

### INDIA

Date: 29th June, 2019

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

Listing Department
 National Stock Exchange of India Ltd.
 Exchange Plaza, 5<sup>th</sup> Floor
 Plot No. C/1, G Block,
 Bandra-Kurla Complex
 Bandra (East), Mumbai 400051

Dear Sir/Ma'am,

# <u>Subject: Disclosure under regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>

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 "Corrigendum to the Detailed Public Statement ('DPS') dated October 09, 2018", has been issued today by the Manager to the Open Offer of Tenneco Inc., to the eligible shareholders of the Company. The said corrigendum to the DPS has been published in Business Standard (English), and Jansatta (Hindi) newspapers dt. 29<sup>th</sup> June, 2019, copy of same is enclosed.

This is for your information and record.

Regards

Yours truly,

For Federal-Mogul Goetze (India) Limited

Manish Chadha

**CFO & Director-Finance** 

Encl.: As above

CC: 1. National Securities Depository Limited Trade Word, 4<sup>th</sup> Floor Kamala Mills Compound Senapati Bapat Marg Lower Parel, Mumbai 400 013  Central Depository Services [India] Limited Marathon Futurex, A- Wing, 25<sup>th</sup> Floor, NM Joshi Marg, Lower Parel, Mumbai- 400 013

# Federal-Mogul Goetze (India) Limited

**Registered Office**: DLF Prime Towers, 10 Ground Floor, F- 79 & 80, Okhla Phase- I, New Delhi- 110020 Tel./ Fax: +91.11. 49057597

Corporate Identification Number: L74899DL1954PLC002452

Corporate Office: Paras Twin Towers, 10th Floor, Tower B, Sector 54, Golf Course Road, Gurgaon-122 002

Tel.: +91.124.4784530, Fax: +91.124.4292840

# CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT DATED OCTOBER 9, 2018, PUBLISHED ON OCTOBER 10, 2018 FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF

# FEDERAL-MOGUL GOETZE (INDIA) LIMITED

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

This corrigendum announcement ("Corrigendum") to the Detailed Public Statement ("DPS") is being issued 2. by CKP Financial Services Private Limited, the manager to the offer ("Manager to the Offer"), for and on behalf of the Acquirer and PAC. This Corrigendum is in continuation of and should be read in conjunction with the open offer public announcement dated April 16, 2018 ("PA") in relation to this Offer filed by the Tenneco Inc. ("Acquirer"), detailed public statement published dated October 9, 2018 ("DPS"), public announcement and the draft letter of offer dated October 16, 2018 ("DLO"). Capitalized terms not defined herein shall have the managing assigned for them in the DA IN-DPS "the DLO" is seen may be meaning assigned to them in the PA, the DPS, the DLOF, as the case may be.

The Open Offer is being made under Regulation 3, Regulation 4 read with Regulation 5(1) of the SEBI (SAST) Regulations, 2011, in light of the indirect acquisition of voting rights in and control by the Acquirer (a New York Stock Exchange listed entity) over the Target Company in terms of the definitive agreement dated April 10, 2013 between the Acquirer, (cahn Enterprises L.P. (TEP.) American Entertainment Properties Corp. ("AEP") and Federal-Mogul (LC ("Federal-Mogul") to acquire the ownership of Federal-Mogul.

THE SHAREHOLDERS OF THE TARGET COMPANY ARE REQUESTED TO KINDLY NOTE THE FOLLOWING INFORMATION RELATED TO THE OPEN OFFER:

## 1. In point II of sub-point D point I, following paragraph shall be added:

The Acquirer has come to an agreement with IEP and AEP on March 28, 2019, whereby IEP and AEP will collectively or individually acquire the shares of the Target Company tendered in the Open Offer as persons acting in concert with the Acquirer in the Open Offer. Such acquisition of shares, by the persons acting in concert, may be undertaken either directly or through one or more wholly-owned subsidiaries of IEP or AEP, including IEH FMOI Holdings LLC (TEMT), a wholly-owned subsidiary of AEP.

- Point I & sub-point A of Point I of the Detailed Public Statement should be read as follows
- THE ACQUIRER, PACS (individually known as " PAC 1", "PAC 2" and "PAC 3"), TARGET COMPANY AND THE OFFER
- nation about the Acquirer and PACs
- Before sub-point B and after sub-point A1 of the Detailed Public Statement; the following paragraphs shall be added:

### A2. Icahn Enterprises L.P. ("IEP" or "PAC 1")

- PAC 1, is a publicly traded master limited partnership in the United States, formed on February 17, 1987 the name of American Real Estate Partners LP having its Registered Office at 100 South Bedford Road, Mt. Kisco, NY 10549. On September 17, 2007, it changed its name to Icahn Enterprises LP. Currently, its Registered Office is located at 767 5th Avenue, New York, NY 10153, United States of America. Its telephone number is 212-702-4300 and fax number is 646-367-4550. PAC 1 can also be contacted by Email at: IR@IELP.com.
- PAC 1 is a diversified holding company currently engaged in the following busine Energy, Automotive, Food Packaging, Metals, Real Estate, Home Fashion and Mining.
- Based on information contained in filings made with the United States Securities and Exchange Commission on May 1, 2019, regarding the ownership of PAC 1's common stock, as of March 31, 2019, PAC 1 is majority owned by Carl Icahn and his affiliates, owning approximately 91,7% of the shares as of May 1, 2019 and does not belong to any group. Icahn Enterpress LP owns 5,651,177 Class A shares and 23,793,669 Class B shares of the Acquirer as of May 1, 2019.
- PAC 1 has not directly held any shares in the Target Company and has not acquired any Equity Shares of the Target Company directly. Accordingly, the Acquirer has not been required to make disclosures related to acquisition under the provisions of Chapter II of the Takeover Regulations 1997 and Chapter V of the SEBI (SAST) Regulations
- Based on the information contained in Icahn Enterprises LP's Quarterly Report on Form 10-Q for the March 31, 2019, filed with the United States Securities and Exchange Commission on May 1, 2019, the equity for limited partners is US\$ 6,43 m and the depository units outstanding as of March 31, 2019 are 191, 376,733. The Market Capitalisation of Icahn Enterprises LP was US\$14.8 Billion as May 1, 2019 based up a share price of \$75.64 on May 1, 2019.
- PAC 1 is a public company whose shares are traded on the NASDAQ. As such, shareholding of PAC 1 changes frequently. The top five shareholders forming part of the shareholding pattern of the PAC 1 as on March 31, 2019, based on the information contained in the fillings made with the United States Securities and Exchange Commission as of May 1, 2019, regarding the ownership of the PAC 1's common stock, is

SI. No.	Shareholder	Number of shares held	Percentage		
1.	Carl Icahn and his Affiliates	175,441,588	91.7%		
2.	Citigroup Inc	6,073,153	3.2%		
3.	Horizon Kinetics LLC	2,997,358	1.6%		
4.	Morgan Stanley	290,923	0.2%		
5.	UBS AG	149,183	0.1%		

- PAC 1 has not entered into any related party transactions in the course of its business, with the Target Company, according to the Annual Report of the Target Company for the year ended March 31, 2018.
- As on the date of this submission, none of the directors of PAC 1 are directors on the Board of Directors of the Target Company.
- As on date of this Corrigendum, the Directors and key managerial personnel of PAC 1 do not hold any interest/relationship/ownership/ shares in the Target Company.
- 10. As on the date of this submission, PAC 1 does not directly own any Equity Shares of the Target Company. Icahn Enterprises LP owns 5,651,177 Class A shares and 23,793,669 Class B shares of the Acquirer as of May 1, 2019, and pursuant to the closing of the Primary Transaction, the Target Company has become an indirect subsidiary of the Acquirer
- 11. The PAC 1 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.
- 12. The key financial information of Icahn Enterprises LP, as derived from its audited consolidated financial statements for the 12-months period ended 31 December 2016, 31 December 2017 and 31 December 2018 is as follows. The said financials have been prepared in accordance with US Generally Accepted

Particulars	For the 12-month period ending December 31							
	2016		2017		2018			
	US\$ mn	INR mn	US\$ mn	INR mn	US\$ mn	INR mn		
Total Revenue	7,379	5,10,786	12,619	8,73,507	11,777	8,15,223		
Net Income (Loss) Attrib. to IEP	(1,128)	(78,082)	2,430	1,68,208	1,507	1,04,317		
Basic Earnings Per Share (EPS)	(8.07)	(559)	14.80	1,024	11.46	793		
Net Worth/ Shareholder' Fund (Excluding Minority Interest)	2,154	1,49,103	5,106	3,53,445	6,529	4,51,948		

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

b. The financial information for the financial years ending December 31, 2016, 2017 and 2018 set forth have been extracted from the audited consolidated financial statements of loahn Enterprises LPas at and for the financial years ending December 2016, 2017 and 2018 and have been prepared in accordance with US Generally Accepted Accounting Principles

These financial statements have been audited by Grant Thornton, the independent auditor of Icahn Enterprises LP and is included as Part I of Icahn Enterprises LP's Report on Form 10-K filed with the United States Securities and Exchange Commission on February 28, 2019.

The above figures have been converted into INR using the exchange rate of 1 Dollar = INR 69.2216 as on June 27, 2019 one day before the date of this submission. (Source: www.fbil.org.in).

- Total Revenue includes net sales, operating revenues and other income
- Net Income is excluding income attributable to non-controlling interest.
- Net worth includes common stock and accumulated other comprehensive loss, retained earnings
- There is no contingent liability provided for in the latest available audited consolidated financial statements of PAC 1 for the financial year ended December 31, 2018.

# A3. American Entertainment Properties Corp. ("AEP" or "PAC 2")

 PAC 2, is a limited liability corporation incorporated in the United States as a Delaware corporation, formed on December 29, 2003. Its Registered Office is located at 767 5th Avenue, New York, NY 10153, United States of America. Its telephone number is 212-702-4300, fax number is 646-367-4550 and Email is IR@IELP pom. IR@IELP.com.

- PAC 2 is a diversified holding company currently engaged in the following businesses: Investment, Energy, Automotive, Metals, Real Estate and Home Fashion.
- PAC 2 is a wholly owned subsidiary of loahn Enterprises LP (PAC 1) through various other entities which include loahn Enterprises Holdings LP and loahn Building LLC.
- The total equity of PAC 2 as per the draft/unaudited consolidated financials as at and for the year ended December 31, 2018 is US\$ 11,227 mn and as per the audited consolidated financials as at and for the year ended December 31, 2017 is US\$ 9,648.
- PAC 2 owns 3,075,663 Class B shares of the Acquirer as of May 1, 2019
- PAC 2 has not directly held any shares in the Target Company and has not acquired any Equity Shares of the Target Company directly. Accordingly, PAC 2 has not been required to make disclosures related to acquisition under the provisions of Chapter II of the Takeover Regulations 1997 and Chapter V of the SEBI
- PAC 2 has not entered into any related party transactions in the course of its business, with the Target Company, according to the Annual Report of the Target Company for the year ended March 31, 2018.
- As on the date of this submission, none of the directors of PAC 2 are directors on the Board of Directors of
- As on date of this Corrigendum, the Directors and key managerial personnel of PAC 2 do not hold a interest/relationship/ownership/shares in the Target Company.
- As on the date of this submission, PAC 2 does not directly own any Equity Shares of the Target Company.
  PAC 2 owns 3,075,663 Class B shares of the Acquirer as of May 1, 2019 and pursuant to the closing of the
  Primary Transaction, the Target Company has become an indirect subsidiary of the Acquirer.
   The PAQ2 has not been prohibited by the Securities and Exchange Board of India Act, 1992, as amended securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended.
- ("SEBIAct") or under any of the regulations made under the SEBIAct.
- 12. The key financial information of American Entertainment Properties Corp., as derived from its audited consolidated financial statements for the 12-months period ended 31 December 2016, 31 December 2017 and draft/unaudited financial statements for the 12-months period ended 31 December 2018is as follows. The said financials have been prepared in accordance with US Generally Accepted Accounting

Particulars	For the 12-month period ending December 31						
	2016		2017		2018		
	US\$ mn	INR mn	.US\$ mn	INR mn	US\$ mn	INR mn	
Total Revenue	16,954	11,73,583	20,934	14,49,085	11,095	7,68,014	
Net Income (Loss) Attrib. to AEP	(517)	(35,788)	2,162	1,49,657	1,896	1,31,244	
Basic Earnings Per Share (EPS)	N/A	N/A	N/A	N/A	N/A	N/A	
Net Worth/ Shareholder' Fund (Excluding Minority Interest)	4,286	2,96,684	6,646	4,60,047	8,614	5,96,275	

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

b. The financial information for the financial years ending December 31, 2016, 2017 and 2018 set forth have been extracted from the audited consolidated financial statements of American Entertainment Properties Corp. as at and for the financial years ending December 2016, 2017 and draft/unaudited financial statements as at and for the financial year ending December 2018 and have been prepared in accordance with US Generally Accepted Accounting Principles

These financial statements have been audited by Grant Thornton, the independent auditor of American Entertainment Properties Corp. Financial information presented above for the period ended December 31, 2018, is unaudited and has been reviewed by American Entertainment Properties Corp.'s independent

The above figures have been converted into INR using the exchange rate of 1 Dollar = INR 69.2216 as on June 27, 2019 one day before the date of this submission. (Source: www.fbii.org.in).

- Total Revenue includes net sales, operating revenues and other income
- Net Income is excluding income attributable to non-controlling interest.
- Net worth includes common stock and accumulated other comprehensive loss, retained earnings (accumulated deficit).
- 13. There is no contingent liability provided for in the latest available draft/unaudited consolidated financial statements for the financial year ended December 31, 2018 as well as the audited consolidated financial statements of PAC 2 for the financial year ended December 31, 2017.

### A4. IEH FMGI Holdings LLC ("IEH" or "PAC 3")

- PAC 3, is a is a limited liability company, as a Delaware Corporation in the United States, formed on May 14, 2019. Its Registered Office is located at 767 5th Avenue, New York, NY 10153. Its telephone number is 212-702-4300 fax number is 646-367-4550 and Email is IR@IELP.com.
- PAC 3 has been incorporated as an investment vehicle to specifically acquire the shares of the Target Company under this Offer and fulfil all the Offer related obligations.
- PAC 3 is a wholly owned subsidiary of American Entertainment Properties Corp. ("AEP")
- PAC 3 has not directly held any shares in the Target Company and has not acquired any Equity Shares of the Target Company directly. Accordingly, the Acquirer has not been required to make disclosures related to acquisition under the provisions of Chapter II of the Takeover Regulations 1997 and Chapter V of the SEBI (SAST) Regulations
- The membership interest in PAC 3 is 100% beneficially owned by AEP
- As on the date of this submission, none of the directors of PAC 3 are directors on the Board of Directors of the Target Company
- As on date of this Corrigendum, the Directors and key managerial personnel of PAC 3 do not hold any interest/relationship/ownership/shares in the Target Company.
- Being a newly incorporated entity, IEH FMGI Holdings LLC has not prepared any financials for a recent
- The PAC 3 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.
- 4, In the DPS, wherever "Acquirer" or "Tenneco Inc." is specified will be read as "Acquirer along with

Except in the following which shall be subsequently updated and disclosing Point I sub-point D Point III- Shareholding and Acquisition Defails, Point IV- Offer Price and Point V- Financial Arrangements and Point VII-Tentative Schedule of Activity.

In sub-point D of point I, in paragraph 6 and before paragraph 7; and point VI "Statutory and Other Approvals", of the Detailed Public Statement; the following matter shall be added:

The PACs are in the process of making a suitable application to the Competition Commission of India ("CCI") to seek an approval under applicable regulations ("CCI Approval").

This Corrigendum to the DPS is being issued on behalf of the Acquirer and PACs, by the Manager to the Offer i.e. CKP Financial Services Private Limited If the Public Shareholders have any queries, they should consult the Manager to the Offer (details

A copy of this Corrigendum is expected to be available on the SEBI website at http://www.sebi.gov.in

MANAGER TO THE OFFER



CKP FINANCIAL SERVICES PRIVATE LIMITED

Delsol, 1st floor, CTS No. C/597 & C/598, D'Monte Park Road, Near BandraGymkahana,
Bandra (West), Mumbai-400050, India

Tel: +91-9322997964. E-mail: fingi openofler@ckpfnancialservices.com
Contact Person: Mr. Brijesh Parekh