rupees Ten) each ("Equity Share"), representing up to 25.02% of the total equity voting share capital of Federal-Mogul Goetze (India) Limited ("Target Company") on a fully-diluted basis, as of the 10th (tenth) working day from the closure of the tendering period of the Offer, from the Eligible Shareholders (as defined below) by Tencoco Inc. ("Acquirer")**

This Detailed Public Statement ("DPS") is being issued by CKP Financial Services Private Limited, the manager to the offer ("Manager to the Offer"), for and on behalf of the Acquirer, in compliance with Regulations 3(1), 4 and 5(1) read with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"), pursuant to the public announcement dated April 16, 2018 ("PA") in relation to this Offer filed by the Acquirer with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively referred to as the "Stock Exchanges") in terms of Regulation 3(1), 4 and 5(1) read with Regulation 14(1) of the SEBI (SAST) Regulations. The PA was filed with the Securities and Exchange Board of India ("SEBI") on April 16, 2018 and sent to the Target Company at its registered office on April 16, 2018 in terms of regulation 14(2) of the SEBI (SAST) Regulations.

## I. THE ACQUIRER, TARGET COMPANY AND THE OFFER

### A. Information about the Acquirer

#### A1. Acquirer - Tencoco Inc.

1. The Acquirer is a publicly traded corporation in the United States of America and was incorporated on August 26, 1996 under the name of New Tencoco Inc. On December 12, 1996 it changed its name to Tencoco Inc. The registered office of the Acquirer is located at 500 North Field Drive, Lake Forest, IL 60045, United States of America. Its telephone number is +001.847.482.5000 and fax number is +001.847.482.5940. The Acquirer can also be contacted by Email at: [OpenOfferFMG@tencoco.com](mailto:OpenOfferFMG@tencoco.com)

2. Headquartered at Lake Forest, Illinois, Acquirer is one of the world's leading designers, manufacturers and marketers of Ride Performance and Clean Air products and technology solutions for diversified markets, including light vehicle, commercial truck, off-highway equipment and the aftermarket, with 2017 revenues of US\$ 9.3 billion and approximately 32,000 employees worldwide. On October 1, 2018, Acquirer completed the acquisition of Federal-Mogul LLC ("Federal-Mogul"), a leading global supplier to original equipment manufacturers and the aftermarket with nearly 55,000 employees globally and 2017 revenues of US\$ 7.8 billion. Upon completion of the Primary Transaction (defined herein below), 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company.

3. The Acquirer does not form part of any group and is a widely held listed company with no majority holding by a Promoter.

4. The top ten (10) shareholders forming part of the shareholding pattern of the Acquirer as on June 30, 2018, based on the information contained in the filings made with the United States Securities and Exchange Commission regarding the ownership of the Acquirer's common stock, is given below:

Sl. No.	Shareholder	Number of shares held	Percentage of Total Paid up capital
1.	The Vanguard Group Inc.	4,474,651	8.70%
2.	BlackRock Inc.	4,417,824	8.65%
3.	Wellington Management Group LLP	3,674,446	7.15%
4.	Lycual Asset Management L.P.	2,546,567	4.96%
5.	Macquarie Investment Management Business Trust	1,933,041	3.76%
6.	Fuller & Thaler Asset Management Inc.	1,793,361	3.49%
7.	GAMCO Investors Inc.	1,498,527	2.91%
8.	Aronson+Johnson+Ortiz, LP	1,401,334	2.74%
9.	Dimensional Fund Advisors L.P.	1,405,855	2.73%
10.	Columbia Management Investment Advisers, LLC	1,231,375	2.40%

5. As on date of the DPS, the Directors and key managerial personnel of the Acquirer do not hold any interest/relationship/ownership/shares in the Target Company.

6. Late 2019, the Acquirer plans to separate its business to form two new, independent companies, an Aftermarket and Ride Performance company as well as a Powertrain Technology company. Acquirer currently expects that the Aftermarket and Ride Performance business will be spun-out into a separate company and the Powertrain Technology business will remain at Tencoco Inc. and the Acquirer shall continue to retain the interest in the Target Company.

7. The Acquirer is a party to the Underlying Agreement (defined herein below), pursuant to which there has been a change in the indirect shareholding and control of the Target Company.

8. As on the date of the DPS, the Acquirer indirectly controls the Target Company as a consequence of completion of the Primary Transaction (defined herein below) on October 1, 2018. Upon completion of the Primary Transaction (defined herein below), Federal-Mogul was merged with and into the Acquirer, with Acquirer continuing as the surviving company.

9. There are no directors appointed on the board of directors of the Target Company by the Acquirer. There are no directors on the board of directors of the Target Company directly representing the Acquirer.

10. The equity shares of the Acquirer are publicly traded on the New York Stock Exchange ("NYSE") under the symbol "TEN" since November 05, 1999.

11. The Acquirer has not directly acquired any Equity Shares of the Target Company since the date of the PA and up to the date of this DPS. As on the date of the DPS, the Acquirer does not directly hold any equity shares in the Target Company.

12. The Acquirer has not been prohibited by the Securities and Exchange Board of India ("SEBI") from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any of the regulations made under the SEBI Act.

13. The key financial information of the Acquirer, as derived from its audited consolidated financial statements for the 12-month period ended December 31, 2015, December 31, 2016 and December 31, 2017, and its consolidated financial statements for the 6 month period ended June 30, 2018 which have been subject to limited review by the independent auditor, is as follows. The said financials have been prepared in accordance with US Generally Accepted Accounting Principles.

Particulars	For the 12-month period ending December 31			For 6 month period ending June 30, 2018		
	2015	2016	2017	2018	2018	2018
Total Revenue	604,768.15	8,181,635,688.18	8,599,685,566.54	9,274,377,823.01	5,111	
Net Income	17,815.56	241,26,316.77	356,15,302.16	207,7,983.74	108	
Basic Earnings Per Share (EPS)	299.39	4.05	470.15	6.36	290.52	3.93
Net Worth / Shareholder Fund	34,300.50	464,45,832.57	620,54,851.24	742,58,255.78	761	

#### Notes:

a. All US\$ amounts except EPS are in millions.

b. All INR amounts except EPS are in millions.

c. Since the financials of the Acquirer are presented in US\$, a translation (convenience translation) of such financials into INR has been adopted. The US\$ to INR conversion has been assumed at the reference rate of US\$ 1 = INR 73.9235 as on October 9, 2018, (i.e. the last working day prior to the date of the DPS) (Source: [www.fbi.org.in](http://www.fbi.org.in), Effective July 10, 2018, Financial Benchmarks India Private Limited (FBI), has assumed the responsibility of computation and dissemination of reference rate for US\$/INR and exchange rate of other major currencies from RBI).

d. The financial information for the financial years ending December 31, 2015, 2016 and 2017 set forth have been extracted from the audited consolidated financial statements of the Acquirer as at and for the financial years ending December 31, 2015, 2016 and 2017 and were prepared in accordance with US Generally Accepted Accounting Principles.

These financial statements have been audited by PricewaterhouseCoopers LLP, the independent auditor of the Acquirer. Financial information presented above for the period ended June 30, 2018, is unaudited and has been reviewed by the Acquirer's independent auditor and is included as Part I of the Acquirer's Quarterly Report on Form 10-Q filed with the United States Securities and Exchange Commission on August 7, 2018.

i. Total Revenue includes net sales and operating revenues.  
ii. Net Income is excluding income attributable to non-controlling interest.  
iii. Net worth includes common stock and accumulated other comprehensive loss, retained earnings (accumulated deficit), premium on common stock, other capital surplus and non-retained interest excluding Treasury Shares.

### B. Details of selling shareholders, if applicable

Not applicable as this Offer is being made on account of the Underlying Agreement (defined herein below) pursuant to indirect acquisition of control over the Target Company by the Acquirer upon acquisition of Federal-Mogul and not as a result of a direct acquisition of equity shares, voting rights or control of the Target Company. Please see section D for more details.

### C. Details of the Target Company: Federal-Mogul Goetze (India) Limited

1. The Target Company, a public limited company and having its registered office at DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi-110 020 was incorporated on November 26, 1954 under the laws of India. Its telephone number is +91 11 49057597 and fax number is +91 12 44292840.

2. The Equity Shares are currently listed on BSE (Scr. Code: 505744). (Source: BSE Website) and NSE (FMGOETZE) (Source: NSE Website).

3. The Equity Shares are infrequently traded on BSE and NSE in terms of Regulation 2(1)(j) of SEBI (SAST) Regulations. (Further details provided in Part IV below (Offer Price)).

4. As on the date of this DPS, the total authorized share capital of the Target Company is INR 80,00,00,000 (Indian Rupees Eighty crore) consisting of 8,00,00,000 (Eight crore) equity shares. The total paid-up share capital of the Target Company is INR 55,63,21,300 (Indian Rupees Fifty five crore sixty three lakh twenty one thousand and three hundred only) consisting of 5,56,32,130 (Five crore fifty six lakh thirty two thousand one hundred and thirty) equity shares. As at March 31, 2018, the Target Company does not have any outstanding partly paid-up shares or any shares under lock in. (Source: BSE Website and Target Company confirmation)

5. As on the date of this DPS, there are no (i) partly paid-up Equity Shares; and (ii) outstanding convertible securities / instruments (warrants / fully convertible debentures / partly convertible debentures / employee stock options / depositary receipts or other convertible instruments) issued by the Target Company. (Source: [www.bseindia.com](http://www.bseindia.com) and Target Company confirmations)

6. The Target Company has not entered into any related party transactions in the course of its business, with the Acquirer.

7. The key financial information of the Target Company, as derived from its audited consolidated financial statements as at and for the 12-months period ending March 31, 2018, March 31, 2017, and March 31, 2016, and limited review unaudited consolidated financial information for the 3 month period ended June 30, 2018, prepared in accordance with Indian Generally Accepted Accounting Principles are as follows:

Particulars	For the 12 month period ending 31 March			For the 3 month period ending 30 June 2018
	2016	2017	2018	
Total Revenue	13,512.28	14,284.00	13,713.61	3,471.96
Net Income	475.96	772.84	883.19	273.44
Basic Earnings Per Share (EPS)	8.56	15.05	17.29	5.25
Net Worth / Shareholder Funds	5,846.90	6,871.31	7,628.73	7,927.03

#### Notes:

a. All amounts are in INR in million, except per share data.

b. Audited consolidated financial statements as at and for the 12-months period ending March 31, 2016 are prepared as per Accounting Standards (AS), whereas audited consolidated financial statements as at and for the 12-months period ending March 31, 2017, March 31, 2018 and as at and for the 3 month period ending June 30, 2018 are prepared as per Indian Accounting Standards (Ind AS).

c. Total revenue includes revenue from operations and other income.

d. Net income is profit after minority interest/profit for the year attributable to owner of the company.

e. Net worth includes share capital/equity share capital, reserves/other equity and minority/non-controlling interest.

(Source: Target Company Annual Reports are available on BSE website for year ending on March 31, 2016, 2017 and 2018 respectively and limited review unaudited consolidated financial information for the period ending June 30, 2018 was provided by the Target Company).

### D. Details of the Offer

1. This Offer is a mandatory offer made under Regulations 3(1), 4 and 5(1) read with Regulation 13(4) and in accordance with Regulations 15(2) and 15(3) of the SEBI (SAST) Regulations.

2. The Acquirer is making the Offer for acquisition of up to 1,39,16,676 (One crore thirty nine lakh sixteen thousand six hundred and seventy six) Equity Shares, having face value INR 10 each, representing up to 25.02% (twenty five point zero two per cent) of the fully diluted voting equity share capital of the Target Company as of the 10th working day from the closure of the tendering period ("Offer Size"). The Offer is being made to all the public shareholders of the Target Company, i.e., shareholders other than the promoters and promoter group of the Target Company, the Acquirer, parties to the Underlying Agreement including persons deemed to be acting in concert with the Acquirer and persons deemed to be acting in concert with the parties to the Underlying Agreement in terms of Regulation 7(6) of the SEBI (SAST) Regulations ("Eligible Shareholders").

3. All Equity Shares validly tendered by the Eligible Shareholders of the Target Company in this Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS and as will be set out in the letter of offer that will be issued in relation to this Offer ("Letter of Offer"). The Eligible Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Acquirer shall acquire the Equity Shares of the Eligible Shareholders who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers declared thereafter.

4. This Offer is being made at a price of INR 420.05/- (Indian Rupees Four hundred and twenty and Paise Five only) per Equity Share ("Offer Price") which includes interest computed at the rate of 10% (ten per cent) per annum for the period between April 10, 2018 (i.e., the date of execution of the Underlying Agreement) and the date of this DPS in terms of Regulation 8(12) of SEBI (SAST) Regulations.

5. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

6. In view of an application made by the Acquirer before the Competition Commission of India ("CCI") under section 6(2) of the Competition Act, 2002 read with the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Regulations, 2011 ("Combination Regulations"), the CCI vide its order dated June 5, 2018, opined that the proposed combination is not likely to have an appreciable adverse effect on competition in India and approved the same ("CCI Approval"). Other than the approval mentioned aforesaid, to the best of the knowledge of the Acquirer, there are no statutory or regulatory approvals required by the Acquirer to complete this Offer. However, in case of any statutory or regulatory approvals being required by the Acquirer at a later date before the closure of the tendering period, this Offer shall be subject to such approvals and the Acquirer shall take necessary steps including filing of applications to obtain such approvals.

7. The Acquirer shall have a right not to proceed with the Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event any applicable statutory approvals required to be obtained are refused. The Acquirer shall also have a right to withdraw the Offer in terms of Regulation 23(1)(c) of the SEBI (SAST) Regulations. In the event of withdrawal of the Offer, a public announcement will be made (through the Manager to the Offer) stating the grounds and reasons for the withdrawal of the Offer in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, within two (2) working days of such withdrawal in the same newspapers in which the DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

8. All Equity Shares tendered in acceptance of the Offer will be acquired by the Acquirer subject to terms and conditions set out in the DPS and as will be set out in the letter of offer that will be issued in relation to the Offer ("Letter of Offer").

9. The DPS is being published in the following newspapers:

Newspaper	Language	Edition
Business Standard	English	All
Business Standard	Hindi	All
Jansatta	Hindi (Regional)	Regional

10. Non-resident Indian ("NRI") and overseas corporate body ("OCB") holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them, in this Offer (including without limitation the approval from the Reserve Bank of India ("RBI"), since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity) and submit such approvals along with the documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, foreign portfolio investors ("FPIs") and foreign institutional investors ("FIIs")) had required any approvals (including from the RBI or the Foreign Investment Promotion Board ("FIPB") or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

11. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations. This Offer is a mandatory offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

12. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

13. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, currently the Acquirer does not have any intention to sell, lease, dispose-off or otherwise encumber any assets of the Target Company or any of its subsidiaries in the succeeding 2 (two) years from the completion of this Offer, except in the ordinary course of business of the Target Company and other than as already agreed, disclosed or publicly announced by Target Company.

14. Consequent to acquisition of Equity Shares pursuant to this Offer, the public shareholding in the Target Company may fall below the level required for continued listing. To the extent the post-offer holding of the Acquirer in the Target Company exceeds the maximum permissible non-public shareholding under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Securities Contract (Regulation) Rules, 1957, as amended (the "SCRR"), the Acquirer undertakes to reduce its shareholding to the level stipulated in the Listing Regulations and SCRR within the time specified in the SCRR.

15. The Acquirer has no intent to delist the equity shares of the Target Company from the Stock Exchanges.

16. The Manager to the Offer does not hold any Equity Shares as on the date of the DPS. The Manager to the Offer further declares and undertakes not to deal, on its own account, in the Equity Shares during the Offer Period.

17. The Acquirer will not sell any of the existing equity shares of the Target Company held indirectly during the Offer Period.

### II. BACKGROUND TO THE OFFER

1. This Offer is a mandatory offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations and is being made as a result of an indirect acquisition of voting rights in and control by the Acquirer over the Target Company under the terms of the Underlying Agreement (as defined below).

2. On April 10, 2018, the Acquirer announced that it had entered into a definitive agreement dated as of April 10, 2018 ("Underlying Agreement") with Iahn Enterprises L.P. ("IEP"), American Entertainment Properties Corp. ("Seller") and Federal-Mogul to acquire the ownership of Federal-Mogul. The transaction contemplated under the Underlying Agreement has been concluded on October 1, 2018 ("Primary Transaction").

3. On October 1, 2018, Acquirer completed its acquisition of Federal-Mogul pursuant to the Underlying Agreement. Following the completion of the Primary Transaction, Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company. As consideration for the acquisition, Acquirer paid the Seller US\$ 800 million in cash, issued an aggregate of 5,661,177 shares of Class A Voting Common Stock (par value US\$ 0.01) and 23,793,669 shares of Class B Non-Voting Common Stock (par value US\$ 0.01) of Acquirer, and also assumed Federal-Mogul debt.

4. Late 2019, the Acquirer plans to separate its business to form two new, independent companies, an Aftermarket and Ride Performance company as well as a Powertrain Technology company. Acquirer currently expects that the Aftermarket and Ride Performance business will be spun-out into a separate company and the Powertrain Technology business will remain at Tencoco Inc. and the Acquirer shall continue to retain the interest in the Target Company.

Following the consummation of the proposed spin-off, Acquirer's board of directors has selected Brian J. Kessler to serve as the Chief Executive Officer of the Aftermarket and Ride Performance company and Roger J. Wood to serve as Chief Executive Officer of the Powertrain Technology company. The Acquirer also announced the expansion of its board of directors from 10 to 11 members and the election to the board of directors of Mr. Keith Cozza, President and CEO, IEP effective October 1, 2018, in accordance with the Underlying Agreement.

4. Federal-Mogul Holdings Limited holds 60.05% and Federal-Mogul Vermögensverwaltungs GMBH holds 14.93% of the voting share capital of the Target Company and both are also the existing promoters of the Target Company. 100.00% of the paid-up equity share capital of Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GMBH were indirectly held through a chain of subsidiaries by Federal-Mogul. Federal-Mogul in turn was 100% owned by the Seller until October 1, 2018. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company.

5. 100% equity interest in Federal-Mogul was transferred from the Seller to the Acquirer pursuant to the Underlying Agreement on October 1, 2018. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company. This resulted in indirect acquisition by the Acquirer of 74.98% of the voting share capital and indirect change of control of the Target Company.

6. Primary Transaction constitutes an indirect acquisition by Acquirer of the Target Company under Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

7. The Primary Transaction was concluded on October 1, 2018. In terms of Regulation 5(2) of the SEBI (SAST) Regulations, the Primary Transaction is neither a deemed direct acquisition, nor is a specific value attributable to the Equity Shares of the Target Company.

8. In terms of the proviso to Regulation 13(4) of the SEBI (SAST) Regulations, in the case of an indirect acquisition which is not a deemed direct acquisition, a detailed public statement is required to be issued by the Acquirer no later than five working days of the completion of the primary acquisition of shares or voting rights in, or control over the company or entity holding shares or voting rights in, or control over the target company. Since the Primary Transaction was concluded on October 1, 2018, the transfer of control of the Target Company from the Seller to the Acquirer took place on October 1, 2018 and therefore this DPS is being issued in terms of Regulation 13(4) of the SEBI (SAST) Regulations.

9. The completion of the Primary Transaction resulted in an indirect acquisition of 74.98% of the voting share capital of Target Company by the Acquirer.

### III. SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisitions are as follows:

Details	Acquirer	
	No. of Equity shares held	Percentage (%)
Shareholding as on the date of PA	Nil	Nil
Equity shares acquired between the PA date and the DPS date	Acquirer acquired indirect control over 41,715,454 equity shares due to acquisition of Federal-Mogul. Federal-Mogul owned Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GMBH through a chain of subsidiaries. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving	74.98%

	company. Federal-Mogul Holdings Limited holds 60.05% and Federal-Mogul Vermögensverwaltungs GMBH holds 14.93% of the equity voting share capital of the Target Company.	100%
Post offer shareholding (On fully diluted basis, as on 10th working day after close of the tendering period) (assuming full acceptance under the offer)	Acquirer's indirect and direct shareholding in the Target Company, will be 41,715,454 equity shares and 13,916,676 Equity Shares respectively. Accordingly, the aggregate of equity shares directly and indirectly owned by the Acquirer would be 55,632,130 equity shares.	

2. As of the date of this DPS, the Acquirer and its Directors do not hold any shares in Target Company except that the Acquirer indirectly holds 41,715,454 equity shares of the Target Company pursuant to the consummation of the Primary Transaction contemplated by the Underlying Agreement, i.e., pursuant to the acquisition of Federal-Mogul by the Acquirer. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company. Further, save as set out above, neither the Acquirer nor its directors directly hold any equity shares of the Target Company, and have not directly acquired any equity shares of the Target Company during the 12 months prior to the date of the DPS other than as stated above.

3. Assuming full acceptance under the Offer, the Acquirer shall (i) directly own 13,916,676 Equity Shares of the Target Company representing 25.02% of the equity voting share capital of the Target Company; and (ii) indirectly own 41,715,454 equity shares of the Target Company representing 74.98% of the equity voting share capital of the Target Company through indirect ownership of Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GMBH which in turn hold 60.05% and 14.93% of the equity voting share capital of the Target Company, respectively. Therefore, assuming full acceptance of the Offer, the Acquirer shall directly / indirectly own 55,632,130 equity shares representing 100% of the equity voting share capital of the Target Company.

4. Consequent to acquisition of Equity Shares pursuant to this Offer, the public shareholding in the Target Company may fall below the level required for continued listing. To the extent the post-offer holding of the Acquirer in the Target Company exceeds the maximum permissible non-public shareholding under the Listing Regulations and SCRR, the Acquirer undertakes to reduce its shareholding to the level stipulated in the Listing Regulations and SCRR within the time specified in the SCRR. The Acquirer has no intent to delist the equity shares of the Target Company from the Stock Exchanges.

### IV. OFFER PRICE

1. The Equity Shares are listed on the BSE Limited, having Scrip Code: 505744 and Scrip ID: FMGOETZE and NSE Limited, having Symbol: FMGOETZE.

2. The Equity Shares of the Target Company are infrequently traded, within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

3. The annualized trading turnover, based on the trading volume in the Equity Shares of the Target Company on the BSE and NSE during April 1, 2017 to March 31, 2018 (twelve calendar months preceding the month in which the PA was issued), was as under:

Stock Exchange	No of equity shares traded during the 12 (twelve) calendar months prior to the month in which the PA was issued	Total number of listed equity shares during this period	Annualized trading turnover (as a % to total listed equity shares)
BSE	7,77,401	5,56,32,130	1.4%
NSE	25,78,317	5,56,32,130	4.6%

\*Since the traded turnover on BSE and NSE during the twelve calendar months ending March 31, 2018, is less than ten percent of the total number of shares of such class of the Target Company



## DETAILED PUBLIC STATEMENT TO THE ELIGIBLE SHAREHOLDERS OF

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

UNDER REGULATIONS 3(1), 4 AND 5(1) READ WITH REGULATIONS 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

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

**Open Offer ("Offer/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 of face value of INR 10 (Indian Rupees Ten) each ("Equity Share"), representing up to 25.02% of the total equity voting share capital of Federal-Mogul Goetze (India) Limited ("Target Company") on a fully-diluted basis, as of the 10th (tenth) working day from the closure of the tendering period of the Offer, from the Eligible Shareholders (as defined below) by Tenneco Inc. ("Acquirer")**

This Detailed Public Statement ("DPS") is being issued by CKP Financial Services Private Limited, the manager to the offer ("Manager to the Offer"), for and on behalf of the Acquirer, in compliance with Regulations 3(1), 4 and 5(1) read with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"), pursuant to the public announcement dated April 16, 2018 ("PA") in relation to this Offer filed by the Acquirer with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively referred to as the "Stock Exchanges") in terms of Regulation 3(1), 4 and 5(1) read with Regulation 14(1) of the SEBI (SAST) Regulations. The PA was filed with the Securities and Exchange Board of India ("SEBI") on April 16, 2018 and sent to the Target Company at its registered office on April 16, 2018 in terms of regulation 14(2) of the SEBI (SAST) Regulations.

**I. THE ACQUIRER, TARGET COMPANY AND THE OFFER****A. Information about the Acquirer****A1. Acquirer - Tenneco Inc.**

1. The Acquirer is a publicly traded corporation in the United States of America and was incorporated on August 26, 1996 under the name of New Tenneco Inc. On December 12, 1996 it changed its name to Tenneco Inc. The registered office of the Acquirer is located at 500 North Field Drive, Lake Forest, IL 60045, United States of America. Its telephone number is +001 847 482 5000 and fax number is +001 847 482 5940. The Acquirer can also be contacted by Email at: OpenOfferFMGIL@tenneco.com

2. Headquartered at Lake Forest, Illinois, Acquirer is one of the world's leading designers, manufacturers and marketers of Ride Performance and Clean Air products and technology solutions for diversified markets, including light vehicle, commercial truck, off-highway equipment and the aftermarket, with 2017 revenues of US\$ 9.3 billion and approximately 32,000 employees worldwide. On October 1, 2018, Acquirer completed the acquisition of Federal-Mogul LLC ("Federal-Mogul"), a leading global supplier to original equipment manufacturers and the aftermarket with nearly 65,000 employees globally and 2017 revenues of US\$ 7.8 billion. Upon completion of the Primary Transaction (defined herein below), 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company.

3. The Acquirer does not form part of any group and is a widely held listed company with no majority holding by a Promoter.

4. The top ten (10) shareholders forming part of the shareholding pattern of the Acquirer as on June 30, 2018, based on the information contained in the filings made with the United States Securities and Exchange Commission regarding the ownership of the Acquirer's common stock, is given below:

Sl. No.	Shareholder	Number of shares held	Percentage of Total Paid up capital
1.	The Vanguard Group Inc.	4,474,651	8.70%
2.	BlackRock Inc.	4,417,824	8.59%
3.	Wellington Management Group LLP	3,674,446	7.15%
4.	Lycoral Asset Management L.P.	2,546,567	4.95%
5.	Macquarie Investment Management Business Trust	1,933,041	3.76%
6.	Fuller & Thaler Asset Management Inc.	1,793,361	3.49%
7.	GAMCO Investors Inc.	1,498,627	2.91%
8.	Aronson+Johnson+Ortiz LP	1,407,334	2.74%
9.	Dimensional Fund Advisors L.P.	1,405,855	2.73%
10.	Columbia Management Investment Advisers, LLC	1,231,375	2.40%

5. As on date of the DPS, the Directors and key managerial personnel of the Acquirer do not hold any interest/relationship/ownership shares in the Target Company.

6. Late 2019, the Acquirer plans to separate its business to form two new, independent companies, an Aftermarket and Ride Performance company as well as a Powertrain Technology company. Acquirer currently expects that the Aftermarket and Ride Performance business will be spun-out into a separate company and the Powertrain Technology business will remain at Tenneco Inc. and the Acquirer shall continue to retain the interest in the Target Company.

7. The Acquirer is a party to the Underlying Agreement (defined herein below), pursuant to which there has been a change in the indirect shareholding and control of the Target Company.

8. As on the date of the DPS, the Acquirer indirectly controls the Target Company as a consequence of completion of the Primary Transaction (defined herein below) on October 1, 2018. Upon completion of the Primary Transaction (defined herein below), Federal-Mogul was merged with and into the Acquirer, with Acquirer continuing as the surviving company.

9. There are no directors appointed on the board of directors of the Target Company by the Acquirer. There are no directors on the board of directors of the Target Company directly representing the Acquirer.

10. The equity shares of the Acquirer are publicly traded on the New York Stock Exchange ("NYSE") under the symbol "TEN" since November 05, 1999.

11. The Acquirer has not directly acquired any Equity Shares of the Target Company since the date of the PA and up to the date of this DPS. As on the date of the DPS, the Acquirer does not directly hold any equity shares in the Target Company.

12. The Acquirer has not been prohibited by the Securities and Exchange Board of India ("SEBI") from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any of the regulations made under the SEBI Act.

13. The key financial information of the Acquirer, as derived from its audited consolidated financial statements for the 12-months period ended December 31, 2015, December 31, 2016 and December 31, 2017, and its consolidated financial statements for the 6 months period ended June 30, 2018 which have been subject to limited review by the independent auditor, is as follows. The said financials have been prepared in accordance with US Generally Accepted Accounting Principles:

Particulars	For the 12-month period ending December 31						For 6 months period ending June 30, 2018	
	2015		2016		2017		INR	US\$
Total Revenue	604,768.15	8,181	635,668.18	8,599	685,566.54	9,274	377,823.01	5,111
Net Income	17,815.56	241	26,316.77	356	15,302.16	207	7,983.74	108
Basic Earnings Per Share (EPS)	299.39	4.05	470.15	6.36	290.52	3.93	156.72	2.12
Net Worth / Shareholder Funds	34,300.50	464	45,832.57	620	54,851.24	742	56,255.78	761

**Notes:**

a. All US\$ amounts except EPS are in millions.

b. All INR amounts except EPS are in millions.

c. Since the financials of the Acquirer are presented in US\$, a translation (convenience translation) of such financials into INR has been adopted. The US\$ to INR conversion has been assumed at the reference rate of US\$ 1 = INR 73.9235 as on October 8, 2018, (i.e. the last working day prior to the date of the DPS) (Source: www.fbi.org.in, Effective July 10, 2018, Financial Benchmarks India Private Limited (FBIL) has assumed the responsibility of computation and dissemination of reference rate for US\$/INR and exchange rate of other major currencies from RBI).

d. The financial information for the financial years ending December 31, 2015, 2016 and 2017 set forth have been extracted from the audited consolidated financial statements of the Acquirer as at and for the financial years ending December 31, 2015, 2016 and 2017 and have been prepared in accordance with US Generally Accepted Accounting Principles.

These financial statements have been audited by PricewaterhouseCoopers LLP, the independent auditor of the Acquirer. Financial information presented above for the period ended June 30, 2018, is unaudited and has been reviewed by the Acquirer's independent auditor and is included as Part of the Acquirer's Quarterly Report on Form 10-Q filed with the United States Securities and Exchange Commission on August 7, 2018.

i. Total Revenue includes net sales and operating revenues.

ii. Net Income is excluding income attributable to non-controlling interest.

iii. Net worth includes common stock and accumulated other comprehensive loss, retained earnings (accumulated deficit), premium on common stock, other capital surplus and non-controlling interest excluding Treasury Shares.

**B. Details of selling shareholders, if applicable**

Not applicable as this Offer is being made on account of the Underlying Agreement (defined herein below) pursuant to indirect acquisition of control over the Target Company by the Acquirer upon acquisition of Federal-Mogul and not as a result of a direct acquisition of equity shares, voting rights or control of the Target Company. Please see section D for more details.

**C. Details of the Target Company: Federal-Mogul Goetze (India) Limited**

1. The Target Company, a public limited company and having its registered office at DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi- 110 020 was incorporated on November 26, 1954 under the laws of India. Its telephone number is +91 11 49057597 and fax number is +91 12 44292840.

2. The Equity Shares are currently listed on BSE (Scrip Code: 505744). (Source: BSE website) and NSE (FMGOETZE) (Source: NSE Website)

3. The Equity Shares are infrequently traded on BSE and NSE in terms of Regulation 2(1)(j) of SEBI (SAST) Regulations. (Further details provided in Part IV below (Offer Price)).

4. As on the date of this DPS, the total authorized share capital of the Target Company is INR 80,00,00,000 (Indian Rupees Eighty crore) consisting of 8,00,00,000 (Eight crore) equity shares. The total paid-up share capital of the Target Company is INR 55,63,21,300 (Indian Rupees Fifty five lakh three thousand three hundred and thirty one thousand only) consisting of 5,56,32,130 (Five crore fifty six lakh thirty two thousand one hundred and thirty one) equity shares. As at March 31, 2018, the Target Company does not have any outstanding partly-paid-up shares or any shares under lock in. (Source: BSE Website and Target Company confirmation)

5. As on the date of this DPS, there are no (i) partly-paid-up Equity Shares; and (ii) outstanding convertible securities / instruments (warrants / fully convertible debentures / partly convertible debentures / employee stock options / depositary receipts or other convertible instruments) issued by the Target Company. (Source: www.bseindia.com and Target Company confirmations)

6. The Target Company has not entered into any related party transactions in the course of its business, with the Acquirer.

7. The key financial information of the Target Company, as derived from its audited consolidated financial statements as at and for the 12-months period ending March 31, 2018, March 31, 2017, and March 31, 2016, and limited review unaudited consolidated financial information for the 3 months period ended June 30, 2018, prepared in accordance with Indian Generally Accepted Accounting Principles are as follows:

Particulars	For the 12 month period ending 31 March			For 3 month period ending 30 June 2018
	2016	2017	2018	
Total Revenue	13,512.28	14,284.00	13,713.61	3,471.96
Net Income	475.96	772.84	883.19	273.44
Basic Earnings Per Share (EPS)	8.56	15.05	17.29	5.25
Net Worth / Shareholder Funds	5,846.90	6,671.31	7,628.73	7,927.03

**Notes:**

a. All amounts are in INR in million, except per share data.

b. Audited consolidated financial statements as at and for the 12-months period ending March 31, 2016 are prepared as per Accounting Standards (AS), whereas audited consolidated financial statements as at and for the 12-months period ending March 31, 2017, March 31, 2018 and as at and for the 3 months period ending June 30, 2018 are prepared as per Indian Accounting Standards (Ind AS).

c. Total Revenue includes revenue from operations and other income.

d. Net Income is profit after minority interest/profit for the year attributable to owner of the company.

e. Net worth includes share capital/equity share capital, reserves & surplus/other equity and minority/non-controlling interest.

(Source: Target Company Annual Reports are available on BSE website for year ending on March 31, 2016, 2017 and 2018 respectively and limited review unaudited consolidated financial information for the period ending June 30, 2018 was provided by the Target Company).

**D. Details of the Offer**

1. This Offer is a mandatory offer made under Regulations 3(1), 4 and 5(1) read with Regulation 13(4) and in accordance with Regulations 15(2) and 15(3) of the SEBI (SAST) Regulations.

2. The Acquirer is making the Offer for acquisition of up to 1,39,16,676 (One crore thirty nine lakh sixteen thousand six hundred and seventy six) Equity Shares, having face value INR 10 each, representing up to 25.02% (Twenty five point zero two per cent) of the fully diluted voting equity share capital of the Target Company as of the 10th working day from the closure of the tendering period ("Offer Size"). The Offer is being made to all the public shareholders of the Target Company, i.e., shareholders other than the promoters and promoter group of the Target Company, the Acquirer, parties to the Underlying Agreement including persons deemed to be acting in concert with the Acquirer and persons deemed to be acting in concert with the parties to the Underlying Agreement in terms of Regulation 7(6) of the SEBI (SAST) Regulations ("Eligible Shareholders").

3. All Equity Shares validly tendered by the Eligible Shareholders of the Target Company in this Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS and as will be set out in the letter of offer that will be issued in relation to this Offer ("Letter of Offer"). The Eligible Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Acquirer shall acquire the Equity Shares of the Eligible Shareholders who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers declared thereof.

4. This Offer is being made at a price of INR 420.05/- (Indian Rupees Four hundred and twenty and Paise Five only) per Equity Share ("Offer Price") which includes interest computed at the rate of 10% (ten per cent) per annum for the period between April 10, 2018 (i.e., the date of execution of the Underlying Agreement) and the date of this DPS in terms of Regulation 8(12) of SEBI (SAST) Regulations.

5. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

6. In view of an application made by the Acquirer before the Competition Commission of India ("CCI") under section 6(2) of the Competition Act, 2002 read with the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Regulations, 2011 ("Combination Regulations"), the CCI vide its order dated June 5, 2018, opined that the proposed combination is not likely to have an appreciable adverse effect on competition in India and approved the same ("CCI Approval"). Other than the approval mentioned aforesaid, to the best of the knowledge of the Acquirer, there are no statutory or regulatory approvals required by the Acquirer to complete this Offer. However, in case of any statutory or regulatory approvals being required by the Acquirer at a later date before the closure of the tendering period, this Offer shall be subject to such approvals and the Acquirer shall take necessary steps including filing of applications to obtain such approvals.

7. The Acquirer shall have a right not to proceed with the Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event any applicable statutory approvals required to be obtained are refused. The Acquirer shall also have a right to withdraw the Offer in terms of Regulation 23(1)(c) of the SEBI (SAST) Regulations. In the event of withdrawal of the Offer, a public announcement will be made (through the Manager to the Offer) stating the grounds and reasons for the withdrawal of the Offer in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, within two (2) working days of such withdrawal in the same newspapers in which the DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

8. All Equity Shares tendered in acceptance of the Offer will be acquired by the Acquirer subject to terms and conditions set out in the DPS and as will be set out in the letter of offer that will be issued in relation to the Offer ("Letter of Offer").

9. The DPS is being published in the following newspapers:

Newspaper	Language	Edition
Business Standard	English	All
Business Standard	Hindi	All
Jansatta	Hindi (Regional)	Regional

10. Non-resident Indian ("NRI") and overseas corporate body ("OCB") holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them, in this Offer (including without limitation the approval from the Reserve Bank of India ("RBI"), since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity) and submit such approvals along with the documents required to tender the Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, foreign portfolio investors ("FPIs") and foreign institutional investors ("FIIs") had required any approvals (including from the RBI or the Foreign Investment Promotion Board ("FIPB") or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

11. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations. This Offer is a mandatory offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

12. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

13. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, currently the Acquirer does not have any intention to sell, lease, dispose-off or otherwise encumber any assets of the Target Company or any of its subsidiaries in the succeeding 2 (two) years from the completion of this Offer, except in the ordinary course of business of the Target Company and other than as already agreed, disclosed or publicly announced by Target Company.

14. Consequent to acquisition of Equity Shares pursuant to this Offer, the public shareholding in the Target Company may fall below the level required for continued listing. To the extent the post-Offer holding of the Acquirer in the Target Company exceeds the maximum permissible non-public shareholding under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Securities Contract (Regulation) Rules, 1957, as amended (the "SCRR"), the Acquirer undertakes to reduce its shareholding to the level stipulated in the Listing Regulations and SCRR within the time specified in the SCRR.

15. The Acquirer has no intent to delist the equity shares of the Target Company from the Stock Exchanges.

16. The Manager to the Offer does not hold any Equity Shares as on the date of the DPS. The Manager to the Offer further declares and undertakes not to deal, on its own account, in the Equity Shares during the Offer Period.

17. The Acquirer will not sell any of the existing equity shares of the Target Company held indirectly during the Offer Period.

**II. BACKGROUND TO THE OFFER**

1. This Offer is a mandatory Offer in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations and is being made as a result of an indirect acquisition of voting rights in and control by the Acquirer over the Target Company under the terms of the Underlying Agreement (as defined below).

2. On April 10, 2018, the Acquirer announced that it had entered into a definitive agreement dated as of April 10, 2018 ("Underlying Agreement") with Icahn Enterprises L.P. ("IEP"), American Entertainment Properties Corp. ("Seller") and Federal-Mogul to acquire the ownership of Federal-Mogul. The transaction contemplated under the Underlying Agreement has been concluded on October 1, 2018 ("Primary Transaction").

3. On October 1, 2018, Acquirer completed its acquisition of Federal-Mogul pursuant to the Underlying Agreement. Following the completion of the Primary Transaction, Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company. As consideration for the acquisition, Acquirer paid the Seller US\$ 800 million in cash, issued an aggregate of 5,651,177 shares of Class A Voting Common Stock (par value US\$ 0.01) and 23,793,669 shares of Class B Non-Voting Common Stock (par value US\$ 0.01) of Acquirer, and also assumed Federal-Mogul debt.

4. Late 2019, the Acquirer plans to separate its business to form two new, independent companies, an Aftermarket and Ride Performance company as well as a Powertrain Technology company. Acquirer currently expects that the Aftermarket and Ride Performance business will be spun-out into a separate company and the Powertrain Technology business will remain at Tenneco Inc. and the Acquirer shall continue to retain the interest in the Target Company.

5. Following the consummation of the proposed spin-off, Acquirer's board of directors has selected Brian J. Kessler to serve as the Chief Executive Officer of the Aftermarket and Ride Performance company and Roger J. Wood to serve as Chief Executive Officer of the Powertrain Technology company. The Acquirer also announced the expansion of its board of directors from 10 to 11 members and the election to the board of directors of Mr. Keith Cozza, President and CEO, IEP, effective October 1, 2018, in accordance with the Underlying Agreement.

6. Federal-Mogul Holdings Limited holds 60.05% and Federal-Mogul Vermögensverwaltungs GmbH holds 14.93% of the voting share capital of the Target Company and both are also the existing promoters of the Target Company. 100.00% of the paid-up equity share capital of Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GmbH were indirectly held through a chain of subsidiaries by Federal-Mogul. Federal-Mogul in turn was 100% owned by the Seller until October 1, 2018. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company.

7. 100% equity interest in Federal-Mogul was transferred from the Seller to the Acquirer pursuant to the Underlying Agreement on October 1, 2018. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company. This resulted in indirect acquisition by the Acquirer of 74.98% of the voting share capital and indirect change of control of the Target Company.

8. Primary Transaction constitutes an indirect acquisition by Acquirer of the Target Company under Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

9. The Primary Transaction was concluded on October 1, 2018. In terms of Regulation 5(2) of the SEBI (SAST) Regulations, the Primary Transaction is neither a deemed direct acquisition, nor is a specific value attributable to the Equity Shares of the Target Company.

10. In terms of the proviso to Regulation 13(4) of the SEBI (SAST) Regulations, in the case of an indirect acquisition which is not a deemed direct acquisition, a detailed public statement is required to be issued by the Acquirer no later than five working days of the completion of the primary acquisition of shares or voting rights in, or control over the company or entity holding shares or voting rights in, or control over the target company. Since the Primary Transaction was concluded on October 1, 2018, the transfer of control of the Target Company from the Seller to the Acquirer took place on October 1, 2018 and therefore this DPS is being issued in terms of Regulation 13(4) of the SEBI (SAST) Regulations.

**III. SHAREHOLDING AND ACQUISITION DETAILS**

1. The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisitions are as follows:

Details	Acquirer	
	No. of Equity shares held	Percentage (%)
Shareholding as on the date of PA	Nil	Nil
Equity shares acquired between the PA date and the DPS date	Acquirer acquired indirect control over 41,715,454 equity shares due to acquisition of Federal-Mogul. Federal-Mogul owned Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GmbH through a chain of subsidiaries. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving	74.98%

	company. Federal-Mogul Holdings Limited holds 60.05% and Federal-Mogul Vermögensverwaltungs GmbH holds 14.93% of the equity voting share capital of the Target Company.	
Post offer shareholding (On fully diluted basis, as on 10th working day after close of the tendering period) (assuming full acceptance under the offer)	Acquirer's indirect and direct shareholding in the Target Company, will be 41,715,454 equity shares and 13,916,676 Equity Shares respectively. Accordingly, the aggregate of equity shares directly and indirectly owned by the Acquirer would be 55,632,130 equity shares.	100%

2. As of the date of this DPS, the Acquirer and its Directors do not hold any shares in Target Company except that the Acquirer indirectly holds 41,715,454 equity shares of the Target Company pursuant to the consummation of the Primary Transaction contemplated by the Underlying Agreement, i.e., pursuant to the acquisition of Federal-Mogul by the Acquirer. Upon completion of the Primary Transaction, 100% of the equity of Federal-Mogul was acquired by Acquirer and Federal-Mogul was merged with and into Acquirer, with Acquirer continuing as the surviving company. Further, save as set out above, neither the Acquirer nor its directors directly hold any equity shares of the Target Company, and have not directly acquired any equity shares of the Target Company during the 12 months prior to the date of the DPS other than as stated above.

3. Assuming full acceptance under the Offer, the Acquirer shall (i) directly own 13,916,676 Equity Shares of the Target Company representing 25.02% of the equity voting share capital of the Target Company, and (ii) indirectly own 41,715,454 equity shares of the Target Company representing 74.98% of the equity voting share capital of the Target Company through indirect ownership of Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GmbH which in turn hold 60.05% and 14.93% of the equity voting share capital of the Target Company, respectively. Therefore, assuming full acceptance of the Offer, the Acquirer shall directly / indirectly own 55,632,130 equity shares representing 100% of the equity voting share capital of the Target Company.

4. Consequent to acquisition of Equity Shares pursuant to this Offer, the public shareholding in the Target Company may fall below the level required for continued listing. To the extent the post-Offer holding of the Acquirer in the Target Company exceeds the maximum permissible non-public shareholding under the Listing Regulations and SCRR, the Acquirer undertakes to reduce its shareholding to the level stipulated in the Listing Regulations and SCRR within the time specified in the SCRR. The Acquirer has no intent to delist the equity shares of the Target Company from the Stock Exchanges.

**IV. OFFER PRICE**

1. The Equity Shares are listed on the BSE Limited, having Scrip Code: 505744 and Scrip ID: FMGOETZE and NSE Limited, having Symbol: FMGOETZE.

2. The Equity Shares of the Target Company are infrequently traded, within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

3. The annualized trading turnover, based on the trading volume in the Equity Shares of the Target Company on the BSE and NSE during April 1, 2017 to March 31, 2018 (twelve calendar months preceding the month in which the PA was issued), was as under:

Stock Exchange	No of equity shares traded during the 12 (twelve) calendar months prior to the month in which the PA was issued	Total number of listed equity shares during this period	Annualized trading turnover (as a % to total listed equity shares)
BSE	7,77,401	5,56,32,130	1.4%
NSE	25,78,317	5,56,32,130	4.6%

\*Since the traded turnover on BSE and NSE during the twelve calendar months ending March 31, 2018, is less than ten percent of the total number of shares of such class of the Target Company, the shares of the Target Company are infrequently traded in terms of the SEBI (SAST) Regulations.

4. The Offer Price of INR 420.05/- (Indian Rupees Four hundred and twenty and Paise Five only) per Equity Share is justified in terms of Regulations 8(3) and 8(4) of SEBI (SAST)

