



Federal-Mogul Goetze (India) Limited
A Tenneco Group Company
Corporate Office : Paras Twin Towers,
10th Floor, Tower B, Sector 54,
Golf Course Road, Gurugram - 122 002
Tel. : (91-124) 4784530 • Fax : (91-124) 4292840

Date: 01 December, 2022

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

Dear Sir/ Ma'am,

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

This is further to our letter dated 24th November, 2022 and 30th November, 2022. In this regard, please note that the Company has received the enclosed communication along with the Draft Letter of Offer (DLoF) dated December 01, 2022 from the Manager to the Open Offer in relation to acquisition of up to 1,39,16,676 fully paid up equity shares having face value of INR 10 each, representing 25.02% of the fully diluted voting share capital of the Company from all the Public Shareholders (as defined in the DLoF) of the Company by the Pegasus Holdings III, LLC, ("Acquirer") together with Pegasus Parent, L.P. ("PAC 1"), Federal-Mogul Holdings, Ltd. ("PAC 2") and Tenneco Inc. ("PAC 3") and PAC 1, PAC 2 and PAC 3 are collectively referred to as the "PACs" as the persons acting in concert with the Acquirer.

This disclosure is given in terms of Regulation 30 and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the intimation received from the Manager to the Offer for and on behalf of the Acquirer and the PACs.

This is for your information and record.

Regards

Yours truly,

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

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

Encl.: As above

Corporate Identification Number: L74899DL1954PLC002452
Regd. Office : DLF Prime Towers 10 Ground Floor, F 79 & 80, Okhla Phase - I, New Delhi - 110 020
Tel. : (91-11) 49057597 • Fax : (91-11) 49057597
www.federalmogulgoetzeindia.com

Date: December 1, 2022

Federal-Mogul Goetze (India) Limited

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

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

Dear Sir,

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

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

This DLoF is being issued by BofA Securities India Limited, the manager to the Offer, in accordance with Regulation 18 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for and on behalf of the Acquirer and the PACs to the equity shareholders of the Target Company.

Very truly yours,

For **BofA Securities India Limited**



Name: Raj Balakrishnan
Title: Managing Director

DRAFT LETTER OF OFFER

“THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION”

The Letter of Offer (*as defined below*) will be sent to you as a Public Shareholder (*as defined below*) of **FEDERAL-MOGUL GOETZE (INDIA) LIMITED** (“**Target Company**”). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Offer (*as defined below*) or Registrar to the Offer (*as defined below*). In case you have recently sold your Equity Shares (*as defined below*) in the Target Company, please hand over the Letter of Offer and the accompanying Form of Acceptance (*as defined below*) and transfer deed to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER

BY

PEGASUS HOLDINGS III, LLC (the “**ACQUIRER**”)

Registered Office: c/o Corporate Creations Network Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, Delaware 19810.
(Tel: 561-694-8107 Fax: 561-694-1639)

ALONG WITH

PEGASUS PARENT, L.P. (“**PAC 1**”)

Registered Office: c/o Corporate Creations Network Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, Delaware 19810.
(Tel: 561-694-8107 Fax: 561-694-1639)

AND

FEDERAL-MOGUL HOLDINGS, LTD (“**PAC 2**”)

Registered Office: C/o Citco (Mauritius) Limited, 4th Floor, Tower A, 1 Cybercity, Ebene, Republic of Mauritius
(Tel: +230 404 2600, Fax: +230 404 2601).

AND

TENNECO INC. (“**PAC 3**”)

Registered Office: c/o Corporate Creations Network Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, Delaware 19810.
(Tel: 561-694-8107 Fax: 561-694-1639)

at a price of INR 295.65 (*Indian Rupees Two Hundred and Ninety Five and Sixty Five Paise only*) per Equity Share, which includes a price of INR 275 (*Indian Rupees Two Hundred and Seventy Five only*) per Equity Share and an enhancement of INR 20.65 (*Indian Rupees Twenty point Sixty Five Paise only*) per Equity Share (representing a rate of 10% (ten per cent) per annum for the period between the date on which the Acquirer executed the Merger Agreement (*as defined below*), i.e., February 22, 2022, and the date of publication of the Detailed Public Statement (*as defined below*), payable in cash, to acquire 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 (ten) each (“**Offer Shares**”), representing 25.02% (Twenty-Five point zero two per cent) of the Voting Share Capital (*as defined below*) pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”) from the Public Shareholders

OF

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

Registered office: DLF Prime Towers, 10, Ground Floor, F-79 & 80, Okhla Phase – I, South Delhi
– 110020

Tel: (91-11) 49057597, Fax: (91-11) 49057597

NOTE:

1. This Offer (*as defined below*) is being made by the Acquirer and the PACs pursuant to Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.
2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. Non-resident Indian (“**NRI**”) and overseas corporate body (“**OCB**”) holders of the Equity Shares, willing to tender their Equity Shares in this Offer, must obtain all requisite approvals (if required) to tender the Equity Shares held by them in this Offer (including without limitation the approval from the Reserve Bank of India (“**RBI**”)) and submit such approvals along with the Form of Acceptance and other documents required to accept this Offer. Further, if the holders of Equity Shares who are not persons resident in India including NRIs, OCBs, Foreign Portfolio Investors (“**FPIs**”) and Foreign Institutional Investors (“**FIIs**”), willing to tender their Equity Shares in this Offer, 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 such previous approvals that they would have obtained for holding the Equity Shares, along with other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered in this Offer.
5. The Underlying Transaction and the Open Offer were approved by the Competition Commission of India on June 30, 2022. As on the date of this DLOF (*as defined below*), to the best of the knowledge of the Acquirer and the PACs, there are no statutory approvals required by the Acquirer / the PACs to complete this Offer. However, in case any statutory approvals are required by the Acquirer / the PACs at a later date before closure of the Tendering Period (*as defined below*), this Offer shall be subject to such statutory approvals and the Acquirer shall make the necessary applications for such statutory approvals. In the event that such statutory approvals are refused for any reason outside the reasonable control of the Acquirer, the Acquirer shall have the right to withdraw this Offer in terms of Regulation 23 of the SEBI (SAST) Regulations.
6. Under Regulation 18(4) and 18(5) of the SEBI (SAST) Regulations, the Acquirer is permitted to revise the Offer Price (*as defined below*) at any time prior to commencement of 1 (one) Working Day (*as defined below*) before the commencement of the Tendering Period and the Acquirer and the PACs shall (a) make corresponding increases to the escrow amount, as more particularly set out in Part 5 (*Offer Price*) and Part 6 (*Financial Arrangements*), (b) make a public announcement in the newspapers in which the DPS was published, and (c) simultaneously with the making of such announcement, inform SEBI (*as defined below*), the Stock Exchanges (*as defined below*) and the Target Company at its registered office of such revision. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Letter of Offer.
7. **There has been no competing offer to the Acquirer’s Offer as of the date of this Draft**

Letter of Offer. If there is a competing offer, the public offers under all the subsisting bids shall open and close on the same date.

8. Unless otherwise stated, the information set out in this DLOF reflects the position as of the date hereof.
9. A copy of the PA (*as defined below*), DPS, DLOF any other advertisement/ publications to be made in connection with this Offer is also and will be available on the website of SEBI, at www.sebi.gov.in. The LOF (including the Form of Acceptance) along with any advertisements to be made in relation to the Offer will be available on the websites of the Target Company at <http://www.federalmogulgoetzeindia.net/web/index.html>, Registrar to the Offer at <https://web.linkintime.co.in/client-downloads.html>, Manager to the Offer at www.ml-india.com, NSE at <https://www.nseindia.com> and BSE at www.bseindia.com.

All future correspondence, if any, should be addressed to the Manager to the Offer or the Registrar to the Offer at the addresses mentioned below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
<p>BOFA SECURITIES INDIA LIMITED</p> <p>Address: Ground Floor, A wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra India</p> <p>Contact Person: Navodita Gupta/Prasad Deshmukh</p> <p>Tel: +91 (0)22 6632 8000</p> <p>Fax: +91(0)22 6776 2343</p> <p>E-mail: dg.FMGI_offer@bofa.com</p> <p>Website: www.ml-india.com</p> <p>SEBI Registration Number: INM000011625</p>	<p></p> <p>LINK INTIME INDIA PRIVATE LIMITED</p> <p>Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India</p> <p>Contact Person: Sumeet Deshpande</p> <p>Tel: +91 810 811 4949</p> <p>Fax: +91 22 4918 6195</p> <p>E-mail: fmgil.offer@linkintime.co.in</p> <p>Website: www.linkintime.co.in</p> <p>SEBI Registration Number: INR000004058;</p> <p>CIN: U67190MH1999PTC118368</p>

DRAFT LETTER OF OFFER

Tentative Schedule of Major Activities of the Open Offer

No.	Name of Activity	Schedule of Activities (Day and Date)*
1.	Issue of Public Announcement (<i>as defined below</i>)	Wednesday, February 23, 2022
2.	Date of completion of Underlying Transaction (<i>as defined below</i>)	Thursday, November 17, 2022
3.	Publication of the Detailed Public Statement in newspapers	Thursday, November 24, 2022
4.	Filing of this Draft Letter of Offer with SEBI	Thursday, December 1, 2022
5.	Last date for public announcement for competing offer(s)	Thursday, December 15, 2022
6.	Last date for receipt of comments from SEBI on the Draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Thursday, December 22, 2022
7.	Identified Date (<i>as defined below</i>) [#]	Monday, December 26, 2022
8.	Last date for dispatch of the Letter of Offer to the Shareholders of the Target Company whose names appear on the Register of Members on the Identified Date	Monday, January 2, 2023
9.	Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Shareholders of the Target Company for this Offer	Wednesday, January 4, 2023
10.	Last date for upward revision of the Offer Price and/or Offer Size	Friday, January 6, 2023
11.	Date of publication of Offer opening public announcement, in the newspapers in which the Detailed Public Statement has been published	Friday, January 6, 2023
12.	Date of commencement of the Tendering Period (“ Offer Opening Date ”)	Monday, January 9, 2023
13.	Date of closure of the Tendering Period (“ Offer Closing Date ”)	Monday, January 23, 2023
14.	Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company	Tuesday, February 7, 2023
15.	Last date for publication of post-Offer public announcement in the newspapers in which the Detailed Public Statement has been published	Tuesday, February 14, 2023
16.	Last date for filing the post Offer report with SEBI	Tuesday, February 14, 2023

[#] The Identified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom the Letter of Offer will be dispatched. It is clarified that all Public Shareholders (registered or unregistered) holding Equity Shares (except the Acquirer, the PACs, the persons deemed to be acting in concert with the Acquirer and the PACs, the promoter and promoter group, the parties to the Underlying Transaction and the persons deemed to be acting in concert with such parties) are eligible to participate in the Open Offer at any time before the Offer Closing Date, subject to Paragraph 7.16 (Statutory and Other Approvals) below.

* The above timelines are indicative and have been prepared on the basis of timelines provided under the SEBI (SAST) Regulations and are subject to receipt of relevant approvals from various statutory/ regulatory authorities and may have to be revised accordingly.

RISK FACTORS

The risk factors set forth below pertain to this Offer and association with the Acquirer and the PACs, and do not pertain to the present or future business or operations of the Target Company or any other related matters. These risk factors are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by a Public Shareholder in the Offer but are merely indicative. Public Shareholders are advised to consult their legal advisors, stockbrokers, and investment consultants and / or tax advisors, for analyzing all the risks with respect to their participation in the Offer.

For capitalized terms used herein please refer to the section on Definitions and Abbreviations set out below.

A. RISKS RELATING TO THE UNDERLYING TRANSACTION

Not applicable as the Underlying Transaction has been successfully completed on November 17, 2022.

B. RISKS RELATING TO THE OFFER

1. There are no statutory approvals required by the Acquirer / the PACs to complete this Offer, to the best of the knowledge of the Acquirer/the PACs. However, in case any statutory approvals are required by the Acquirer / the PACs at a later date before closure of the Tendering Period, this Offer shall be subject to such statutory approvals and the Acquirer shall make the necessary applications for such statutory approvals. The Acquirer and the PACs shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations if any such statutory approval, as may be required, is refused. In the event of such a withdrawal of the Offer, the Acquirer and the PACs (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 (two) Working Days of such withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
2. Further, in case of delay in receipt of any statutory approval, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of such approval was not attributable to any wilful default, failure or neglect on the part of the Acquirer or the PACs to diligently pursue such approval, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and the PACs agreeing to pay interest to the Public Shareholders, for delay, at such rate as may be specified by SEBI. Where the statutory approvals extend to some but not all Public Shareholders, the Acquirer and the PACs will have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
3. The acquisition of Equity Shares tendered by NRIs and erstwhile OCBs is subject to approval from the RBI (if applicable). NRI and 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 RBI or the relevant government authorities, to the extent applicable) and submit copies of such approvals, along with the other documents required in terms of the LOF, if required. Further, if the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs) had required any approvals (including from the RBI) in respect of the Equity Shares held by them, they will be required to submit copies of such previous approvals, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on a repatriable basis or a non-repatriable basis.

4. In the event that either: (a) there is any litigation leading to a stay or injunction on the Offer or that restricts or restrains the Acquirer or the PACs from performing their obligations hereunder, or (b) SEBI instructs the Acquirer and the PACs not to proceed with the Offer; then the Offer process may be withdrawn or may be delayed beyond the schedule of activities indicated in the LOF. Consequently, the payment of consideration to the Public Shareholders whose Equity Shares are validly tendered and accepted under this Offer as well as the return of Equity Shares not validly tendered and accepted under this Offer, may be delayed or such payment may never be made. In the event SEBI instructs the Acquirer and/or the PACs to not proceed with this Offer, then this Offer process shall be withdrawn and the Acquirer and the PACs (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 (two) Working Days of such withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
5. The DLOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of the LOF residing in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, PACs or the Manager to the Offer to any new or additional compliance requirements.
6. The Offer is being made for securities of an Indian company and Public Shareholders of the Target Company in the United States of America should be aware that the LOF and any other documents relating to the Offer have been or will be prepared in accordance with Indian procedural and disclosure requirements, including requirements regarding the offer timetable and timing of payments, all of which differ from those in the United States of America. Any financial information included in the DLOF or LOF or in any other documents relating to the Offer, except related to PAC 3, has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the United States of America or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles. The financial information included in the DLOF or LOF and DPS in relation to PAC 3 has been prepared in accordance with U.S. generally accepted accounting principles as specifically disclosed in the relevant section of this DLOF.
7. The receipt of cash pursuant to the Offer by a Public Shareholder of the Target Company may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other tax laws. Each Public Shareholder of the Target Company is urged to consult his or her tax advisor regarding the tax consequences to them of accepting the Offer.
8. The Public Shareholders who have accepted this Offer are not entitled to withdraw such acceptance during the Tendering Period, even if the acceptance of Equity Shares under this Offer or the dispatch of consideration is delayed.
9. The tendered Equity Shares and documents will be held in trust by the Clearing Corporation (*as defined below*) / Registrar to the Offer until the completion of the Offer formalities. The Public Shareholders will not be able to trade in such Equity Shares which are in the custody of the Clearing Corporation / Registrar to the Offer. During such period, there may be fluctuations in the market price of the Equity Shares and the Public Shareholders will not be able to trade in such Equity Shares held in trust by the Clearing Corporation / Registrar to the Offer and that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer.
10. The information contained in this DLOF is as of the date of this DLOF unless expressly stated otherwise. The Acquirer, PACs and the Manager are under no obligation to update the information contained herein at any time after the date of this DLOF.

11. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer. The Acquirer and the PACs do not and will not make any assurance with respect to the market price of the Equity Shares during or after the period that the Offer is open or upon completion of the Offer and disclaim any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
12. The Public Shareholders are urged to consult their respective tax advisors for assessing tax liability, if any, arising from this Offer, including but not limited to the treatment that may be given by the tax authorities, and the appropriate course of action that they should take. The Acquirer, the PACs and the Manager to the Offer do not accept any responsibility for the accuracy or completeness of the descriptions of tax considerations set forth in the LOF.
13. Any person placing reliance on any source of information other than the PA, the DPS, the DLOF and the LOF, any other advertisement or materials issued by or on behalf of the Acquirer and the PACs, will be doing so at its own risk.
14. The information pertaining to the Target Company, contained in the PA, the DPS, the DLOF, and the LOF, any other advertisement/ publications to be made in connection with this Offer has been/ shall be compiled from information published or provided by such parties or other publicly available source, as the case may be.
15. Neither the Acquirer, the PACs nor the Manager to the Offer accept any responsibility for the information contained in the PA, the DPS, the DLOF and the LOF, any other advertisement/ publications to be made in connection with this Offer that pertains to the Target Company and the information that has been obtained from public sources or provided by the Target Company.

C. RISKS RELATING TO THE ACQUIRER AND THE PACs

1. Neither the Acquirer, the PACs nor the Manager to the Offer make any assurance with respect to the continuation of the past trend in the financial performance of the Target Company.
2. Neither the Acquirer, the PACs nor the Manager to the Offer make any assurance with respect to the future financial performance of the Target Company.
3. Neither the Acquirer, the PACs nor the Manager to the Offer can provide any assurance with respect to the market price of the Equity Shares, before, during or after the Offer and each of them expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Public Shareholder with respect to participation in the Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
4. The Acquirer, the PACs and the Manager to the Offer make no assurance with respect to their investment or divestment decisions relating to their proposed shareholding in the Target Company.
5. None of the Acquirer, the PACs, the Manager or the Registrar to the Offer accepts any responsibility for any loss of documents during transit (including but not limited to Open Offer acceptance forms, copies of delivery instruction slips etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.
6. As per Regulation 38 of SEBI (LODR) Regulations (*as defined below*) read with Rule 19A of the SCRR (*as defined below*), the Target Company is required to maintain at least 25% (twenty five per cent) public shareholding, as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer, the public shareholding in the Target Company may fall below such minimum public shareholding requirement. Any failure to comply with the conditions of the SCRR and the SEBI (LODR) Regulations within the time period stated therein through permitted routes and any other such routes as may be approved

by SEBI from time to time could have an adverse effect on the price and tradability of the Equity Shares.

7. Persons in possession of this DLOF/LOF are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Public Shareholder who tenders his, her, or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted, and agreed that he, she, or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

D. CURRENCY OF PRESENTATION

In the DLOF, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

In the DLOF, all references to “INR” or “Rs.” or “Rupees” are references to the Indian Rupees, all references to “USD” or “US Dollar” or “US\$” are references to the United States Dollar. Unless otherwise stated, the INR equivalent quoted in each case is calculated in accordance with the RBI reference rate as on November 11, 2022 (i.e., 1 USD = INR 80.6483 (*Indian Rupees Eighty Point Six Four Eight Three*) (Source: www.fbil.org.in)) unless specified otherwise.

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KEY DEFINITIONS

Acquirer	Pegasus Holdings III, LLC
AOP	Association of Persons
Bank Guarantee	Bank guarantee as defined in Paragraph 6.4 herein
Board of Directors	Board of Directors of the Acquirer, PAC 3 or the Target Company, as the case may be
BSE	BSE Limited
Buying Broker	BofA Securities India Limited
CBDT	Central Board of Direct Tax
CDSL	Central Depository Services Limited
Clearing Corporation	Indian Clearing Corporation Ltd.
CKYC	Central Know Your Customer
Depositories	CDSL and NSDL
Detailed Public Statement / DPS	Detailed Public Statement dated November 23, 2022 issued by the Manager to the Offer, which was published on November 24, 2022 in the Newspapers, on behalf of the Acquirer and PACs, read with Corrigendum dated November 29, 2022 which was published on November 30, 2022 in the Newspapers, on behalf of the Acquirer and PACs
Draft Letter of Offer / DLOF	This Draft Letter of Offer dated December 1, 2022 filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations
DTAA	Double Taxation Avoidance Agreement
Equity Share(s)	Each fully paid-up equity share of the Target Company, having face value of INR 10 (<i>Indian Rupees Ten only</i>) each
FATCA	Foreign Account Tax Compliance Act, as amended from time to time
FEMA	The Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended or modified from time to time
FI	Financial Institutions
FII / FPI	Foreign Institutional Investor or Foreign Portfolio Investor as defined in FEMA
Form of Acceptance	Form of Acceptance and Acknowledgement accompanying the Letter of Offer
GAAR	General Anti-Avoidance Rule
HUF	Hindu Undivided Family
Identified Date	Tenth Working Day prior to commencement of the Tendering Period for purpose of determining the Public Shareholders to whom the Letter of Offer shall be sent (<i>i.e., Monday, December 26, 2022</i>)
Income Tax Act or IT Act	Income Tax Act, 1961, as amended from time to time
IPV	In Person Verification
KYC	Know Your Client
KRA	KYC Registration Agency
Letter of Offer / LOF	Letter of Offer dated [●], which shall be dispatched to Public Shareholders of the Target Company
LP	Limited Partnership
LLP	Limited Liability Partnership
LTCG	Long-term Capital Gain
Manager/Manager to the Offer	BofA Securities India Limited
MAT	Minimum Alternate Tax
MLI	Multilateral Instruments
MF	Mutual Funds

NSDL	National Securities Depository Limited
Newspapers	Financial Express (English), Jansatta (Hindi), and Navshakti (Marathi) the newspapers wherein the DPS was published on behalf of the Acquirer and PACs
NRI s	Non-resident Indians
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body as defined in Foreign Exchange Management (Deposit) Regulations, 2000
OSV	Original Seen and Verified
Offer / Open Offer	The Offer being made by the Acquirer 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, constituting 25.02% (twenty five point zero two per cent) of the Voting Share Capital of the Target Company
Offer Price	INR 295.65 (<i>Indian Rupees Two Hundred and Ninety Five and Sixty Five Paise only</i>) per share (“ Offer Price ”), which includes a price per share of INR 275 (<i>Indian Rupees Two Hundred and Seventy Five only</i>) and an enhancement of INR 20.65 (<i>Indian Rupees Twenty point Sixty Five Paise only</i>) per Equity Share (i.e., 10% (ten per cent) per annum for the period between the date on which the Acquirer executed the Merger Agreement, i.e., February 22, 2022, and the date of publication of the DPS, i.e., November 24, 2022.
Offer Shares	1,39,16,676 (one crore thirty nine lakh sixteen thousand six hundred and seventy six) fully paid-up Equity Shares
Offer Size	1,39,16,676 (one crore thirty nine lakh sixteen thousand six hundred and seventy six) fully paid-up Equity Shares, constituting 25.02% (twenty five point zero two per cent) of the Voting Share Capital of the Target Company
PAC/PACs	Collectively refers to PAC 1, PAC 2 and PAC 3
PAC 1	Pegasus Parent, L.P.
PAC 2	Federal-Mogul Holdings, Ltd.
PAC 3	Tenneco Inc.
PAN	Permanent Account Number
Public Announcement / PA	Public Announcement dated February 23, 2022 issued by the Manager to the Offer on behalf of the Acquirer, in relation to this Offer and filed with the Stock Exchange, SEBI and the Target Company in accordance with the SEBI (SAST) Regulations
Public Shareholders or Shareholders	All the public shareholders of the Target Company, excluding the promoters, members of the promoter group of the Target Company, parties to the Merger Agreement, the Acquirer, the PACs, and any persons deemed to be acting in concert with any of the parties mentioned above, pursuant to and in compliance with the SEBI (SAST) Regulations
RBI	Reserve Bank of India
Registrar to the Offer	Link Intime India Private Limited
Rs./Rupees/INR	The lawful currency of the Republic of India
SCRR	Securities Contracts (Regulation) Rules, 1957 and subsequent amendments thereof
SEBI	Securities and Exchange Board of India
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time

STCG	Short-term Capital Gain
STT	Securities Transaction Tax
Stock Exchanges	Collectively, the BSE & NSE
TRS	Transaction Registration Slip
Target/Target Company	Federal-Mogul Goetze (India) Limited
Tendering Period	The ten working days period from January 9, 2023 (Monday) to January 23, 2023 (Monday) (both days inclusive), within which Public Shareholders may tender their Equity Shares in acceptance of the Open Offer.
UCC	Unique Client Code
U.S.	United States of America
USD/US\$	United States Dollars
Voting Share Capital	Total voting equity share capital of the Target Company on a fully diluted basis as of the 10 th (tenth) Working Day from the closure of the Tendering Period of the Open Offer based on publicly available data
Working Day	Working day as defined under the SEBI (SAST) Regulations

Note: All capitalized terms used in the Draft Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the SEBI (SAST) Regulations.

1. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF THE TARGET COMPANY, FEDERAL-MOGUL GOETZE (INDIA) LIMITED, TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, THE PACs OR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, BOFA SECURITIES INDIA LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 1, 2022 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES (IF ANY) AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

General Disclaimer

The Draft Letter of Offer, the Detailed Public Statement and the Public Announcement in connection with the Offer, have been prepared for the purposes of compliance with the SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Neither the publication of the Detailed Public Statement nor the delivery of the Letter of Offer, under any circumstances, create any implication that there has been no change in the affairs of the Target Company, the Acquirer, the PACs and any persons deemed to be acting in concert with the Acquirer, since the date hereof or that the information contained herein is correct as at any time subsequent to this date. It is not to be implied that the Acquirer, the PACs, or any persons acting in concert with the Acquirer, are under any obligation to update the information contained herein at any time after this date.

No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be dispatched to all Public Shareholders whose name appears on the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the Letter of Offer by any Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Detailed Public Statement and/or the Letter of Offer under any local securities laws), shall not be treated by such Public Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only.

Persons in possession of the Detailed Public Statement and /or the Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Public Shareholder who tenders his, her or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

2. DETAILS OF THE OFFER

2.1 BACKGROUND TO THE OFFER

2.1.1 This Offer is a mandatory offer made in compliance with Regulation 3(1), Regulation 4 read with Regulation 5(1) read with Regulation 13 (2) (e), 14, 15 (1), 15 (2) and 16(1) of the SEBI (SAST) Regulations, pursuant to the completion of the Underlying Transaction (defined below) detailed further in this Paragraph 2.1 (*Background to the Offer*), in accordance with the terms and conditions set out in the Merger Agreement. The Acquirer is Pegasus Holdings III, LLC and the PACs are Pegasus Parent, L.P. (PAC 1), Federal-Mogul Holdings, Ltd. (PAC 2) and Tenneco Inc. (PAC 3).

2.1.2 This Offer is pursuant to the Underlying Transaction resulting in an indirect acquisition of the Equity Shares and control of the Target Company under Regulation 5(1) of the SEBI (SAST) Regulations.

2.1.3 This Offer is being made by the Acquirer and PACs in terms of Regulation 3(1), 4 and 5(1) of the SEBI SAST Regulations pursuant to a global acquisition resulting in an indirect acquisition of the Target Company. The Acquirer had entered into an Agreement and Plan of Merger (the “**Merger Agreement**”) with PAC 3, a Delaware corporation and Pegasus Merger Co., a Delaware corporation and a direct wholly owned subsidiary of the Acquirer (“**Merger Sub**”) dated February 22, 2022,

pursuant to which and upon satisfaction or waiver of conditions therein, the Merger Sub merged with and into PAC 3 (“**Merger**”), with PAC 3 continuing as the surviving corporation and direct wholly owned subsidiary of the Acquirer. As a result of the Merger, each share of Class A common stock, par value USD 0.01 (United States Dollar Zero point zero one) per share, of PAC 3 (“**Common Stock**”) outstanding immediately prior to the effective time of the Merger (the “**Effective Time**”) (other than shares of Common Stock held by (a) the Acquirer or Merger Sub, (b) PAC 3 as treasury shares or (c) a holder who is entitled to demand and has properly demanded appraisal rights under applicable law) was at the Effective Time, automatically converted into the right to receive USD 20 (United States Dollars Twenty) in cash, without interest, subject to applicable withholding taxes (the “**Merger Consideration**”) (the aforesaid to be referred as the “**Underlying Transaction**”). The Acquirer and Merger Sub are affiliates of certain funds managed by affiliates of Apollo Global Management, Inc. which is listed on the New York Stock Exchange and has the symbol ‘APO’.

- 2.1.4 Certain key terms of the Merger Agreement are as follows: The Underlying Transaction was completed on November 17, 2022 (the “**Merger Closing Date**”), following the satisfaction or waiver of all conditions to closing set forth in the Merger Agreement, including (i) the adoption of the Merger Agreement by holders of a majority of the voting power represented by the shares that are outstanding and entitled to vote thereon at the stockholder meeting which occurred on June 7, 2022, (ii) the absence of any order, injunction or decree restraining, enjoining or otherwise prohibiting or making illegal the closing of the Merger; (iii) (a) the expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, the waiting period for which expired on April 7, 2022 and (b) the receipt all approvals, consents and consultations under other applicable competition laws and foreign investment laws (or the termination or expiration of any applicable waiting period thereunder); and (iv) the accuracy of the representations and warranties contained in the Merger Agreement, subject to customary materiality qualifications, as of the date of the Merger Agreement and as of the Merger Closing Date, and compliance in all material respects with the covenants and agreements contained in the Merger Agreement. Under the Merger Agreement, the Acquirer acquired 100 (hundred) shares equivalent to 100% (hundred per cent) of the Common Stock of PAC 3.
- 2.1.5 Federal-Mogul Holdings, Ltd. (“**Federal-Mogul Mauritius**”) holds 60.05% (sixty point zero five per cent) and Federal-Mogul Vermögensverwaltungs GmbH (“**Federal-Mogul Germany**”) holds 14.93% (fourteen point nine three per cent) of the Voting Share Capital of the Target Company and both are also the existing promoters of the Target Company. PAC 3, indirectly through a chain of subsidiaries, holds 100.00% (hundred per cent) of the paid-up equity share capital of Federal-Mogul Mauritius and Federal-Mogul Germany. Accordingly, upon the completion of the Underlying Transaction, the Acquirer has become entitled to, through Federal-Mogul Mauritius and Federal-Mogul Germany: (a) indirectly own 74.98% (seventy-four point nine eight per cent) of the Voting Share Capital; and (b) indirectly exercise control over the Target Company. Hence, this Open Offer is being made under Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.
- 2.1.6 Neither the Acquirer nor the PACs have been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act or under any of the regulations made under the SEBI Act.
- 2.1.7 There has been no change in the Board of Directors of the Target Company on account of the Underlying Transaction. The committee of independent directors

formulated by the Board of Directors of the Target Company in accordance with Regulation 26(6) and 26(7) of the SEBI (SAST) Regulations is required to publish a written reasoned recommendation for the Offer at least 2 (two) Working Days before the commencement of the Tendering Period in the same Newspapers in which the Detailed Public Statement is published.

2.2 DETAILS OF THE PROPOSED OFFER

2.2.1 The Public Announcement was made and filed with the Stock Exchanges on February 23, 2022, was sent to the registered office of the Target Company on February 23, 2022 and filed with SEBI on February 23, 2022.

2.2.2 In accordance with Regulation 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement was published in the following newspapers:

Newspaper	Language	Editions
Financial	English national daily	All editions
Jansatta	Hindi national daily	All editions
Navshakti	Marathi	Mumbai edition, being the regional language of the place where the Equity Shares are listed

Simultaneously, a copy of the Detailed Public Statement was sent through the Manager to the Offer to: (i) SEBI; (ii) BSE; (iii) NSE; and (iv) the Target Company.

2.2.3 A copy of the PA, the DPS, the DLOF, the LOF and any other advertisement/publications to be made in connection with this Offer are also and will be made available on the SEBI website at www.sebi.gov.in. The LOF along with any advertisements to be made in relation to the Offer will be available on the websites of the Target Company at <http://www.federalmogulgoetzeindia.net/web/index.html>, Registrar to the Offer at www.linkintime.co.in, Manager to the Offer at www.ml-india.com, NSE at www.nseindia.com and BSE at www.bseindia.com.

2.2.4 This Offer is to acquire up to 1,39,16,676 (One Crore Thirty Nine Lakh Sixteen Thousand Six Hundred and Seventy Six) fully paid up Equity Shares of the Target Company (“**Offer Shares**”), constituting 25.02**% (twenty five point zero two percent) of the Voting Share Capital of the Target Company (as on the tenth working day from the closure of the Tendering Period for the Offer) at a price of INR 295.65 (*Indian Rupees Two Hundred and Ninety Five and Sixty Five Paise only*) per Equity Share, which includes a price per share of INR 275 (*Indian Rupees Two Hundred and Seventy Five only*) per Equity Share and an enhancement of INR 20.65 (*Indian Rupees Twenty point Sixty Five Paise only*) per Equity Share (representing a rate of 10% (ten per cent) per annum for the period between the date on which the Acquirer executed the Merger Agreement (*as defined below*), i.e., February 22, 2022, and the date of publication of the Detailed Public Statement (i.e., November 24, 2022), in accordance with Regulation 8(12) of the SEBI (SAST) Regulations), payable in cash, in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations and subject to the terms and conditions set out in the PA, the DPS, the DLOF and the LOF.

** (*As per SEBI (SAST) Regulations, the Open Offer under Regulations 3 and 4 shall be for at least 26% of the total share capital of a target company, as of the 10th Working*

Day (as defined below) prior to the closure of the Tendering Period (as defined below). However, the public shareholding of the Target Company is 25.02% as on the date hereof, and therefore, the Offer Shares represent 25.02% of the fully paid-up fully diluted voting Equity Share Capital of the Target Company representing the entire public shareholding in the Target Company.)

- 2.2.5 As on the date of this DLOF, there are no (i) partly paid-up Equity Shares; or (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures including employee stock options) issued by the Target Company.
- 2.2.6 There is no differential price for the Equity Shares.
- 2.2.7 This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 2.2.8 There has been no competing offer to the Acquirer's Offer as of the date of this DLOF. The last date for making such competing offer is December 15, 2022 (Thursday).
- 2.2.9 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- 2.2.10 The Offer Price has been arrived at in accordance with applicable provisions of Regulation 8(3) read with Regulation 8(5) and enhanced as per Regulation 8 (12) of the SEBI (SAST) Regulations.
- 2.2.11 The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations.
- 2.2.12 The Underlying Transaction and the Open Offer were approved by the Competition Commission of India on June 30, 2022. As on the date of this DLOF, to the best of the knowledge of the Acquirer and the PACs, there are no statutory approvals required by the Acquirer or the PACs to complete this Offer. However, in case any statutory approvals are required by the Acquirer / the PACs at a later date before closure of the Tendering Period, this Offer shall be subject to such statutory approvals and the Acquirer shall make the necessary applications for such statutory approvals. In the event that such statutory approvals are refused for any reason outside the reasonable control of the Acquirer/PACs, the Acquirer and PACs shall have the right to withdraw this Offer in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of such a withdrawal of the Offer, the Acquirer and the PACs (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 (two) Working Days of such withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, in the same newspapers in which the DPS has been published and such public announcement will also be sent to BSE, SEBI and the Target Company at its registered office.
- 2.2.13 Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer.
- 2.2.14 The acquisition of Equity Shares tendered by NRIs and OCBs is subject to and, where applicable, such OCBs and NRIs submitting the approval / exemption from

the RBI for tendering their Equity Shares in the Offer.

- 2.2.15 The Manager to the Offer does not hold any Equity Shares as on the date of the Draft Letter of Offer. The Manager to the Offer further declares and undertakes not to deal on its own account in the Equity Shares during the Offer Period, in terms of Regulation 27(6) of SEBI (SAST) Regulations.
- 2.2.16 The Offer Price is subject to revisions pursuant to SEBI (SAST) Regulations, if any, or at the discretion of the Acquirer and the PACs at any time prior to 1 (one) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations.
- 2.2.17 Other than the completion of the Underlying Transaction on November 17, 2022, the Acquirer and the PACs have not acquired any Equity Shares of the Target Company since the date of the PA (i.e., February 23, 2022) and up to the date of this DLOF.
- 2.2.18 PAC 2 shall acquire Equity Shares held by the Public 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. The Equity Shares, which will be acquired by PAC 2, shall be fully paid-up, free from all liens, charges and encumbrances.
- 2.2.19 The Equity Shares are listed on the Stock Exchanges (i.e., BSE Limited and the National Stock Exchange of India Limited).
- 2.2.20 As per Regulation 38 of the LODR, read with Rule 19A of the SCRR, the Target Company is required to maintain at least 25% (twenty five percent) public shareholding (“MPS”), as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer, in the event that the public shareholding of the Target Company falls below the MPS, the Acquirer and the PACs shall bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the SCRR, SEBI (SAST) Regulations and LODR, pursuant to the methods prescribed by SEBI.

2.3 **OBJECT OF ACQUISITION/OFFER**

- 2.3.1 This Offer is being made on account of the indirect acquisition of more than 25% (twenty five percent) of the Equity Shares, voting rights and control of the Target Company by the Acquirer.
- 2.3.2 Other than as stated in this DLOF, the Acquirer and the PACs do not have any definite plans with respect to the Target Company as on the date of this DLOF. The Acquirer and PACs are controlled affiliates of investment funds affiliated with Apollo Global Management, Inc. which is listed on the New York Stock Exchange and has the symbol ‘APO’.
- 2.3.3 Currently, the Acquirer and the PACs do not have any intention to dispose of or otherwise encumber any assets or investments of the Target Company, through sale, lease, encumbrance, reconstruction, restructuring or otherwise, other than in the ordinary course of business, for a period of 2 (two) years from the date of completion of this Open Offer. If the Acquirer intends to alienate any material asset of the Target Company within a period of 2 (two) years from the date of completion of this Open Offer, a special resolution of the shareholders of the Target Company or any of its subsidiaries, as applicable, in accordance with

proviso to Regulation 25(2) of the SEBI (SAST) Regulations would be taken before undertaking any such alienation of any material assets.

- 2.3.4 Following the completion of the Underlying Transaction and the Open Offer, the Acquirer and PACs intend to work together with the management and employees of the Target Company for future growth. The Acquirer believes it can use its operational expertise and financial strength to partner with the Target Company and its management team in pursuing a unique opportunity to drive innovation and growth in the auto ancillaries industry.

3. BACKGROUND OF THE ACQUIRER AND THE PACs

3.1 PEGASUS HOLDINGS III, LLC (“Acquirer”)

- 3.1.1 The Acquirer is a limited liability company formed on February 17, 2022 under the laws of the State of Delaware, USA, pursuant to the Delaware Limited Liability Company Act and subsequent amendments and re-enactment thereto.
- 3.1.2 The Acquirer was incorporated for the purpose of engaging in any lawful act or activity for which limited liability companies may be formed under the Delaware Limited Liability Company Act and to engage in any and all activities necessary or incidental thereto. The Acquirer was incorporated as Pegasus Holdings III, LLC. There has been no change in the name of the Acquirer since its incorporation.
- 3.1.3 The registered address of the Acquirer is located at c/o Corporate Creations Network Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, Delaware 19810. (Tel: 212-515-3200, Fax: 561-694-1639)
- 3.1.4 The Acquirer is a wholly owned subsidiary of PAC 1. PAC 2 became an indirect wholly owned subsidiary and PAC 3 became the direct wholly owned subsidiary of the Acquirer by virtue of the completion of the Underlying Transaction under the Merger Agreement. The Acquirer is a controlled affiliate of investment funds affiliated with Apollo Global Management, Inc. which is listed on the New York Stock Exchange and has the symbol ‘APO’.
- 3.1.5 The Acquirer is a limited liability company and does not have any shares. Consequently, the shares of the Acquirer are not listed on any stock exchange in India or abroad.
- 3.1.6 The Acquirer is an investment holding company. The Acquirer has not made any previous investments.
- 3.1.7 The Acquirer does not directly hold any shares in the Target Company. However, the Acquirer indirectly, through PAC 2 and Federal-Mogul Vermögensverwaltungs GmbH is entitled to (a) exercise voting rights in relation to 74.98% (seventy-four point nine eight per cent) of the Voting Share Capital of the Target Company and (b) indirectly exercise control over the Target Company. Neither the Acquirer, nor its key employees have any relationship, shareholding or interest in the Target Company except pursuant to the Underlying Transaction.
- 3.1.8 The Acquirer does not have any directors. Set out below are details of the Executive Vice President of the Acquirer and who is not on the board of the Target Company:

Sr. No.	Name and Designation	DIN	Date of Appointment	Qualification and Experience
1	Edward Yocum, Executive Vice President, General Counsel	N/A	November 17, 2022	Mr. Edward Yocum has served as a senior legal advisor for both publicly-traded and private equity sponsored companies undertaking growth initiatives and transformational change. Prior to joining Tenneco, Mr. Yocum was the Chief Legal Officer for Lumileds Holding B.V., the Executive Vice President, General Counsel and Chief Compliance Officer for Vectra Co., a technology-driven manufacturer serving the automotive, electronics, aerospace, defense, and medical industries. Mr. Yocum holds a Juris Doctorate degree from Villanova University School of Law and a Bachelor of Business Administration in Accounting from Temple University.

3.1.9 The Acquirer has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

3.1.10 The Acquirer has not been categorized as a wilful defaulter in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations. The Acquirer has not been categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

3.1.11 As the Acquirer was incorporated on February 17, 2022, this is its first year of operations, and accordingly no financial statements of Acquirer are available as on date.

3.1.12 As on the date of the DLOF, the Acquirer does not have any major contingent liabilities.

3.2 PEGASUS PARENT, L.P. (“PAC 1”)

3.2.1 PAC 1 is Pegasus Parent, L.P., a limited partnership, formed on February 17, 2022 under the laws of the State of Delaware, USA, pursuant to the Delaware Limited Liability Company Act and subsequent amendments and re-enactment thereto.

3.2.2 PAC 1 was formed for the purpose of engaging in any lawful act or activity for which limited liability partnerships may be formed under the Delaware Revised Uniform Limited Partnership Act and to engage in any and all activities necessary or incidental thereto. PAC 1 was formed as Pegasus Parent, L.P and there has been no change in the name of PAC 1 since its formation.

3.2.3 The registered address of PAC 1 is located at c/o Corporate Creations Network Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, Delaware 19810. (Tel: 212-515-3200, Fax: 561-694-1639)

- 3.2.4 Acquirer is a wholly owned subsidiary of PAC 1. PAC 2 and PAC 3 are indirect subsidiaries of PAC 1. The General Partner of PAC 1 is Pegasus Parent GP, LLC and the Limited Partners are AP IX Pegasus Holdings, L.P. and AP IX Pegasus Co-Invest, L.P. PAC 1 is a controlled affiliate of investment funds affiliated with Apollo Global Management, Inc. which is listed on the New York Stock Exchange and has the symbol ‘APO’.
- 3.2.5 PAC 1 is a limited partnership and does not have any shares. Consequently, the shares of PAC 1 are not listed on any stock exchange in India or any other jurisdiction.
- 3.2.6 PAC 1 does not directly hold any shares in the Target Company. However, on account of the Underlying Transaction, PAC 1, indirectly, through Acquirer, PAC 2 and Federal-Mogul Vermögensverwaltungs GmbH (Germany) is entitled to (a) exercise voting rights in relation to 74.98% (seventy-four point nine eight per cent) of the Voting Share Capital of the Target Company and (b) indirectly exercises control over the Target Company. Neither PAC 1, nor its partners have any relationship or interest in the Target Company except pursuant to the Underlying Transaction. PAC 1 does not have directors or officers.
- 3.2.7 PAC 1 has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 3.2.8 Since PAC 1 is a limited partnership, it does not have any directors or officers. Hence, there are no common directors on the board of PAC 1 and the Target Company. PAC 1 does not have any directors or officers.
- 3.2.9 PAC 1 and its general partner and limited partners have not been categorized as a wilful defaulter in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations. PAC 1 and its general partner and limited partners have not been categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).
- 3.2.10 As PAC 1 was formed on February 17, 2022, this is its first year of operations, and accordingly no financial statements of PAC 1 are available as on date.
- 3.2.11 As on the date of the DLOF, PAC 1 does not have any major contingent liabilities.

3.3 **FEDERAL-MOGUL HOLDINGS, LTD. (“PAC 2”)**

- 3.3.1 PAC 2 is Federal-Mogul Holdings, Ltd., a private company with limited liability, incorporated in the Republic of Mauritius under the Mauritius Companies Act 2001 on December 30, 2003.
- 3.3.2 PAC 2 holds a Category 1 Global Business License issued by the Financial Services Commission of Mauritius and is mainly involved in investments in fellow group companies incorporated in India. PAC 2 was incorporated as Federal-Mogul Holdings, Ltd. and there has been no change in name of PAC 2 since its incorporation.
- 3.3.3 Its registered office is located at C/o Citco (Mauritius) Limited, 4th Floor, Tower A, 1 Cybercity, Ebene, Republic of Mauritius (Tel: +230 404 2600, Fax: +230 404 2601).

- 3.3.4 PAC 2 is an indirect subsidiary of PAC 3 and which in turn became a wholly owned subsidiary of the Acquirer (and indirect wholly owned subsidiary of PAC 1) on account of the completion of the Underlying Transaction (*defined below*). The immediate holding company of PAC 2 is Federal-Mogul Singapore Investments Pte. Ltd, a private limited company incorporated in the Republic of Singapore which holds 100% share capital of PAC 2.
- 3.3.5 The shares of PAC 2 are not listed on any stock exchange in India or any other jurisdiction.
- 3.3.6 PAC 2 holds 3,34,08,581 (*Three Crores Thirty-Four Lakhs Eight Thousand Five Hundred and Eighty-One*) Equity Shares representing 60.05% (*sixty point zero five per cent*) of the Voting Share Capital of the Target Company. Neither PAC 2, nor its directors or its key employees, have any relationship or interest in the Target Company, except pursuant to the Underlying Transaction.
- 3.3.7 The Board of Directors of PAC 2 comprises the following members. None of the persons mentioned in the table below are directors on the board of the Target Company:

Sr. No.	Name and Designation	DIN	Date of Appointment	Qualification and Experience
1.	Mr. Fawaaz Hisaund	N.A.	February 28, 2021	<p>Mr. Fawaaz Hisaund has been employed with Citco (Mauritius) Limited since July 2010. He qualified as a professional accountant in 2005 and became subsequently Fellow member of the Association of Chartered and Certified Accountants (ACCA) in 2013.</p> <p>Prior to joining Citco, Mr. Hisaund has worked for over 5 years in an Offshore Management Company in Mauritius. He has experience in accounting and administration of global business companies.</p>
2.	Mr. Javed Aboobakar	N.A.	May 1, 2007	<p>Mr. Javed Aboobakar holds a BA (Hons) Accounting and Finance from the University of Leeds (England), an MBA (International Finance) from the University of Bristol (England) jointly with Ecole Nationale des Ponts et Chaussees, Paris, a Bachelor of Laws (LLB Honours) from the University of London and is a member of the Society of Trust and Estate Practitioners (TEP).</p> <p>Mr. Aboobakar is currently the Managing Director of Citco (Mauritius) Ltd and has been also responsible for Citco's offices in India, Dubai and New Zealand.</p> <p>Prior to joining the Citco Group, he was a director of a large fiduciary company in Mauritius which was an offshoot of an audit firm. He was also the General Manager of BNPI (BNP Paribas) Offshore Banking Unit and the General Manager of BNPI (BNP Paribas) Mauritius Trust Corporation. He has wide experience in setting-up and administering real estate funds, private</p>

				equity funds, hedge funds and special purpose vehicles (SPVs).
3.	Mr. David Gerard Jachcik	N.A.	August 27, 2020	Mr. David Jachcik holds a Bachelor of Science in Finance from Eastern Michigan University and Master of Science in Accounting from Walsh College. Mr. Jachcik has over 30 years of automotive corporate experience in various functions like Accounting, Treasury, Investor Relations etc.

3.3.8 PAC 2 has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

3.3.9 PAC 2 and its directors have not been categorized as a wilful defaulter in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations. PAC 2 and its directors have not been categorized/ declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

3.3.10 Certain financial information of PAC 2 derived from its audited standalone financial statements as of and for the years ending December 31, 2021, 2020 and 2019, audited by PAC 2's auditor Grant Thornton, in accordance with International Financial Reporting Standards and in compliance with the Mauritius Companies Act 2001 and unaudited financial statements, which have been subjected to limited review by Grant Thornton, as at and for the interim period from January 1, 2022 until June 30, 2022 are as follows.

In million (except earnings per share (Basic))

Statement of Operations	As at and for the 6 months ended June 30, 2022		Financial year ended December 31, 2021		Financial year ended December 31, 2020		Financial year ended December 31, 2019	
	USD	INR	USD	INR	USD	INR	USD	INR
Net sales ⁽¹⁾ (A)	-	-	-	-	-	-	-	-
Other income ⁽²⁾ (B)	-	-	-	-	0.72	53.25	1.07	75.59
Total income (A+B)	-	-	-	-	0.72	53.25	1.07	75.59
Total expenditure (excluding depreciation & amortization, interest expenses and taxes)	0.02	1.26	0.02	1.76	0.04	3.24	0.02	1.64
Profit / (loss) before depreciation & amortization, interest expenses and taxes	(0.02)	(1.26)	(0.02)	(1.76)	0.68	50.01	1.05	73.95
Depreciation and amortization	-	-	-	-	-	-	-	-
Interest expenses	0.03	2.59	0.06	4.43	0.43	31.50	0.74	52.21
Profit / (loss) before tax	(0.05)	(3.85)	(0.08)	(6.19)	0.25	18.51	0.31	21.73
Income tax expense	-	-	-	-	0.01	0.58	0.01	0.65
Profit / (loss) after tax	(0.05)	(3.85)	(0.08)	(6.19)	0.24	17.93	0.30	21.08

Balance Sheet Statement	As at and for the 6 months ended June 30, 2022		Financial year ended December 31, 2021		Financial year ended December 31, 2020		Financial year ended December 31, 2019	
	USD	INR	USD	INR	USD	INR	USD	INR
Sources of funds								
Paid up share capital ⁽³⁾	80.85	6,382.47	80.85	6,007.36	80.85	5,906.38	80.85	5,762.50
Reserves and surplus (excluding revaluation reserve) ⁽⁴⁾	(11.37)	(897.79)	(11.32)	(841.27)	(11.24)	(821.02)	(11.48)	(818.27)
Net-worth	69.48	5,484.68	69.53	5,166.09	69.61	5,085.36	69.37	4,944.23
Bank overdraft	2.58	203.56	2.54	188.48	2.45	179.05	15.26	1,087.93
Other current liabilities ⁽⁵⁾	0.02	1.21	0.01	0.50	0.01	0.64	9.38	668.39
Total	72.07	5,689.45	72.07	5,355.07	72.07	5,265.06	94.01	6,700.56
Uses of funds								
Investments ⁽⁶⁾	72.07	5,689.45	72.07	5,355.07	72.07	5,265.06	72.07	5,136.80
Other assets ⁽⁷⁾	-	-	-	-	-	-	21.94	1,563.75
Total	72.07	5,689.45	72.07	5,355.07	72.07	5,265.06	94.01	6,700.56

Other Financial Data	As at and for the 6 months ended June 30, 2022		Financial year ended December 31, 2021		Financial year ended December 31, 2020		Financial year ended December 31, 2019	
	USD	INR	USD	INR	USD	INR	USD	INR
Dividend	-	-	-	-	-	-	-	-
Earnings / (loss) per share (basic)	(0.00)	(0.05)	(0.00)	(0.08)	0.00	0.22	0.00	0.26

Notes:

- (1) As PAC 2 is only a holding company with no other business, there is no operating revenue
- (2) Pertains to Interest on loan
- (3) Pertains to Stated capital
- (4) Pertains to Accumulated losses
- (5) Computed as Accruals + Current tax liabilities + Amount due to a related party
- (6) Pertains to Investment in subsidiaries
- (7) Pertains to Loan to a related party
- (8) All figures reported refer to standalone financial statements
- (9) The translation of the financial information into INR has not been reviewed or audited, respectively, by Grant Thornton
- (10) The USD to INR conversion has been calculated at the rate of as follows (Source: www.fbil.org.in):

USD / INR Exchange Rate	As at and for the 6 months ended June 30, 2022	Financial year ended December 31, 2021	Financial year ended December 31, 2020	Financial year ended December 31, 2019
Average rate for the year / period	76.2506	73.9783	74.0648	70.4086

USD / INR Exchange Rate	As at and for the 6 months ended June 30, 2022	Financial year ended December 31, 2021	Financial year ended December 31, 2020	Financial year ended December 31, 2019
Rate as on last day of the year / period	78.9421	74.3025	73.0536	71.274

3.3.11 As on the date of the DLOF, PAC 2 does not have any major contingent liabilities.

3.4 TENNECO INC. (“PAC 3”)

3.4.1 PAC 3 is Tenneco Inc. a private company incorporated in the United States of America on August 26, 1996 under the laws of Delaware.

3.4.2 PAC 3 is a designer, manufacturer and marketer of automotive products for original equipment and aftermarket customers and has approximately 71,000 (seventy-one thousand) team members working at more than 260 (two-hundred and sixty) sites worldwide.

3.4.3 PAC 3 was incorporated on August 26, 1996 under the name of New Tenneco Inc. On December 11, 1996, New Tenneco Inc. changed its name to Tenneco Inc. Further, on November 5, 1999, pursuant to a merger of Tenneco Automotive Merger Sub Inc. with PAC 3, PAC 3 changed its name to Tenneco Automotive Inc. On October 27, 2005, PAC 3 changed its name back to Tenneco Inc. pursuant to another merger.

3.4.4 Its registered address is located at c/o Corporate Creations Network Inc., 3411 Silverside Road, Tatnall Building #104, Wilmington, New Castle County, Delaware 19810. (Tel: 212-515-3200, Fax: 561-694-1639)

3.4.5 PAC 3, through a chain of subsidiaries holds 100% (one hundred per cent) of the shares in PAC 2. Upon the completion of the Underlying Transaction, the Acquirer holds 100% (one hundred per cent) of the shares in PAC 3 and accordingly PAC 3 became a wholly owned subsidiary of the Acquirer and therefore, an indirect wholly owned subsidiary of PAC 1. The Acquirer is a controlled affiliate of investment funds affiliated with Apollo Global Management, Inc. which is listed on the New York Stock Exchange and has the symbol ‘APO’.

3.4.6 The shares of PAC 3 are not listed on any stock exchange in India or any other jurisdiction as on date. PAC 3 has been delisted from New York Stock Exchange with effect from November 17, 2022 pursuant to the completion of the Underlying Transaction.

3.4.7 PAC 3 does not directly hold any shares in the Target Company. However, on account of the Underlying Transaction, PAC 3, indirectly, through PAC 2 and Federal-Mogul Vermögensverwaltungs GmbH (Germany) is entitled to (a) indirectly exercise voting rights in relation to 74.98% (seventy-four point nine eight per cent) of the Voting Share Capital of the Target Company and (b) indirectly exercise control over the Target Company.

3.4.8 PAC 3 indirectly holds 100% (one hundred per cent) of the issued share capital of PAC 2. By virtue of the Underlying Transaction, PAC 3 has become the direct wholly owned subsidiary of the Acquirer and therefore, the indirect wholly owned subsidiary of PAC 1. Acquirer and PAC 1 are controlled affiliates of investment funds affiliated with Apollo Global Management, Inc. which is listed on the New York Stock Exchange and has the symbol ‘APO’.

3.4.9 Neither PAC 3, nor its directors or its key employees, have any relationship or interest in the Target Company except pursuant to the Underlying Transaction and as disclosed in the audited financial statements for FY 2021-2022 for the Target Company under the ‘related party transaction’ section.

3.4.10 The Board of Directors of PAC 3 comprises the following members. None of the persons mentioned in the table below are directors on the board of the Target Company:

Sr. No.	Name and Designation	DIN	Date of Appointment	Qualification and Experience
1	Michael A. Reiss	N/A	November 17, 2022	Mr. Michael Reiss is a Partner at Apollo, focused on private equity investing in the Automotive and Mobility sectors. Mr. Reiss serves on the board of directors of ABC Technologies and Tenneco, Inc. He previously served on the board of directors of Presidio, Affinion Group, and Captain Bidco SAS, the parent of Ascometal. Prior to joining Apollo in 2008, Mr. Reiss was a member of the Financial Sponsors Investment Banking group at Deutsche Bank. Mr. Reiss graduated from Dartmouth College.
2	Matt Nord	N/A	November 17, 2022	Mr. Matt Nord is Partner and Co-Head of Private Equity at Apollo, where he oversees the Firm’s private equity strategy and has led numerous investments across technology, healthcare and business services. Mr. Nord is on the board of directors of TD Synnex, Intrado Corporation, Lifepoint Health and ScionHealth. Prior to joining Apollo in 2003, Matt was a member of the Investment Banking division of Salomon Smith Barney Inc. Mr. Nord graduated summa cum laude from the University of Pennsylvania’s Wharton School of Business with a BS in Economics. He also serves on the Montefiore Health System Board

Sr. No.	Name and Designation	DIN	Date of Appointment	Qualification and Experience
				of Trustees, the Board of Advisors of the University of Pennsylvania's Stuart Weitzman School of Design, and the Board of the Rock and Roll Hall of Fame Foundation.
3	Carletta Ooton	N/A	November 17, 2022	<p>Ms. Carletta Ooton is the Head of ESG for Private Equity and an Operating Partner at Apollo Global Management, Inc., responsible for advancing the Firm's ESG integration and operational performance across its private equity portfolio in the areas of energy usage, carbon emissions, water consumption, DEI, and safety.</p> <p>Ms. Ooton joined Apollo from Amazon where she served as the Vice President of Product Assurance, Risk and Security since 2014. Ms. Ooton has held key roles at The Coca-Cola Company, Cott Beverages, Bath & Body Works, Unilever and Tate & Lyle. Ms. Ooton holds a BA in Biological Sciences and Chemistry and a MA in Microbiology.</p>
4	Shahid Bosan	N/A	November 17, 2022	<p>Mr. Shahid Bosan is a Principal at Apollo, having joined in 2015. Mr. Bosan serves on the board of directors of Great Canadian Gaming Corporation. Previously, Mr. Bosan was an associate in the Direct Investment Group at GIC. Prior to that time, he was a member of the Mergers and Acquisitions and Financial Institutions Groups at Bank of America Merrill Lynch. Mr. Bosan graduated magna cum laude from University of Pennsylvania with a BSE degree in Finance and a BSE degree in System Engineering.</p>
5	Hari Nair	N/A	November 17, 2022	<p>Mr. Hari Nair has a B.S. in engineering from Bradley University, an MBA from the University of Notre Dame, and has completed the Advanced Management Program at Harvard Business School.</p>

Sr. No.	Name and Designation	DIN	Date of Appointment	Qualification and Experience
				<p>Mr. Nair has over 35 years of global automotive industry experience across various functions including as head of several business units at Tenneco Inc., and as COO of Tenneco Inc. from 2010-2015. He also served on the Tenneco Inc. board of directors from 2009-2015. Mr. Nair currently serves on the Boards of O-I Glass Inc., Musashi Seimitsu Japan, REE Auto Israel and as Chairman of Sintercom India.</p>
6	Pierre Vareille	N/A	November 17, 2022	<p>Mr. Pierre Vareille graduated from French universities, Ecole Centrale de Paris (now CentraleSupélec), and the Sorbonne University (specialising in economics and finance).</p> <p>Mr. Vareille has spent a large part of his career of over 35 years in the automotive and related industries. In particular, he has been CEO of various companies listed on the New York Stock Exchange, the London Stock Exchange and Euronext (Paris).</p> <p>He is currently a non-executive director of several private and public companies and an investor in Internet and technology companies in Europe, Asia and the United States.</p>
7	Jeneanne Hanley	N/A	November 17, 2022	<p>Ms. Jeneanne Hanley holds a Bachelor of Science in Mechanical Engineering and a Masters of Business Administration from the University of Michigan.</p> <p>Ms. Hanley has over 25 years of global automotive corporate experience, last serving in the [President and Senior Vice President positions] of Lear Corporation's E-Systems Division.</p>
8	James R. Voss	N/A	November 17,	Mr. James Voss has over 20 years of

Sr. No.	Name and Designation	DIN	Date of Appointment	Qualification and Experience
			2022	<p>experience in the Industrial/Chemical sector. In this time, he has worked with Apollo Global Management, Inc. since 2012 and has served as both Operating Advisor and Portfolio CEO, most recently as President and CEO of Vectra (formerly OM Group, NYSE:OMG) from October 2015 to October 2018, following the acquisition of Vectra by funds affiliated with Apollo. Additionally, he serves on several Boards of Directors of Apollo's portfolio companies.</p> <p>Prior to joining Apollo, Mr. Voss was Executive Vice President and Chief Operating Officer of Solutia Inc., a specialty chemicals/materials company (formerly Monsanto Chemical / Materials Co.), and Senior Vice President and Chief Administrative Officer at Premcor Inc., a major independent oil refiner. Mr. Voss currently serves as Chairman of the board of directors of Vacuumschmelze, headquartered in Germany, and as Chairman of the board of directors of ABC Technologies (TSE:ABCT), headquartered in Canada. He also serves on the board of directors of Kem One, headquartered in France. He has previously served on the Board of Directors of Vectra, Pinnacle Agriculture, Taminco Corporation, Stepan Company, and on the Board of Trustees at Maryville University.</p> <p>Mr. Voss earned his Master of Business Administration degree from Washington University in St. Louis after receiving his dual Bachelor's degrees in psychology and sociology from Maryville University and Master of Sciences degree in organizational</p>

Sr. No.	Name and Designation	DIN	Date of Appointment	Qualification and Experience
				development from Webster University.

- 3.4.11 PAC 3 has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 3.4.12 PAC 3 and its directors have not been categorized as a wilful defaulter in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations. PAC 3 and its directors have not been categorized/ declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), and are in compliance with Regulation 6B of the SEBI (SAST) Regulations.
- 3.4.13 Certain financial information of PAC 3 derived from its audited consolidated financial statements as of and for the years ending December 31, 2021, 2020 and 2019, audited by PAC 3’s auditor PricewaterhouseCoopers LLP, in accordance with the standards set by Public Company Accounting Oversight Board (United States) (PCAOB) and unaudited condensed consolidated financial statements, as at and for the interim period from January 1, 2022 until June 30, 2022 as filed in PAC 3’s quarterly report on Form 10Q with the Securities Exchange Commission (“SEC”), which has been reviewed by an independent public accountant prior to filing with SEC, using professional standards and procedures for conducting such reviews as established by the Public Company Accounting Oversight Board (United States) are as follows:

In million (except earnings per share (Basic))

Statement of Operations	As at and for the 6 months ended June 30, 2022		Financial year ended December 31, 2021		Financial year ended December 31, 2020		Financial year ended December 31, 2019	
	USD	INR	USD	INR	USD	INR	USD	INR
Net sales (A)	9,314	710,198.13	18,035	1,334,199.22	15,379	1,139,042.05	17,450	1,228,629.76
Other income ⁽¹⁾ (B)	42	3,202.53	150	11,096.75	105	7,776.80	85	5,984.73
Total income (A+B)	9,356	713,400.65	18,185	1,345,295.97	15,484	1,146,818.85	17,535	1,234,614.49
Total expenditure (excluding depreciation & amortization, interest expenses and taxes)	8,975	684,349.17	17,036	1,260,294.87	15,569	1,153,114.36	16,741	1,178,710.08
Profit / (loss) before depreciation & amortization, interest expenses and taxes	381	29,051.48	1,149	85,001.10	(85)	(6,295.51)	794	55,904.41
Depreciation and amortization	289	22,036.42	593	43,869.15	639	47,327.39	673	47,384.98
Interest expenses	142	10,827.59	274	20,270.06	277	20,515.94	322	22,671.56
Profit / (loss) before tax	(50)	(3,812.53)	282	20,861.89	(1,001)	(74,138.83)	(201)	(14,152.13)
Income tax expense	73	5,566.29	182	13,464.06	459	33,995.73	19	1,337.76
Profit / (loss) after tax	(123)	(9,378.82)	100	7,397.83	(1,460)	(108,134.56)	(220)	(15,489.89)
Attributable to owners	(159)	(12,123.85)	35	2,589.24	(1,521)	(112,652.51)	(334)	(23,516.47)
Attributable to non-controlling interests	36	2,745.02	65	4,808.59	61	4,517.95	114	8,026.58

Balance Sheet Statement	As at and for the 6 months ended June 30, 2022		Financial year ended December 31, 2021		Financial year ended December 31, 2020		Financial year ended December 31, 2019	
	USD	INR	USD	INR	USD	INR	USD	INR
Sources of funds								
Paid up share capital ⁽²⁾	3,540	279,455.03	3,533	262,510.73	3,513	256,637.30	3,503	249,672.82
Reserves and surplus (excluding revaluation reserve) ⁽³⁾	(3,012)	(237,773.61)	(2,853)	(211,985.03)	(2,888)	(210,978.80)	(1,367)	(97,431.56)
Accumulated other comprehensive loss	(790)	(62,364.26)	(595)	(44,209.99)	(744)	(54,351.88)	(711)	(50,675.81)
Net-worth	(262)	(20,682.83)	85	6,315.71	(119)	(8,693.38)	1,425	101,565.45
Non-controlling interest ⁽⁴⁾	330	26,050.89	402	29,869.61	378	27,614.26	390	27,796.86
Short-term debt, including current maturities of long-term debt	85	6,710.08	57	4,235.24	162	11,834.68	185	13,185.69
Long-term debt	4,934	389,500.32	5,018	372,849.95	5,171	377,760.17	5,371	382,812.65
Other non-current liabilities ⁽⁵⁾	1,322	104,361.46	1,426	105,955.37	1,736	126,821.05	1,741	124,088.03
Other current liabilities (other than short term debt, including current maturities of long-term debt) ⁽⁶⁾	4,810	379,711.50	4,634	344,317.79	4,524	330,494.49	4,114	293,221.24
Total	11,219	885,651.42	11,622	863,543.66	11,852	865,831.27	13,226	942,669.92
Uses of funds								
Property, plant and equipment, net	2,691	212,433.19	2,872	213,396.78	3,057	223,324.86	3,627	258,510.80
Investments ⁽⁷⁾	469	37,023.84	539	40,049.05	581	42,444.14	518	36,919.93
Other assets ⁽⁸⁾	2,287	180,540.58	2,398	178,177.40	2,521	184,168.13	3,346	238,482.80
Net current assets ⁽⁹⁾	5,772	455,653.80	5,813	431,920.43	5,693	415,894.14	5,735	408,756.39
Total	11,219	885,651.42	11,622	863,543.66	11,852	865,831.27	13,226	942,669.92

Other Financial Data	As at and for the 6 months ended June 30, 2022		Financial year ended December 31, 2021		Financial year ended December 31, 2020		Financial year ended December 31, 2019	
	USD	INR	USD	INR	USD	INR	USD	INR
Dividend	-	-	-	-	-	-	-	-
Earnings / (loss) per share (basic)	(1.91)	(145.64)	0.43	31.81	(18.69)	(1,384.27)	(4.12)	(290.08)

Notes:

- (1) Other Income includes Non-service pension and postretirement benefits, Equity in earnings (net of tax) of nonconsolidated affiliates, Gains on extinguishment of debt and Other income
- (2) Computed as Class A voting common stock + Additional paid-in capital + Shares held as treasury stock - at cost
- (3) Pertains to Accumulated deficit
- (4) Computed as Redeemable non-controlling interest + Noncontrolling interests

- (5) Computed as Deferred income taxes + Pension and postretirement benefits + Deferred credits and other liabilities
- (6) Computed as Accounts payable + Accrued compensation and employee benefits + Accrued income taxes + Accrued expenses and other current liabilities
- (7) Pertains to Investments in nonconsolidated affiliates
- (8) Computed as Intangible assets (net) + Goodwill + Long-term receivables (net) + Other assets + Deferred income taxes
- (9) Computed as Cash and cash equivalents + Restricted cash + Receivables + Inventories + Prepayments and other current assets
- (10) All figures reported refer to consolidated financial statements
- (11) The translation of the financial information into INR has not been reviewed or audited, respectively, by PricewaterhouseCoopers LLP or the independent public accountant referred to above.
- (12) The USD to INR conversion has been calculated at the rate of as follows (Source: www.fbil.org.in):

USD / INR Exchange Rate	As at and for the 6 months ended June 30, 2022	Financial year ended December 31, 2021	Financial year ended December 31, 2020	Financial year ended December 31, 2019
Average rate for the year / period	76.2506	73.9783	74.0648	70.4086

USD / INR Exchange Rate	As at and for the 6 months ended June 30, 2022	Financial year ended December 31, 2021	Financial year ended December 31, 2020	Financial year ended December 31, 2019
Rate as on last day of the year / period	78.9421	74.3025	73.0536	71.274

3.4.14 As on June 30, 2022, PAC 3 does not have any major contingent liabilities other than commitments and contingencies aggregating USD 111 million pertaining to environmental remediation costs, asset retirement obligations and warranty matters. The above items have been included as part of the consolidated balance sheet under relevant accounting heads. On the basis of the foreign exchange rate as of June 30, 2022 of USD 1 = INR 78.9421 (Source: www.fbil.org.in), this equals INR 8,762.57 million.

4. BACKGROUND OF THE TARGET COMPANY

4.1 The Target Company, i.e., Federal-Mogul Goetze (India) Limited, was incorporated as a public limited company in India on November 26, 1954 under the Companies Act, 1913 and is inter-alia engaged mainly in the manufacture, supply and distribution of automotive components used in two / three / four wheeler automobiles. The principal facilities of the Target Company are located at Patiala (Punjab), Bengaluru (Karnataka) and Bhiwadi (Rajasthan). The Target Company was incorporated as Goetze India Limited. The name of the Target Company was changed to Federal-Mogul Goetze (India) Limited with effect from August 3, 2006.

4.2 The registered office of the Target Company is situated at: DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi South Delhi- 110020, Email ID: investorgrievance@tenneco.com. Contact person: Dr. Khalid Iqbal Khan, Website:

<http://www.federalmogulgoetzeindia.net/web/index.html>). The corporate identification number of the Target Company is L74899DL1954PLC002452.

- 4.3 The Equity Shares of the Target Company are listed on BSE Limited and on the National Stock Exchange of India Limited (Scrip ID (BSE): FMGOETZE; Security Code: 505744; Symbol (NSE): FMGOETZE). The ISIN of the Equity Shares of the Target Company is INE529A01010.
- 4.4 As on the date of the DPS, the total authorized share capital of the Target Company is INR 80,00,00,000 (*Indian Rupees Eighty crores only*) consisting of 8,00,00,000 (*eight crore*) Equity Shares of INR 10 (*Indian Rupees ten only*) each. The issued, subscribed and paid-up equity share capital of the Target Company is INR 55,63,21,300 (*Indian Rupees Fifty-five crores sixty-three lakhs twenty-one thousand three hundred rupees only*) consisting of 5,56,32,130 (*five crores fifty-six lakhs thirty-two thousand one hundred and thirty*) Equity Shares.
- 4.5 The Equity Share of the Target Company were listed on BSE and NSE on August 16, 1978 and February 8, 1985 respectively. The Equity Shares are considered to be frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations (*further details provided in Part V below (Offer Price)*).
- 4.6 The Equity Share capital structure of the Target Company is as follows:

Paid-up Equity Shares of Target Company	No. of Equity Shares	% of shares or voting rights
Fully paid-up Equity Shares	5,56,32,130	100%
Partly paid-up Equity Shares	-	-
Total paid-up Equity Shares	5,56,32,130	100%
Total voting rights in Target Company	5,56,32,130	100%

- 4.7 There has been no suspension of trading of the Equity Shares on BSE or NSE.
- 4.8 There are no Equity Shares of the Target Company that are not listed on BSE and NSE.
- 4.9 As on the date of this DLOF, there are no (i) partly paid-up Equity Shares; or (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures including employee stock options) issued by the Target Company.
- 4.9.1 On account of a delay in complying with the requirement to maintain minimum public shareholding in accordance with Regulation 38 of the SEBI (LODR) Regulations, monetary fines were imposed on the Target Company, which were duly paid off. Further details in relation to the same have been set out below:

Quarter End	Stock Exchange	Penalty Amt. (INR)	Date of Payment
March, 2021	BSE	3,48,100	07-07-2021
	NSE	3,48,100	08-07-2021
June, 2021	NSE	1,53,400	18-09-2021
	BSE	1,53,400	18-09-2021

- 4.10 The Board of Directors of the Target Company comprises the following directors. None of the directors on the board of the Target Company represent the Acquirer:

Sr. No.	Name	Designation	DIN	Date of Appointment
1.	Krishnamurthy Naga Subramaniam	Non-Executive, Independent Director, Chairperson	00041843	April 30, 2009
2.	Vinod Kumar Hans	Executive Director, Managing director	03328309	January 1, 2016
3.	Sunit Kapur	Non-Executive, Non Independent Director	03435110	June 11, 2012
4.	Khalid Iqbal Khan	Executive Director	05253556	May 22, 2015
5.	Sundareshan Kanakku Chembakaraman	Non-Executive, Independent Director	06846949	December 16, 2016
6.	Manish Chadha	Executive Director	07195652	February 5, 2016
7.	Rajesh Sinha	Executive Director	07358567	January 1, 2016
8.	Nalini Jolly	Non-Executive, Independent Director	08520132	August 13, 2019
9.	Stephen Shaun Merry	Non-Executive, Non Independent Director	08749114	June 26, 2020

- 4.11 The Target Company was not involved in any scheme of amalgamation/restructuring/merger/demerger/spin offs during the last 3 (three) years.

- 4.12 The key financial information of the Target Company based on its audited consolidated financial statements, audited by the Target Company's erstwhile Statutory Auditor Walker Chandiook & Co LLP as at and for the 12 (twelve) month period ended March 31, 2022, March 31, 2021 and March 31, 2020 and unaudited financial numbers subject to limited review by erstwhile Statutory Auditor Walker Chandiook & Co LLP for the interim period from April 1, 2022 until June 30, 2022 as disclosed to the Stock Exchanges are as follows:

In million (except per share values)

Statement of Operations	As at and for the 3 months ended June 30, 2022	Financial year ended March 31, 2022	Financial year ended March 31, 2021	Financial year ended March 31, 2020
	INR	INR	INR	INR
Income from operations (A)	4,017.57	13,426.20	11,071.65	10,854.08
Other income (B)	36.42	89.22	110.84	131.34
Total income (A+B)	4,053.99	13,515.41	11,182.48	10,985.41
Total expenditure (excluding depreciation & amortization, interest expenses and taxes)	3,549.13	11,796.39	9,817.71	9,557.47
Profit / (loss) before depreciation & amortization, interest expenses and taxes	504.86	1,719.02	1,364.77	1,427.94
Depreciation and amortization	210.97	870.63	835.65	927.74
Interest (finance cost)	8.36	42.75	22.66	33.74
Profit / (loss) before tax	285.53	805.64	506.47	466.46
Exceptional item ⁽¹⁾	-	-	427.50	-
Income tax expense	73.71	217.44	29.59	79.29
Profit / (loss) after tax	211.82	588.21	49.38	387.18
Attributable to owners	199.30	540.41	5.34	324.97
Attributable to non-controlling interests	12.52	47.80	44.04	62.21

Balance Sheet Statement	As at and for the 3 months ended June 30, 2022	Financial year ended March 31, 2022	Financial year ended March 31, 2021	Financial year ended March 31, 2020
	INR	INR	INR	INR
Sources of funds				
Paid up share capital ⁽²⁾	NA	556.32	556.32	556.32
Reserves and surplus (excluding revaluation reserve) ⁽³⁾	NA	8,201.98	7,650.87	7,621.03
Net-worth	NA	8,758.30	8,207.19	8,177.35
Non-controlling interest	NA	681.57	661.98	660.40
Non-current liabilities ⁽⁴⁾	NA	451.42	940.69	555.38
Other current liabilities ⁽⁵⁾	NA	3,513.08	3,379.35	2,360.55
Total	NA	13,404.37	13,189.21	11,753.67
Uses of funds				
Net fixed assets ⁽⁶⁾	NA	5,759.93	5,739.81	5,969.33
Investments ⁽⁷⁾	NA	194.42	184.16	178.77
Other non-current assets ⁽⁸⁾	NA	405.49	291.16	194.55
Net current assets ⁽⁹⁾	NA	7,044.53	6,974.08	5,411.02
Total	NA	13,404.37	13,189.21	11,753.67

Other Financial Data	As at and for the 3 months ended June 30, 2022	Financial year ended March 31, 2022	Financial year ended March 31, 2021	Financial year ended March 31, 2020
	INR	INR	INR	INR
Dividend	-	-	-	-
Earnings / (loss) per share (basic)	3.58	9.71	0.10	5.84
Earnings / (loss) per share (diluted)	3.58	9.71	0.10	5.84
Return on net worth (%) ⁽¹⁰⁾	NA	6.37%	0.07%	4.03%
Book value per share ⁽¹¹⁾	NA	157.43	147.53	146.99

Notes

- (1) Exceptional item in FY21 pertains to provisions made in relation to an unfavorable legal proceeding, however the matter has been appealed further
 - (2) Pertains to Equity share capital
 - (3) Pertains to Other equity
 - (4) Computed as Deferred tax liabilities (net) + Non-current lease liabilities + Non-current provisions
 - (5) Computed as Current tax liabilities (net) + Current lease liabilities + Trade Payables + Current provisions + Other current liabilities + Other financial liabilities
 - (6) Computed as Property, plant and equipment + Capital work-in-progress + Right-of-use assets
 - (7) Computed as Investments + Other financial assets
 - (8) Computed as Intangible assets + Goodwill + Deferred tax assets (net) + Income tax assets (net) + Other non-current assets
 - (9) Computed as Cash and cash equivalents + Trade receivables + Inventories + Financial assets + Other current assets + Other financial assets
 - (10) Computed as Profit / (loss) attributable to owners divided by average of Equity attributable to owners of the company at the beginning and end of the fiscal period
 - (11) Computed as Equity attributable to owners of the company divided by # of shares
 - (12) All figures reported refer to consolidated financial statements
- 4.13 Pre and post- offer Equity Shareholding pattern of the Target Company. The details of public shareholders is based on the shareholding pattern as of September 30, 2022 as disclosed to the Stock Exchanges:

	Shareholders' category	Shareholding and voting rights prior to the agreement/acquisition and offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in the open offer (assuming full acceptance)		Shares/voting rights after the acquisition and offer	
		(A)		(B)		(C)		(A)+(B)+(C) = (D)	
		No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
1	Promoter group								
a	Parties to the agreement, if any	-	-	-	-	-	-	-	-
b	Promoters other than a above	41,715,454	74.98	-	-	13,916,676	25.02	55,632,130	100.0
c	Total 1 (a+b)	41,715,454	74.98	-	-	13,916,676	25.02	55,632,130	100.0
2	Acquirers								
a	<u>Acquirer</u>								
	Pegasus Holdings III, LLC	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
b	PAC								
	Pegasus Parent, L.P. (PAC 1)	-	-	-	-	-	-	-	-
	Federal-Mogul Holdings, Ltd (PAC 2)	3,34,08,581	60.05	-	-	13,916,676	25.02	47,325,257	85.07
	Tenneco Inc., (PAC 3)	-	-	-	-	-	-	-	-
	Total								
c	Total 2 (a+b) ⁽¹⁾	3,34,08,581	60.05	-	-	13,916,676	25.02	47,325,257	85.07
3	Parties to agreement other than 1(a) and 2	-	-	-	-	-	-	-	-
4	Public (other than parties to the agreement, Acquirers and PACs)								
a	FPI/ FIIs / MFs / FIs / Banks (specify names)	946,207	1.70	-	-	(13,916,676)	(25.02)	-	-
b	Others	12,970,469	23.32	-	-			-	-
	Total 4 (a+b)	13,916,676	25.02			(13,916,676)	(25.02)	-	-
	Grand Total (1+2+3+4)	55,632,130	100.0	-	-	-	-	55,632,130	100.0

Notes:

1. The Merger Agreement has been entered into amongst the Acquirer, Merger Sub and

PAC 3. PAC 2 will acquire the Equity Shares tendered in the Open Offer. The Acquirer has not and will not directly acquire any Equity Shares of the Target Company either through the Underlying Transaction or through the Open Offer. The Acquirer and PAC 1 indirectly hold Equity Shares of the Target Company on account of completion of the Underlying Transaction as detailed above.

2. The number of Shareholders of the Target Company in the “public category” as on September 30, 2022 were 28,201.
3. 41,715,454 Equity Shares referred under 1(b) includes 3,34,08,581 Equity Shares held by PAC 2 representing 60.05% and 83,06,873 Equity Shares held by Federal-Mogul Vermögensverwaltungs GmbH representing 14.93% which forms a part of promoter and promoter group of the Target Company
4. Grand Total under Column (A) is an aggregation of (Sr. 1+ Sr. 4) since shareholding covered under Sr. 2 is already accounted for in Sr.1.

4.14 The Acquirer and PAC 1 have not acquired any Equity Shares of the Target Company directly after the date of the PA till the date of this DLOF except to the extent of the Underlying Transaction. PAC 2 and PAC 3 have not acquired any Equity Shares after the date of the PA till the date of the DLOF.

5. OFFER PRICE

5.1 Justification of Offer Price

5.1.1 The Equity Shares of the Target Company are listed and traded on the Stock Exchanges.

5.1.2 The traded turnover in the Equity Shares of the Target Company on BSE and NSE during the period February 1, 2021 to January 31, 2022 (“**Twelve Month Period**”), viz. twelve calendar months preceding the calendar month in which the PA is made, is given below:

Stock Exchanges	Traded Turnover of Equity Shares of the Target Company during the Twelve-Month Period (A)	Total Number of Equity Shares of the Target Company during the Twelve-Month Period (B)	Percentage of Traded Volume (A/B)
NSE	34,025,508*	55,632,130	61.2%
BSE	4,288,389	55,632,130	7.7%

*Excludes 11,076,201 shares traded under Offer for sale (OFS) as executed on April 26, 2021, as per NSE

Source: CA Certificate from B.B. & Associates dated February 22, 2022.

5.1.3 Based on the above information, the Equity Shares of the Target Company are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

5.1.4 This is an indirect acquisition of Target Company in terms of Regulation 5(1) of the

SEBI (SAST) Regulations, and such indirect acquisition does not fall within the parameters prescribed under Regulation 5(2) of the SEBI (SAST) Regulations.

- 5.1.5 The Offer Price of INR 295.65 (*Indian Rupees Two Hundred and Ninety-Five and Sixty Five Paise only*) per Equity Share is justified in terms of Regulation 8(3) read with Regulation 8(5) and enhanced as per Regulation 8 (12) of the SEBI (SAST) Regulations, being the highest of the following parameters:

Sr. No.	Details	Price per share in INR
a.	Highest negotiated price per share of the Target Company under the agreement attracting the obligation to make a public announcement of the Open Offer	Not Applicable
b.	The volume weighted average market price per equity share of the Target Company (having a face value of INR 10 (<i>Indian Rupees Ten only</i>) each), paid or payable by the Acquirer or any person acting in concert with the Acquirer, during the 52 (fifty-two) weeks immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or decision to make the primary acquisition is announced in the public domain	Not Applicable
c.	Highest price paid or payable for any acquisition by the Acquirer or PACs, during the 26 (twenty-six) weeks immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or decision to make the primary acquisition is announced in the public domain	Not Applicable
d.	Highest price paid or payable for any acquisition by the Acquirer or PACs, between (a) the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, and (b) the date of the public announcement of the Open Offer	Not Applicable
e.	The volume weighted average market price per equity share of the Target Company (having a face value of INR 10 (<i>Indian Rupees Ten only</i>) each) for a period of sixty (60) trading days immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, (i.e., during the period November 30, 2021 to February 22, 2022), as traded on the NSE, being the stock exchange where the maximum volume of trading in the equity shares of the Target Company is recorded during such period provided the shares are frequently traded.	INR 236 (<i>Indian Rupees Two Hundred and Thirty-six only</i>)
f.	Price per equity share of the Target Company (having a face value of INR 10 (<i>Indian Rupees Ten only</i>) each) taken into account for the acquisition, as per the requirements of Regulation 8(5) of the SEBI (SAST) Regulations	INR 275 (<i>Indian Rupees Two Hundred and Seventy Five only</i>) ^{(1) (2)}

g.	Price at (f) above including interest in terms of Regulation 8(12) of the SEBI SAST Regulations	INR 295.65 (<i>Indian Rupees Two Hundred and Ninety Five and Sixty Five paise only</i>) ⁽³⁾
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Source: CA Certificates from B.B. & Associates, Chartered Accountants, dated February 22, 2022 and dated November 22, 2022

Notes:

- (1) *In terms of Regulation 8(5) of the SEBI SAST Regulations, an indirect acquisition where: (a) the proportionate net asset value of the target company, as a percentage of the consolidated net asset value of the entity or business being acquired; (b) the proportionate sales turnover of the target company, as a percentage of the consolidated sales turnover of the entity or business being acquired; or (c) the proportionate market capitalization of the target company, as a percentage of the enterprise value for the entity or business being acquired, is in excess of 15% (fifteen per cent), on the basis of the most recent audited annual financial statements, the acquirer is required to compute and disclose the per equity share value of the target company. As per certificate dated February 22, 2022, from B.B. & Associates, the proportionate net asset value (NAV) of the Target Company as a percentage of the consolidated net asset value of the entity or business being acquired i.e., PAC 3 (Tenneco Inc.) was in excess of 15% (fifteen per cent). Net Asset Value = total assets – total liabilities based on the recent audited annual financial statements available prior to the date of the Public Announcement, being as of March 31, 2021, for the Target Company and as of December 31, 2020 for PAC 3.*
- (2) *The Acquirer and PACs have taken into account a per share price of INR 275 (Indian Rupees Two Hundred and Seventy-Five only) for the acquisition of the Target Company for the Underlying Transaction. This per equity share value for the Target Company has been determined based on the 16.5% (sixteen point five percent) premium to Volume Weighted Average Price of equity shares of the Target Company on NSE for a period of 60 (sixty) trading days immediately preceding the date when Acquirer executed definitive documents for the Underlying Transaction (i.e. during the period November 30, 2021 to February 22, 2022). The Offer Price is at 2.7% (two point seven percent) premium to the 3 (three) month high of the traded price of the equity shares of the Target Company on NSE*
- (3) *In accordance with Regulation 8(12) of the SEBI SAST Regulations, the offer price is required to be enhanced by an amount determined at the rate of 10% (ten per cent) per annum for the period between, the earlier of the date on which the primary acquisition is contracted or the date on which the intention or the decision to make the primary acquisition is announced in the public domain (being February 22, 2022 and the date of the detailed public statement, provided such period is more than 5 (five) Working Days. Accordingly, the price per Equity Share ascribed under (g) above, has been enhanced by INR 20.65 (Indian Rupees Twenty and Sixty-Five Paise only) per Equity Share, at the rate of 10% (ten per cent) per annum for the period between the date on which the Acquirer executed the Merger Agreement (February 22, 2022) and the date of publication of the DPS (November 24, 2022).*

- 5.1.6 Since the date of the Public Announcement, there have been no corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights issue, split, consolidation, payment of dividend, demergers, reduction of capital, etc. where the record date for effecting such corporate actions falls within 3 (three) Working Days prior to the commencement of Tendering Period of the Offer.
- 5.1.7 As on the date of the DLOF, there is no revision in the Offer Price or size of the Open Offer. In case of any revision in the Offer Price, the Acquirer and the PACs shall comply with applicable provisions of Regulation 18 of the SEBI (SAST) Regulations and any other provisions of the SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price.
- 5.1.8 In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, the Acquirer is permitted to revise the Offer Price upwards at any time prior to commencement of the last 1(one) Working Day before the commencement of the tendering period. In the event of such revision, the Acquirer and the PACs shall (i) make corresponding increase to the escrow amount in the Escrow Account (ii) make public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously notify to NSE, BSE, SEBI and the Target Company at its registered office of such revision.
- 5.1.9 If the Acquirer or the PACs acquire Equity Shares of the Target Company during the period of 26 (twenty-six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer and the PACs shall pay the difference between the highest acquisition price and the Offer Price to each of the Public Shareholders whose Equity Shares have been accepted in the Offer, within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form. Further, the Acquirer and the PACs shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

6. FINANCIAL ARRANGEMENTS

- 6.1 The total funding requirement for this Offer is INR 411,44,65,259.40 (*Indian Rupees Four Hundred and Eleven Crores Forty Four Lakhs Sixty Five Thousand and Two Hundred and Fifty Nine and Forty Paise only*) assuming full acceptance of this Offer (“**Maximum Open Offer Consideration**”).
- 6.2 The Acquirer and PACs have confirmed that they collectively have adequate resources for fulfilling the payment obligations under this Open Offer in terms of Regulation 25(1) of the SEBI SAST Regulations and the Acquirer and PACs are able to implement this Open Offer. The source of funds is foreign funds.
- 6.3 In accordance with Regulation 17(4) of the SEBI SAST Regulations, the Acquirer, PAC 2, PAC 3, Manager to the Offer and ICICI Bank Limited (“**Escrow Bank**”) acting through its branch at Capital Market Division, 5th Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai 400 020 Maharashtra, India have entered into an Escrow Agreement dated November 17, 2022 (“**Escrow Agreement**”). Pursuant to the Escrow Agreement, PAC 2 has opened escrow accounts (i) under the name and title of “Federal-Mogul - Open Offer Escrow Account” bearing account number 000405137204 and (ii) under the name and title of “Federal-Mogul -

Open Offer Special Escrow Account” bearing account number 001105036567 (collectively “**Escrow Accounts**”) with the Escrow Bank.

- 6.4 PAC 3 has furnished bank guarantee dated November 18, 2022 from Axis Bank Limited (having its registered office at Trishul, 3rd Floor, Opposite Samartheswar Temple, Law Garden, Ellis Bridge, Ahmedabad - 380006, India and acting through its branch at CBB Bangalore Branch, Nitesh Timesquare, Level – 3, No. 8, M.G.Road, Bangalore, Karnataka – 560001) having bank guarantee number 1541FBG220286 of an amount of INR 411,54,27,988 (*Indian Rupees Four Hundred Eleven Crores Fifty Four Lakhs Twenty Seven Thousand Nine Hundred Eighty Eight only*), which is in compliance with the requirements specified under the second proviso to Regulation 17(1) of the SEBI (SAST) Regulations, in favor of the Manager to the Open Offer (“**Bank Guarantee**”). The Bank Guarantee is valid up to the earlier of: (a) May 16, 2023, or (b) 30 days after the completion of the payment of consideration to shareholders who have tendered their shares in acceptance of the Open Offer. The Manager to the Open Offer has been duly authorised to realise the value of the aforesaid Bank Guarantee in terms of the SEBI (SAST) Regulations. PAC 3 has undertaken to extend the validity of the Bank Guarantee or make other arrangements for such period as may be required, in accordance with the SEBI (SAST) Regulations, such that the Bank Guarantee shall be valid for at least 30 (thirty) days after completion of payment of consideration to shareholders who have tendered their shares in acceptance of the Open Offer. The bank issuing the Bank Guarantee is neither an associate company nor a group company of the Acquirer and PACs or the Target Company. Further, PAC 2 has also made a cash deposit of INR 4,11,54,280.40 (*Indian Rupees Four Crore Eleven Lakhs Fifty Four Thousand Two Hundred Eight and Forty Paise only*), being in excess of 1% (one percent) of the Maximum Open Offer Consideration in the Escrow Account in accordance with the Regulation 17(4) of the SEBI SAST Regulations. In terms of the Escrow Agreement, the Manager has been authorized to operate the Escrow Account in accordance with the SEBI (SAST) Regulations. The cash deposit has been confirmed by the Escrow Agent by way of a confirmation letter dated November 18, 2022.
- 6.5 The Manager to the Open Offer has been duly authorised by the Acquirer, PAC 2 and PAC 3 to operate and realise monies lying to the credit of the Escrow Account, in terms of the SEBI SAST Regulations.
- 6.6 B.B & Associates, Chartered Accountants with Firm Registration No. (“**FRN**”) 023670N having its office at B- 2557, First Floor, DSIIDC, Narela, New Delhi - 110040 by its certificate dated November 22, 2022 has certified the adequacy of financial resources with the Acquirer/PACs to fulfil their obligations under the Offer.
- 6.7 Based on the above, the Manager to the Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer along with PACs to implement the Offer in accordance with the SEBI SAST Regulations, and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Offer obligations.
- 6.8 In case of any upward revision in the Offer Price or the Offer Size, the cash in the Escrow Account, shall be increased by Acquirer and/or the PACs in terms of Regulation 17(2) of the SEBI SAST Regulations, prior to effecting such revision.

7. TERMS & CONDITIONS OF THE OFFER & ELIGIBILITY FOR ACCEPTING THE OFFER

- 7.1 This Offer is being made by the Acquirer and the PACs to: (i) all the Public Shareholders, whose names appear in the register of members of the Target Company as of the close of business on December 26, 2022 (i.e., the Identified Date), provided that such Shareholders hold any Equity Shares in the Company as of the date of closure of the Tendering Period; (ii) the beneficial owners of the Equity Shares, whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on December 26, 2022 (i.e., the Identified Date); and (iii) those persons who acquire the Equity Shares any time prior to the

date of the Closure of the Tendering Period for this Offer but who are not the registered Public Shareholders. The Offer is also open to persons who own Equity Shares but are not registered Public Shareholders as on the Identified Date. All Public Shareholders, registered or unregistered, who own Equity Shares whether in dematerialized form or physical form and are able to tender such Equity Shares in this Offer at any time before closure of the Tendering Period, are eligible to participate in this Offer.

- 7.2 The Acquirer and the PACs are making this Offer to all Public Shareholders to acquire up to 1,39,16,676 (one crore thirty-nine lakh sixteen thousand six hundred and seventy six) Equity Shares, constituting 25.02% (twenty five point zero two per cent) of the Voting Share Capital of the Target Company subject to the terms and conditions mentioned in the PA, DPS, DLOF, and the LOF. PAC 2 is not a person resident in India under applicable Indian foreign exchange control regulations. PAC 2 is disclosed as promoter of the Target Company. The Acquirer and PAC 2 are in control over the Target Company at the time of acquiring the Offer Shares. Hence, PAC 2 is permitted to acquire the Equity Shares of the Target Company on the floor of the recognized stock exchanges in India, as per applicable Indian foreign exchange control regulations. Therefore, the Open Offer will be implemented by PAC 2 through stock exchange mechanism made available by stock exchanges in the form of a separate window as provided under the DLOF.
- 7.3 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- 7.4 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected if directions/orders are passed regarding the free transferability of such Equity Shares tendered under the Offer prior to the date of closure of the Tendering Period.
- 7.5 The Acquirer will acquire the Equity Shares free from all liens, charges, equitable interests and encumbrances. The Acquirer shall acquire the Equity Shares of the Public 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.
- 7.6 The Target Company does not have any Equity Shares which are currently locked-in.
- 7.7 The acceptance of this Offer by Public Shareholders must be absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 7.8 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.
- 7.9 The Acquirer reserves the right to revise the Offer Price upwards prior to the commencement of the last 1(one) Working Day prior to the commencement of the Tendering Period in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price would be announced in the same newspapers where the Detailed Public Statement was published. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Detailed Public Statement and the LOF.
- 7.10 The acceptance of this Offer is entirely at the discretion of the Public Shareholders of the Target Company. By accepting this Offer, the Public Shareholder(s) confirm that they are not persons acting in concert with the Acquirer or the PACs for the purpose of this Offer.
- 7.11 The marketable lot for the Equity Shares of the Target Company for the purpose of this Offer

shall be 1 (one).

7.12 None of the Acquirer, the PACs, the Manager to the Offer or the Registrar to the Offer accepts any responsibility for any loss of documents during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.

7.13 The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.

7.14 Accidental omission to dispatch the LOF to any Public Shareholder to whom this Offer has been made or non- receipt or delayed receipt of the LOF by any such Public Shareholder shall not invalidate this Offer in any way.

7.15 For any assistance, please contact the Manager to the Offer or the Registrar to the Offer.

7.16 **Statutory and other approvals:**

7.16.1 To the best of the knowledge of the Acquirer and the PAC, no statutory approvals are required by the Acquirer and/ or the PACs to complete the Open Offer as on the date of the DLOF. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or other approval(s) being obtained.

7.16.2 The Competition Commission of India approved the Underlying Transaction and the Open Offer on June 30, 2022. The Acquirer has received anti-trust clearances (including expiry of waiting period) from various other jurisdictions, as applicable to the Underlying Transaction.

7.16.3 In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event any statutory approvals (in relation to the acquisition of Equity Shares constituting the Offer Shares) which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer and the PACs shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer and the PACs (through the Managers) shall, within 2 (two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

7.16.4 NRI and 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 but not limited to, the approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), if applicable, and submit such approvals along with the Form of Acceptance and other documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs) had required any approvals (including from the RBI or any other regulatory body) at the time of the original investment, in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered pursuant to this Offer. If the Equity Shares are held under the general permission of the RBI, the non-resident Shareholders should state that the Equity Shares are held under such general permission and whether such Equity Shares are held on a repatriable basis or a non-repatriable basis.

7.16.5 Subject to the receipt of the statutory and other approvals, if any, the Acquirer and the PACs shall complete all procedures relating to the Open Offer, including payment of consideration within 10 (ten) Working Days from the closure of the Tendering Period to

those Public Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirer and the PAC.

- 7.16.6 By agreeing to participate in this Open Offer (i) the holders of the Equity Shares who are persons resident in India and the (ii) the holders of the Equity Shares who are persons resident outside India (including NRIs, OCBs and FPIs) give the Acquirer the authority to make, sign, execute, deliver, acknowledge and perform all actions to file applications and regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Acquirer for such regulatory filings, if required by the Acquirer.
- 7.16.7 Where any statutory approval required for implementing the Offer extends to some but not all of the Public Shareholders, the Acquirer and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- 7.16.8 In case of delay/non-receipt of any approval which may be required by the Acquirer and/or the PAC at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non receipt of the requisite statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer or the PACs to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer and the PACs to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulation 18(11) of the SEBI (SAST) Regulations. In accordance with Regulation 18 (11A) of the SEBI (SAST) Regulations, if any waiver is not granted by SEBI, then the Acquirer shall pay interest to all such Shareholders whose Equity Shares have been accepted in the Open Offer, at the rate of 10% (ten percent) per annum, in the event the Acquirer is unable to make payment to the Shareholders who have accepted Equity Shares in the Open Offer within the statutory period as prescribed.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1 A tender of Equity Shares pursuant to any of the procedures described in the LOF will constitute a binding agreement between the Acquirer and the tendering holder, including the tendering holder's acceptance of the terms and conditions of the LOF. Given that the Acquirer and PACs have agreed to acquire all shares held by Public Shareholders of the Target Company, it is not contemplated that shares offered by Public Shareholders under the Offer will be more than shares agreed to be acquired by the Acquirer and PAC(s).
- 8.2 The Offer will be implemented by the Acquirer through the stock exchange mechanism made available by the NSE in the form of a separate window ("**Acquisition Window**") as provided under the SEBI (SAST) Regulations and the SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI read with the SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, as amended from time to time, and notices / guidelines issued by Stock Exchanges and the Clearing Corporation in relation to the mechanism / process for the acquisition of shares through the stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time ("**Acquisition Window Circulars**").
- 8.3 National Stock Exchange of India shall be the designated stock exchange ("**Designated Stock Exchange**") for the purpose of tendering Equity Shares in the Open Offer.
- 8.4 The LOF with the Form of Acceptance will be sent to the Public Shareholders whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective depositories, as

of the close of business on the Identified Date.

- 8.5 All Public Shareholders, registered or unregistered, holding the shares in dematerialized form or holding locked-in shares are eligible to participate in this Open Offer at any time during the Tendering Period for this Open Offer. For details in relation to tendering of Offer Shares held in physical form, please refer to section titled “Procedure for tendering Equity Shares held in Physical form” below of this part. It is the sole responsibility of the Public Shareholder tendering their Equity Shares, to ensure that the locked-in Equity Shares are entitled to be transferred to the Acquirer/PACs and the Public Shareholders shall complete all requisite formalities to ensure transfer of locked-in shares to the Acquirer/PACs.
- 8.6 The Public Announcement, the Detailed Public Statement, Draft Letter of Offer, the LOF and the Form of Acceptance, along with any corrigendum or advertisement issued thereunder will also be available on the website of SEBI at www.sebi.gov.in. The LOF along with any advertisements to be made in relation to the Offer will be available on the websites of the Target Company at <http://www.federalmogulgoetzeindia.net/web/index.html>, Registrar to the Offer at www.linkintime.co.in. Manager to the Offer at www.ml-india.com, NSE at <https://www.nseindia.com> and BSE at www.bseindia.com. In case of non-receipt of the LOF, all Public Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the LOF or the Form of Acceptance from SEBI’s website for applying in the Offer. Share Certificate(s), transfer deed(s), Form of Acceptance should not be sent to the Acquirer, the PACs, the Target Company or the Manager to the Offer.
- 8.7 All the Public Shareholders who desire to tender their Equity Shares under the Offer should consult with their depository participants and their respective stock brokers (“**Selling Broker**”) well in advance to understand the process and methodology in relation to tendering of the Equity Shares through NSE during the Tendering Period.
- 8.8 The Acquirer has appointed BofA Securities India Limited (“**Buying Broker**”) as their broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:
- Name: BofA Securities India Limited
Address: Ground Floor, “A” Wing
One BKC, “G” Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India
Contact Person: Navodita Gupta/Prasad Deshmukh
Tel: +91 (0)22 66328000
Fax: +91 (0)22 67762343
Email Address: dg.FMGI_offer@bofa.com
- 8.9 The Acquisition Window will be provided by NSE to facilitate placing of sell orders. The Selling Broker can enter orders for Equity Shares in dematerialized form or physical form.
- 8.10 Public Shareholders have to ensure that their Equity Shares are made available to their seller brokers in order to mark the lien, before the closure of the Tendering Period.
- 8.11 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Public Shareholders’ sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed. Unaccepted Equity Shares held in dematerialised form will be credited back to with the respective depository participant as per details received from their depository participant. It will be the responsibility of the Public Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective

depository participants when transferred by the Registrar to the Offer. Public Shareholders holding Equity Shares in dematerialised form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their DP account. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

- 8.12 Public Shareholders can tender their shares only through a broker with whom the Shareholder is registered as client (KYC Compliant). In the event Seller Broker(s) are not registered with NSE if the Shareholder does not have any stock broker then that Shareholder can approach any NSE registered stock broker and can make a bid by using quick unique client code (“UCC”) facility through that NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. The Shareholder approaching NSE registered stock broker (with whom he does not have an account) may have to submit following details:

8.12.1 **In case of Shareholder being an individual**

- (a) If Shareholder is registered with KYC Registration Agency (“KRA”): Forms required:
- i. Central Know Your Client (CKYC) form including Foreign Account Tax Compliance Act (FATCA) related forms, In Person Verification (IPV), Original Seen and Verified (OSV) if applicable
 - ii. Know Your Client (KYC) form Documents required (all documents self-attested): Bank details (cancelled cheque)
 - iii. Demat details (Demat Master /Latest Demat statement)
- (b) If Shareholder is not registered with KRA: Forms required:
- i. CKYC form including FATCA related forms, IPV, OSV if applicable
 - ii. KRA form
 - iii. KYC form Documents required (all documents self-attested): PAN card copy
Address proof
Bank details (cancelled cheque)
 - iv. Demat details (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

8.12.2 **In case of Shareholder is HUF:**

- (a) If Shareholder is registered with KRA: Forms required:
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
 - ii. KYC form documents required (all documents self-attested): Bank details (cancelled cheque)
 - iii. Demat details (Demat Master /Latest Demat statement)
- (b) If Shareholder is not registered with KRA: Forms required:
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
 - ii. KRA form
 - iii. Know Your Client (KYC) form Documents required (all documents self-attested): PAN card copy of HUF & KARTA
Address proof of HUF & KARTA HUF declaration
Bank details (cancelled cheque)
 - iv. Demat details (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in

person verification may be required.

8.12.3 **In case of Shareholder other than Individual and HUF:**

(a) If Shareholder is KRA registered: Form required

- i. Know Your Client (KYC) form Documents required (all documents certified true copy) Bank details (cancelled cheque)
- ii. Demat details (Demat master /Latest Demat statement)
- iii. FATCA, IPV, OSV if applicable
- iv. Latest list of directors/authorised signatories/partners/trustees
- v. Latest shareholding pattern
- vi. Board resolution
- vii. Details of ultimate beneficial owner along with PAN card and address proof
- viii. Last 2 years financial statements

(b) If Shareholder is not KRA registered: Forms required:

- i. KRA form
- ii. Know Your Client (KYC) form Documents required (all documents certified true copy): PAN card copy of company/ firm/trust
Address proof of company/ firm/trust Bank details (cancelled cheque)
- iii. Demat details (Demat Master /Latest Demat statement)
- iv. FATCA, IPV, OSV if applicable
- v. Latest list of directors/authorised signatories/partners/trustees
- vi. PAN card copies & address proof of directors/authorised signatories/partners/trustees
- vii. Latest shareholding pattern
- viii. Board resolution/partnership declaration
- ix. Details of ultimate beneficial owner along with PAN card and address proof
- x. Last 2 (two) years financial statements
- xi. MOA/Partnership deed /trust deed

It may be noted that, other than submission of above forms and documents, in person verification may be required.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

8.13 **Procedure For Tendering Shares Held In Dematerialized Form**

8.13.1 The Public Shareholders who are holding Equity Shares in electronic/ dematerialised form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders wishing to tender their Equity Shares must tender their Equity Shares before market hours close on the last day of the Tendering Period.

8.13.2 The Selling Broker will be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchange. Before placing the order/bid, the Public Shareholder wishing to tender will be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by the Stock Exchange or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.

8.13.3 The lien shall be marked by the Selling Broker in the demat account of the Public

Shareholder for the Equity Shares tendered in the Open Offer. Details of such Equity Shares marked as lien in the demat account of the Public Shareholder shall be provided by the depositories to the Clearing Corporation.

- 8.13.4 Upon placing the order, the Selling Broker shall provide Transaction Registration Slip (“TRS”) generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- 8.13.5 On receipt of TRS from the respective Seller Broker, the Public Shareholder has successfully placed the bid in the Offer.
- 8.13.6 Modification/cancellation of orders will not be allowed during the Tendering Period of the Offer.
- 8.13.7 Equity Shares should not be submitted/ tendered to the Manager to the Offer, the Acquirer or PACs or the Target Company.
- 8.13.8 For custodian participants, orders for Demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than 6:00 PM on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 8.13.9 The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by the Stock Exchange / Clearing Corporation, before the opening of the Offer.
- 8.13.10 The Public Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated Offer.
- 8.13.11 The Public Shareholders holding shares in Demat mode are not required to fill any Form of Acceptance, unless required by their respective Selling Broker.
- 8.14 Procedure for tendering shares held in Physical Form**
- 8.14.1 As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Public Shareholders holding shares in physical form are allowed to tender their shares in the Offer with effect from July 31, 2020. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, the procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below.
- 8.14.2 The Public Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Offer shall approach the relevant Selling Broker and submit the following set of documents for verification:
- (i) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
 - (ii) Original share certificate(s);
 - (iii) Valid share transfer deed(s) (Form SH-4) duly signed as transferor(s) by the sole/joint Shareholder(s) in the same order and as per specimen signatures

lodged with the Target Company and duly witnessed at the appropriate place;

- (iv) Self-attested PAN Card copy (in case of joint holders, PAN card copy of all transferors);
- (v) Any other relevant document such as (but not limited to) powers of attorney and/or corporate authorizations (including board resolution(s)/specimen signature(s)), Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased, etc.
- (vi) Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license.

8.14.3 The Selling Broker(s) should place bids on the exchange platform including the relevant details as specified on the physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the exchange bidding system. The TRS will contain the details of order submitted such as Folio No., Certificate No., Dist. Nos. and number of Equity Shares.

8.14.4 The Selling Broker(s)/Public Shareholder must deliver the share certificates relating to its Equity Shares and other documentation listed in Paragraph 8.14.2 above along with the TRS to the Registrar to the Offer (i.e., Link Intime India Private Limited) at the address mentioned on the cover page. The envelope should be superscribed "Federal-Mogul India Limited - Open Offer". Share certificates for physical shares must reach the Registrar to the Offer on or before the closure of the Tendering Period.

8.14.5 The Public Shareholders holding physical shares should note that their Equity Shares will not be accepted unless the complete set of documents specified in Paragraph 8.14.2 above are submitted. Acceptance of the physical shares in this Offer shall be subject to verification by the Registrar to the Offer. On receipt of the confirmation from the Registrar to the Offer, the bid will be accepted or rejected (as applicable) and accordingly depicted on the exchange platform.

8.14.6 Public Shareholders who have sent the Equity Shares held by them for dematerialization need to ensure that the process of dematerialization is completed in time for the credit in the Demat Account, to be received on or before the closure of the Tendering Period or else their application will be rejected.

8.15 **Acceptance of Shares**

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer and the PACs will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

Procedure for tendering Equity Shares in case of non-receipt of Letter of Offer

8.15.1 Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the LOF or owners of shares who have sent them for transfer, may also participate in this Offer. Accidental omission to send the LOF to any person to whom the Offer is made or the non-receipt or delayed receipt of the LOF by any such person will not invalidate the Offer in any way.

8.15.2 Public Shareholders may participate in the Offer by approaching their Selling Broker

and tender the Equity Shares in the Offer as per the procedure mentioned in the LOF or in the relevant Form of Acceptance.

- 8.15.3 The LOF along with a Form of Acceptance, will be dispatched to all the Public Shareholders of the Target Company (through electronic mode or physical mode), whose names appear on the register of members of the Target Company and to the beneficial owners of the Target Company in dematerialized form or physical form whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date.
- 8.15.4 In case of non-receipt of the LOF, such Public Shareholders of the Target Company may download the same from the website of SEBI at www.sebi.gov.in, the Target Company at <http://www.federalmogulgoetzeindia.net/web/index.html>, Registrar to the Offer at <https://web.linkintime.co.in/client-downloads.html>, Manager to the Offer at www.ml-india.com, NSE at <https://www.nseindia.com> and BSE at www.bseindia.com or obtain a physical copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
- 8.15.5 Alternatively, in case of non-receipt of the LOF, the Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all Shareholder(s), stating name, address, number of shares held, client identification number, depository participant name, depository participant identification number, number of shares tendered and other relevant documents as mentioned. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by the Stock Exchange before the closure of the Tendering Period. Physical share certificates and other relevant documents should not be sent to the Acquirer, PACs, Target Company or the Manager.
- 8.15.6 In case of delay in receipt of the required statutory approval, or any other statutory approval that may be required by the Acquirer for the Open Offer, SEBI may, if satisfied, grant extension of time to the Acquirer for making payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations. Where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer.

8.16 Settlement Process

- 8.16.1 On the closure of the Tendering Period, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer, and the final list of accepted Equity Shares shall be provided to the Stock Exchange to facilitate settlement on the basis of the Equity Shares transferred to the Clearing Corporation.
- 8.16.2 The settlement of trades shall be carried out in the manner similar to settlement of trades in the Acquisition Window Circulars.
- 8.16.3 For Equity Shares accepted under the Offer, the Clearing Corporation will make a direct funds payout to each respective eligible Public Shareholder to the bank account linked to its Demat account. If a Public Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- 8.16.4 In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to

settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards.

- 8.16.5 The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the shares under the Offer.
- 8.16.6 Excess Demat Equity Shares or unaccepted Demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
- 8.16.7 The direct credit of Equity Shares accepted in the Offer shall be given to the Demat account of the Acquirer as indicated by the Buying Broker.
- 8.16.8 Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the Demat account of the Acquirer.
- 8.16.9 In case of partial or non-acceptance of orders the balance Demat Equity Shares shall be returned directly to the Demat accounts of the Public Shareholders; the lien marked against unaccepted shares shall be released. However, in the event of any rejection of transfer to the Demat account of the Public Shareholder for any reason, the Demat Equity Shares shall be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- 8.16.10 Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Shareholders'/ unregistered owners' sole risk to the sole/ first Shareholder/ unregistered owner. The Target Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in an event the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Open Offer by the Public Shareholders holding Equity Shares in the physical form.
- 8.16.11 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.
- 8.16.12 If Public Shareholders bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Equity Shareholder.
- 8.16.13 Public Shareholders who intend to participate in the Open Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Public Shareholders for tendering Equity Shares in the Open Offer (secondary market transaction). The Open Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, may be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirer and/or PACs accept no responsibility to bear or pay such additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- 8.16.14 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirer and/or PACs for payment of consideration to the

Shareholders of the Target Company who have accepted the Open Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations.

8.17 **NOTE ON INDIAN TAXATION / COMPLIANCE WITH INDIAN TAX REQUIREMENTS**

THE SUMMARY OF THE TAX CONSIDERATIONS CONTAINED HEREIN IS BASED ON THE CURRENT PROVISIONS OF THE INCOME TAX ACT, 1961, AS AMENDED UP TO THE FINANCE ACT, 2022 (THE “INCOME TAX ACT”) AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS DESCRIBED BELOW AND COULD AFFECT THE CONTINUING VALIDITY OF THIS SUMMARY. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW SUMMARY.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INDIAN INCOME-TAX IMPLICATIONS AND COULD AFFECT THE CONTINUING VALIDITY OF THIS SUMMARY. THIS NOTE ON INDIAN TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR DESCRIPTION OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES PURSUANT TO THE OPEN OFFER.

THE TAX CONSIDERATIONS DESCRIBED IN THIS NOTE ARE ALSO DEPENDENT ON WHETHER THE PUBLIC SHAREHOLDERS PARTICIPATING IN THE OPEN OFFER FULFILL THE REQUISITE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT INDIAN TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INDIAN INCOME-TAX CONSEQUENCES, PUBLIC SHAREHOLDERS ARE URGED TO CONSULT THEIR TAX ADVISORS FOR THE TAX PROVISIONS AND TAX CONSEQUENCES APPLICABLE TO THEM, INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THE INDIAN INCOME-TAX AUTHORITIES IN THEIR PARTICULAR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE WITH RESPECT THERETO.

PUBLIC SHAREHOLDERS ARE URGED TO CONSULT WITH THEIR TAX ADVISORS AS TO THE SPECIFIC TAX CONSEQUENCES OF PARTICIPATION IN THE OPEN OFFER TO THEM IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES, INCLUDING THE APPLICABILITY AND EFFECT OF ANY INDIAN OR NON-INDIAN TAX LAWS.

THE SUMMARY OF INDIAN TAX CONSIDERATIONS HEREIN IS LIMITED TO OPEN OFFERS COMPLETED THROUGH THE STOCK EXCHANGE SETTLEMENT MECHANISM MADE AVAILABLE BY STOCK EXCHANGES, AS PROVIDED UNDER THE SEBI (SAST) REGULATIONS AND SEBI CIRCULARS CIR/CFD/POLICYCELL/1/2015 DATED 13 APRIL 2015 AND CFD/DCR2/CIR/P/2016/131 DATED 9 DECEMBER 2016.

THE ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR COMPLETENESS OF THIS NOTE ON INDIAN TAXATION. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THE SUMMARY OF INDIAN INCOME-TAX IMPLICATIONS RELATING TO THE TREATMENT OF INDIAN INCOME-TAX IN THE

CASE OF TENDERING OF LISTED EQUITY SHARES IN THE OPEN OFFER AS SET OUT BELOW, AND SUCH SUMMARY SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

8.17.1 **General:**

- a) This Open Offer will be executed on market and Securities Transaction Tax (“**STT**”) will be payable by the Acquirer and/or the PACs and by the Public Shareholders participating in the Open Offer through the stock exchange on Equity Shares accepted/tendered under this Open Offer.
- b) The basis of charge of Indian income-tax depends upon the residential status of the individual taxpayer during a tax year. The Indian tax year runs from April 1 until March 31.
 - (i) A Resident Shareholder (*as defined below*) is liable to Indian income-tax on his, her or its worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act.
 - (ii) A Non-Resident Shareholder (*as defined below*) is generally subject to tax in India only on (1) such Shareholder’s India-sourced income (i.e., income which accrues or arises or deemed to accrue or arise in India) and (2) income received, or deemed to be received, by such Shareholder in India. In the case of equity shares of a company, the source of income will depend on the “situs” of such equity shares. As per judicial precedents, the “situs” of the shares is generally where a company is “incorporated” and where its shares can be transferred. Accordingly, since the Target Company is incorporated in India, the Target Company’s Equity Shares should be deemed to be “situated” in India and any gains arising to a Non-Resident Shareholder on transfer of such Equity Shares should be taxable in India under the Income Tax Act.
 - (iii) If applicable, a Non-Resident Shareholder may avail itself of the benefits of the Double Taxation Avoidance Agreement (“**DTAA**”), if any, between India and the respective country of which such Non-Resident Shareholder is a tax resident subject to such Non-Resident Shareholder’s satisfaction of all relevant conditions including, but not limited to, the conditions set out in limitation of benefits provisions present in the applicable DTAA (if any), the non-applicability of the General Anti-Avoidance Rule (“**GAAR**”), the conditions under Multilateral Instruments (“**MLI**”) (if any) as ratified by India with the respective country of which such Non-Resident Shareholder is a tax resident and the provision and maintenance of necessary information and documents as prescribed under the Income Tax Act.
 - (iv) The Income Tax Act also provides for different Indian income-tax regimes and rates applicable to the gains arising from the tendering of Equity Shares under the Open Offer, based on the period of holding, residential status, classification of the Shareholder and nature of the income earned.
- c) As per the provisions of the Income Tax Act, Public Shareholders having taxable income in India, subject to certain relaxations, may be required to file an annual income-tax return, as may be applicable to different category of

persons, with the Indian income-tax authorities, reporting their income for the relevant year.

- d) In addition to income-tax, since the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to STT and therefore STT will be payable. STT is payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian stock exchange. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% (zero point one per cent) of the value of security transacted.
- e) A summary of income-tax implications on tendering of listed Equity Shares on recognised stock exchanges in India is described below. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

8.17.2 **Classification of Shareholders:** Public Shareholders can be classified under the following categories:

- a) **“Resident Shareholders”** being:
 - i. Individuals who are residents of India or who are deemed to be residents of India, Hindu Undivided Family (“**HUF**”), Association of Persons (“**AOP**”) and Body of Individuals (“**BOI**”)
 - ii. Other residents of India or others deemed to be residents of India (company, firms etc.).
- b) **“Non-Resident Shareholders”** being:
 - i. Non-resident Indians (“**NRIs**”). As per the Income Tax Act, an NRI has been defined to mean an individual, being a citizen of India or a person of Indian origin who is not a “resident”. Please note that a person shall be deemed to be of Indian origin if he or she, or either of his or her parents or any of his or her grand-parents, was born in undivided India.
 - ii. Foreign Institutional Investors (“**FIIs**”) / Foreign Portfolio Investors (“**FPIs**”)
 - iii. Other non-residents of India:
 - Individuals who are not residents or who are not deemed to be residents of India
 - Company
 - Other than company such as partnerships, firms, trusts, etc.

8.17.3 **Classification of Income:**

Equity Shares held by Public Shareholders can be classified under the following two categories:

- (a) Shares held as investment (Income from transfer taxable under the head “Capital Gains”), also referred to as “capital assets”; or
- (b) Shares held as stock-in-trade (Income from transfer taxable under the head “Profits and Gains from Business or Profession”), also referred to as “trading assets”.

Gains arising from the transfer of Equity Shares may be treated either as “capital gains”

or as “business income” for income-tax purposes depending upon whether such Equity Shares were held as capital assets (i.e., for investment) or as trading assets (i.e., stock-in-trade). Shareholders should also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (“**CBDT**”) for further detail.

Shares Held as Investment

8.17.4 **Shares held as investment:** As per the provisions of the Income Tax Act, where the Equity Shares are held as investment (i.e., capital assets) by any of the Public Shareholders of the Target Company, income and gains arising from the transfer of such Equity Shares is taxable under the head “Capital Gains”. Capital Gains in the hands of Public Shareholders will be computed as per provisions of Section 48 of the Income Tax Act.

8.17.5 **Period of holding for Equity Shares held as investment:** Depending on the holding period of the Equity Shares held as investment, Capital Gains will be taxable as “short-term capital gain” or “long-term capital gain”:

- a) In respect of Equity Shares held for a period less than or equal to 12 (twelve) months prior to the date of transfer, each such Equity Share should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “short term capital gains” (“**STCG**”).
- b) Similarly, where Equity Shares are held for a period more than 12 months prior to the date of transfer, each such Equity Share should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “long-term capital gains” (“**LTCG**”).

8.17.6 **Tendering of Equity Shares held as investment in the Open Offer through a Recognized Stock Exchange in India:** Where a transaction for the transfer of equity shares (i.e., acceptance under an open offer) is transacted through recognized stock exchanges and is chargeable to STT, as expected for the transfer of Equity Shares by Public Shareholders pursuant to the Open Offer, then for all categories of Public Shareholders, the taxability will be as follows

- a) Under Section 112A of the Income Tax Act, LTCG will be subject to tax at a rate of 10% (ten per cent) if STT has been paid on both the purchase and the sale of shares (except in certain cases specified by CBDT in Notification No. 60/2018 dated October 1, 2018 (the “**Notification**”)) and if the Public Shareholder’s aggregate LTCG during the financial year exceeds INR 1,00,000 (*Indian Rupees One Lakh*). The applicable tax rate will be increased by applicable surcharge and cess (please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below). Further, no deduction under Chapter VI-A is allowed in computing LTCG subject to tax under Section 112A of the Income Tax Act.
- b) Under Section 48 and Section 112A of the Income Tax Act, LTCG will be computed without considering the benefit of indexation and foreign exchange fluctuation as provided in the proviso to Section 48 of the Income Tax Act. The cost of acquisition by a Public Shareholder of Equity Shares held as investment will be computed in accordance with the provisions of Section 55 and Section 112A of the Income Tax Act, such that if the Equity Shares held as investment on which STT is paid were acquired prior to January 31, 2018, the cost of acquisition of such Equity Shares should be the higher of (a) the actual cost of

the acquisition of such Equity Shares and (b) the lower of (i) the fair market value of such Equity Shares on January 31, 2018 (either the highest quoted price on January 31, 2018 or the highest quoted price of the immediately prior trading day if such Equity Shares were not traded on January 31, 2018) and (ii) the actual sale consideration for such Equity Shares.

- c) However, the provisions of Section 112A of the Income Tax Act shall not apply if the Equity Shares held as investment were acquired on or after October 1, 2004 and STT was not paid at the time of the acquisition of the Equity Shares being tendered pursuant to the Open Offer and they do not fall within the exceptions identified under the Notification.
- d) Where provisions of Section 112A are not applicable, LTCG will be chargeable to tax at 20% (twenty per cent). However, for a Resident Shareholder, an option is available to pay tax on such LTCG under Section 112 at either 20% (twenty per cent) with indexation or 10% (ten per cent) without indexation. Different rates apply in the case of specialized taxpayers (please refer to Paragraph 8.17.7 under the heading “Additional Considerations for FIIs/FPIs, NRIs, Mutual Funds and Investment Funds” below). The tax rates will be increased by the applicable surcharge and cess in accordance with the provisions of Section 115AD of the Income Tax Act (please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below).
- e) STCG arising from the tendering of Equity Shares held as investment pursuant to the Open Offer will be subject to tax at 15% (fifteen per cent) under Section 111A of the Income Tax Act, provided STT is paid on the transaction. Where provisions of Section 111A are not applicable, STCG will be subject to tax at the applicable rates under the Income Tax Act (please refer to Paragraph 8.17.9 under the heading “Applicable Tax Rates” below). The tax rates will be increased by the applicable surcharge and cess per the provisions of the Income Tax Act (please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below). Further, no deduction under Chapter VI-A is allowed in computing STCG subject to tax under Section 111A of the Income Tax Act .
- f) In the case of a Resident Shareholder that is an individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such LTCG or STCG taxable under Sections 112, 112A or 111A of the Income Tax Act. In addition to the above LTCG or STCG tax, applicable surcharge and cess are leviable (please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below).
- g) Under the seventh proviso to Section 48 of the Income Tax Act, no deduction of any amount paid on account of STT is allowed in computing the income chargeable to tax as Capital Gains.
- h) Public Shareholders must also consider the provisions of the minimum alternate tax on book profits as contained in Section 115JB of the Income Tax Act or alternate minimum tax as contained in Section 115JC of the Income Tax Act , as the case may be. The provisions of Section 115JB of the Income Tax Act do not apply to a foreign company if it is a resident of a country with which India has entered into a DTAA under Section 90 or 90A of the Income Tax Act and the foreign company does not have a permanent establishment in India or such foreign company is a resident of a country with which India does not have a DTAA and the foreign company is not required to seek registration under any

law for the time being in force, relating to companies.

- i) Capital Losses.
 - i. Under Section 70 of the Income Tax Act, Short Term Capital Loss computed for the given year is allowed to be set off against STCG and LTCG computed for the given year. Pursuant to Section 74 of the Income Tax Act, any excess loss is allowed to be carried forward for the subsequent eight assessment years and may be set off against subsequent years' STCG and LTCG.
 - ii. Under Section 70 of the Income Tax Act, Long Term Capital Loss computed for a given year is allowed to be set off only against LTCG computed for the given year. Pursuant to Section 74 of the Income Tax Act, any excess loss is allowed to be carried forward for the subsequent eight assessment years and may be set off against subsequent years' STCG and LTCG.

8.17.7 Additional Considerations for FIIs/FPIs, NRIs, Mutual Funds and Investment Funds

- a) Additional considerations in the case of FIIs/ FPIs:
 - i. Under Section 115AD(1)(ii) of the Income Tax Act, STCG arising to a FII/ FPI on transfer of shares (if STT is paid) will be chargeable at the rate of 15% (fifteen per cent).
 - ii. Under Section 115AD(1)(iii) of the Income Tax Act, income by way of LTCG arising from transfer of Equity Shares pursuant to this Offer will be chargeable to tax at the rate of 10% (ten per cent). In the case of income arising from the transfer of a long-term capital asset referred to in Section 112A, income-tax at the rate of 10% (ten per cent) will be calculated on such income exceeding INR 1,00,000 (*Indian Rupees One Lakh only*). Such capital gains would be computed without giving effect to the first and second proviso to Section 48. In other words, any adjustment in respect of foreign exchange fluctuation and benefit of indexation is not allowed while computing Capital Gains. Further, no deduction under Chapter VI-A would be allowed in computing STCG and LTCG.
 - iii. The rates described above will be increased by applicable surcharge and cess (please refer to Paragraph 8.17.11 under the heading "Rate of Surcharge and Cess" below).
 - iv. The CBDT has provided Notification No. 9/2014 dated January 22, 2014, which notified FPIs registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 that FPIs will be treated as FIIs for the purpose of Section 115AD of the Income Tax Act.
- b) Additional considerations in the case of NRIs:

Where the Equity Shares of the Target Company were acquired or purchased in a convertible foreign exchange, if applicable, NRIs (as defined in Paragraph 8.17.2(b)), have the option of being governed by the provisions of Chapter XII-A of the Income

Tax Act, which, inter-alia, entitles them to the following benefits:

- i. Under Section 115E of the Income Tax Act, LTCG arising to an NRI will be taxable at the rate of 10 % (ten per cent) (plus applicable surcharge and cess, please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below). While computing LTCG, the benefit of indexation is not available.
- ii. Under Section 115F of the Income Tax Act, LTCG arising to an NRI from the transfer of the shares acquired or purchased in convertible foreign exchange shall be exempt from income-tax, if the net consideration is reinvested in specified assets, within six months of the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition.
- iii. Under Section 115G of the Income Tax Act, it is not necessary for an NRI to furnish his return of income under Section 139(1) of the Income Tax Act if the income chargeable under the Income Tax Act consists of only investment income or LTCG or both, arises out of assets acquired, purchased or subscribed to in convertible foreign exchange and any tax that is deductible at source has been deducted therefrom pursuant to the provisions of Chapter XVII-B of the Income Tax Act. Further, no deduction under Chapter VI-A is allowed in computing LTCG.
- iv. As per provisions of Section 115-I of the Income Tax Act, an NRI may elect not to be governed by provisions of Chapter XII-A and compute his total income as per other provisions of the Income Tax Act.

Section 90(2) of the Income Tax Act provides relief to Non-Resident Shareholders, who may avail themselves of beneficial provisions of an applicable DTAA, if any, between India and the respective country of which such Non-Resident Shareholder is a tax resident, subject to such Non-Resident Shareholder’s satisfaction of all relevant conditions, including, but not limited to, the conditions set out in limitation of benefits provisions present in the applicable DTAA (if any), the non-applicability of GAAR, the conditions under MLI as ratified by India with the respective country of which the said Shareholder is a tax resident and the provision and maintenance of necessary information and documents as prescribed under the Income Tax Act.

- c) Additional considerations in the case of investment funds: Under Section 10(23FBA) of the Income Tax Act, any income of an investment fund, other than the income chargeable under the head “Profits and gains of business or profession” would be exempt from income-tax. For this purpose, an “investment fund” means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.
- d) Additional considerations in the case of mutual funds: Under Section 10(23D) of the Income Tax Act, any income of mutual funds is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf. For this purpose, a “mutual fund” means a mutual fund registered under SEBI or Regulations made thereunder, a mutual

fund set up by public sector banks or public financial institutions or a mutual fund authorised by the RBI and subject to the conditions specified therein.

Shares Held as Stock-in-Trade

8.17.8 **Shares held as stock-in-trade:** As per the provisions of the Income Tax Act, where the Equity Shares are held as stock-in-trade (i.e., trading assets) by any of the Public Shareholders of the Target Company, then the gains will be characterized as business income and taxable under the head “Profits and Gains from Business or Profession”.

- a) Where gains realized from the tendering of listed Equity Shares held as stock-in-trade are taxable as business income, they will be taxable at applicable tax rates to such Public Shareholders. Losses, if any, can be carried forward in accordance with the provisions of the Income Tax Act.
- b) Under Section 36(1)(xv) of the Income Tax Act, STT paid by a Public Shareholder in respect of a taxable securities transactions entered into in the course of business should be eligible for deduction from the amount of income chargeable under the head “Profit and Gains from Business or Profession”, if the income arising from such taxable securities transaction is included in such income.
- c) Section 90(2) of the Income Tax Act provides relief to a Non-Resident Shareholder, where there is a DTAA between India and the country of residence of the Non-Resident Shareholder and the provisions of the DTAA are more favorable to the Non-Resident Shareholder. The DTAA benefits are subject to such Non-Resident Shareholder’s satisfaction of all relevant conditions including, but not limited to, the conditions set out in limitation of benefits provisions present in the applicable DTAA (if any), the non-applicability of the GAAR, the conditions under MLI (if any) as ratified by India with the respective country of which such Non-Resident Shareholder is a tax resident and the provision and maintenance of necessary information and documents as prescribed under the Income Tax Act.

8.17.9 **Applicable Tax Rates**

a) **Resident Shareholders**

Profits of:

- (A) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- (B) Domestic companies will be generally taxed at the tax rates applicable for such company in accordance with the provisions of the Income Tax Act, including, but not necessarily limited to, the following cases:
 - Domestic companies having total turnover or gross receipts during the previous financial year 2018- 19 not exceeding Rs. 400 crores will be taxable at the rate of 25% (twenty-five per cent) for annual year 2021-22.
 - Domestic companies liable to pay tax under Section 115BAA of the Income Tax Act will be taxable at the rate of 22% (twenty-two per cent) for annual year 2021-22.

- Domestic companies liable to pay tax under Section 115BAB of the Income Tax Act will be taxable at the rate of 15% (fifteen per cent) for annual year 2021-22.
- Domestic companies having a turnover exceeding Rs. 400 crores will be taxable at the rate of 30% (thirty per cent) for annual year 2021-22 unless such companies choose to be covered under Section 115BAA.

Surcharge and cess are applicable in addition to the taxes described above. Please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below.

- (C) For Resident Shareholders other than those stated in (A) and (B) above, profits will be taxable at the rate of 30% (thirty per cent), plus applicable surcharge and cess. Please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below. No benefit of indexation by virtue of period of holding will be available in any case.

b) Non-Resident Shareholders

- (A) If applicable, Non-Resident Shareholders may avail themselves of beneficial provisions of an applicable DTAA, if any, between India and the respective country of which such Non-Resident Shareholder is a tax resident, subject to such Non-Resident Shareholder’s satisfaction of all relevant conditions, including, but not limited to, the conditions set out in limitation of benefits provisions present in the applicable DTAA (if any), the non-applicability of GAAR, the conditions under MLI as ratified by India with the respective country of which the said Shareholder is a tax resident and the provision and maintenance of necessary information and documents as prescribed under the Income Tax Act.

- (B) Where DTAA provisions are not applicable:

- For non-resident individuals, HUF, AOP and BOI, profits will be taxable at slab rates plus applicable surcharge and cess. Please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below.
- For foreign companies, profits will be taxed in India at rate of 40% (forty per cent) plus applicable surcharge and cess. Please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below.
- For other non-resident Shareholders, such as foreign firms, profits will be taxed in India at rate of 30% (thirty per cent) plus applicable surcharge and cess. Please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below.

- c) In addition to the above, applicable surcharge and cess are leviable for Resident and Non Resident Shareholders. Please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” below.

8.17.10 Tax Deduction at Source

- (a) *In the case of Resident Shareholders holding Equity Shares of the Target Company:*

With effect from July 1, 2021, a buyer of goods is under an obligation to withhold tax under Section 194Q at the rate of 0.1% (zero point one per cent) when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds INR 50,00,000 (*Indian Rupees Fifty Lakh only*) and the buyer had a business turnover of more than INR 10,00,00,000 (*Indian Rupees Ten Crore only*) in the immediately preceding financial year. As per Circular No 13 of 2021 dated June 30, 2021 issued by the CBDT (the “**Circular**”), the provisions of Section 194Q are not applicable, inter-alia, for a transaction in securities and commodities that are traded through recognized stock exchange. The Open Offer should qualify as a transaction in securities that are traded through a recognized stock exchange within the meaning of the Circular. Therefore, the Acquirer is not required to withhold tax under Section 194Q on consideration payable to Resident Shareholders.

It is important for the Resident Shareholders to compute their income arising pursuant to their participation in the Open Offer and immediately pay taxes in India, if applicable, in consultation with their custodians/authorized dealers/tax advisors. The Resident Shareholders must file their tax return in India, inter-alia, considering gains arising pursuant to this Open Offer in consultation with their tax advisors.

By participating in the Open Offer, the Resident Shareholders undertake to indemnify, defend and hold harmless the Acquirer and the PACs from and against any tax, interest, penalties and expenses relating to any income or gains arising to or consideration payable to the Resident Shareholders pursuant to this Open Offer. The Resident Shareholders also undertake to provide the Acquirer and/or the PACs, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Open Offer, including, but not limited to, a copy of the relevant tax return filed in India by the Resident Shareholder and evidence of the tax paid.

- (b) *In the case of Non-Resident Shareholders:*

- (i) Each non-resident shareholder will confirm its status by selecting the appropriate box in the Form of Acceptance.
- (ii) In the case of FIIs / FPIs holding Equity Shares of the Target Company: Section 196D of the Income Tax Act provides for a specific exemption from withholding tax in case of Capital Gains arising in hands of FIIs and FPIs. Thus, no withholding of tax is required in case of consideration payable to FIIs and FPIs, subject to the FIIs and FPIs providing the required documentation and information.

It is important for the FII/FPIs to compute income arising pursuant to their participation in the Open Offer and immediately pay taxes in India, if applicable, in consultation with their custodians/authorized dealers/tax advisors. FIIs and FPIs must file their tax returns in India, inter alia, considering gains arising pursuant to this Open Offer in consultation with their tax advisors.

By participating in the Open Offer, FIIs/FPIs undertake to indemnify,

defend and hold harmless the Acquirer and the PACs from and against any tax, interest, penalties and expenses relating to any income or gains arising to or consideration payable to the FIIs/FPIs pursuant to this Open Offer. The FIIs/FPIs also undertake to provide the Acquirer and/or the PACs, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Open Offer, including, but not limited to, a copy of the relevant tax return filed in India by the FII/FPI and evidence of the tax paid.

- (iii) In case of other Non-Resident Shareholders (other than FIIs / FPIs) holding Equity Shares of the Target Company: Section 195(1) of the Income Tax Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). The consideration received by the non-resident Shareholders for the Equity Shares accepted in this Offer may be chargeable to tax in India as capital gains under Section 45 of the Income Tax Act or as business profits, depending on the facts and circumstances of the case. The Acquirer is required to deduct tax at source (including surcharge and cess as applicable) at the applicable rate as per the Income Tax Act on the consideration unless exempted under the provisions of the Income Tax Act or if any benefit under a DTAA is availed.

However, since the Open Offer is conducted through the stock exchange, the responsibility of discharging the tax due on the gains (if any) rests primarily with the Non-Resident Shareholder. The Non-Resident Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The Non-Resident Shareholders must file their tax return in India inter-alia considering gains arising pursuant to this Open Offer in consultation with their tax advisors.

By participating in the Open Offer, the Non-Resident Shareholders undertake to indemnify, defend and hold harmless the Acquirer and the PACs from and against any tax, interest, penalties and expenses relating to any income or gains arising to or consideration payable to the Non-Resident Shareholders pursuant to this Open Offer. The Non-Resident Shareholders also undertake to provide the Acquirer and/or the PACs, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds pursuant to this Open Offer, including, but not limited to, a copy of the relevant tax return filed in India by the Non-Resident Shareholder and evidence of the tax paid.

- (c) *In the case of interest income, if any*

As per Regulations 18(11) and 18(11A) of the SEBI (SAST) Regulations, in the case of interest, if any, paid by the Acquirer and/or the PACs to Public Shareholders, the final decision whether to deduct tax or the quantum of such withheld taxes rests solely with the Acquirer and/or the PACs depending on the settlement mechanism for such interest payments, the documents submitted by the Public Shareholders with the Form of Acceptance or such additional documents as may be requested by the Acquirer and/or the PACs and the applicable provisions of the Income Tax Act. In the event the Acquirer and/or the PACs decide to withhold tax, the Acquirer and the PACs may rely upon

the documents submitted by the Public Shareholders with the Form of Acceptance or such additional documents as may be requested by the Acquirer and/or the PAC(s). It is recommended that the Public Shareholders consult their appropriate custodians, authorized dealers and tax advisors with respect to the taxability of any interest amount (including on the categorisation of any such interest income).

In the case of ambiguity, incomplete or conflicting information provided by a Public Shareholder, or if a Public Shareholder does not provide the requested information to the Acquirer and the PACs, the Acquirer and/or the PACs may arrange to deduct tax at the maximum marginal rate, as may be applicable to the relevant category to which the shareholder belongs under the Income Tax Act (i.e., 40% (forty per cent) in the case of a foreign company, 30% (thirty per cent) in case of all other category of persons, plus applicable surcharge and cess) on the interest payable to such Public Shareholder.

By participating in the Open Offer, the Public Shareholders undertake to indemnify, defend and hold harmless the Acquirer and the PACs from and against any tax, interest, penalties and expenses relating to any income or gains (including, for the avoidance of doubt, any interest income) arising to or consideration payable to the Public Shareholders pursuant to this Open Offer. The Public Shareholders must file their tax return in India, inter-alia, considering the interest income, if any, in addition to any income or gains on the sale of the Equity Shares, arising pursuant to this Open Offer. The Public Shareholders also undertake to provide the Acquirer and/or the PACs, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, including, but not limited to, a copy of tax return filed in India and evidence of the tax paid.

8.17.11 Rate of Surcharge and Cess

In addition to the basic tax rate, applicable Surcharge, Health and Education Cess are currently leviable as under:

(a) *Surcharge*

- (i) In the case of domestic companies liable to pay tax under Section 115BAA or Section 115BAB of the Income Tax Act: Surcharge at 10% (ten per cent) is leviable.
- (ii) In the case of domestic companies (other than mentioned above): Surcharge at 12% (twelve per cent) is leviable where the total income exceeds Rs. 10 crore and at 7% (seven per cent) where the total income exceeds Rs. 1 crore but does not exceed Rs. 10 crore.
- (iii) In the case of foreign companies: Surcharge at 5% (five per cent) is leviable where the total income exceeds Rs. 10 crore and at 2% (two per cent) where the total income exceeds Rs.1 crore but does not exceed Rs. 10 crore.
- (iv) In the case of individuals, HUF, AOP, BOI:
 - Surcharge at 10% (ten per cent) is leviable where total income exceeds Rs. 50 lacs but does not exceed Rs. 1 crore,
 - Surcharge at 15% (fifteen per cent) where total income exceeds Rs.1 crore but does not exceed Rs. 2 crore,

- Surcharge at 25% (twenty five per cent) where total income exceeds Rs. 2 crore but does not exceed Rs. 5 crore and
- Surcharge at 37% (thirty seven per cent) where total income exceeds Rs. 5 crore.

However, for the purpose of income chargeable under Sections 111A, 112A and 115AD (for income chargeable to tax under the head “Capital Gains”), the surcharge rate shall not exceed 15% (fifteen per cent).

- (v) In case of Firm and Local Authority: Surcharge at 12% (twelve per cent) is leviable where total income exceeds Rs. 1 crore.

(b) *Cess*

Health and Education Cess at 4% (four per cent) is currently leviable in all cases.

8.17.12 General Provisions relating to Tax Deducted at Source

- a) Taxes once withheld will not be refunded by the Acquirer and/or the PACs under any circumstances.
- b) The Acquirer shall deduct tax (plus applicable surcharge and cess, please refer to Paragraph 8.17.11 under the heading “Rate of Surcharge and Cess” above) (if required) based on the information provided and the representations made by the Public Shareholders, subject to compliance with prevailing tax laws. In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Public Shareholders, such Public Shareholders will be responsible to pay such income-tax demand (including interest, penalty, etc.) and provide the Acquirer with all information / documents that may be necessary and co-operate in any proceedings before any income-tax or appellate authority, at the cost of such Shareholder.
- c) The tax deducted by the Acquirer while making the payment to a Public Shareholder under this Open Offer may not be the final liability of the Public Shareholders and shall in no way discharge the obligation of Public Shareholders to appropriately disclose the amount received pursuant to this Open Offer to the Indian income-tax authorities.
- (d) The rate at which tax is required to be deducted is based on the tax laws prevailing as on the date of this DLOF. If there is any change in the tax laws with regards to withholding tax rates as on the date of deduction of tax, the tax will be deducted at the rates applicable at the time of deduction of tax.
- (e) All Public Shareholders are advised to consult their tax advisors for the treatment that may be given by the Indian tax authorities in their particular case, and the appropriate course of action that they should take with respect thereto. The Acquirer, the PACs and the Manager to the Open Offer do not accept any responsibility for the accuracy or completeness of this Note on Indian Taxation.

- (f) The aforesaid treatment of tax deduction at source may not necessarily be the treatment for filing the return of income.

THE ABOVE NOTE ON TAXATION SETS OUT THE INDIAN TAX CONSIDERATIONS IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR DESCRIPTION OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES BY PUBLIC SHAREHOLDERS PURSUANT TO THE OPEN OFFER. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT REGULATORS WILL NOT TAKE A CONTRARY POSITION. HENCE, PUBLIC SHAREHOLDERS ARE URGED TO CONSULT WITH THEIR TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEM AND THE SPECIFIC TAX CONSEQUENCES OF PARTICIPATING IN THE OPEN OFFER IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER AND THE PACS DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER BY REASON OF THIS OFFER.

APPLICABILITY OF OTHER RELEVANT LAWS IN INDIA (SUCH AS STAMP DUTY) SHALL DEPEND ON FACTS OF EACH CASE AND PUBLIC SHAREHOLDERS SHOULD CONSULT WITH THEIR TAX ADVISORS FOR THE APPLICABILITY AND EFFECT OF SUCH LAWS.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection by Public Shareholders at the office of the Manager to the Offer at BofA Securities India Limited, Ground Floor, A wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra India, between 10.30 a.m. and 5.00 p.m. on any Working Day (except Saturdays, Sundays and public holidays) during the Tendering Period.

The Public Shareholders interested to inspect any of the following documents can send an email from their registered email addresses (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line “Documents for Inspection – Federal-Mogul India Limited Open Offer”, to the Manager of the Offer at dg.FMGI_offer@bofa.com and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

- 9.1 Copies of certificates of incorporation and constitutional documents of the Acquirer and each of the PACs, as applicable;
- 9.2 Certificate dated February 22, 2022 from B.B & Associates, Chartered Accountants with Firm Registration No. 023670N having its office at B- 2557, First Floor, DSIIDC, Narela, New Delhi – 110040, certifying (i) thresholds specified under Regulation 8 (5) of SEBI (SAST) Regulations; (ii) computation of frequently traded shares of the Target Company and Offer Price;
- 9.3 Certificate dated November 22, 2022 from B.B. & Associates, Chartered Accountants certifying that the Acquirer has adequate financial resources to fulfill their obligations under this Offer and Offer Price computation with interest;
- 9.4 Copies of audited annual reports of the Target Company for the financial years ending March 31, 2022, March 31, 2021 and March 31, 2020 and limited reviewed financial results for the three month period from April 1, 2022 until June 30, 2022 by erstwhile Statutory Auditor of the Target Company, Walker Chandiook & Co LLP;

- 9.5 Copies of the audited standalone financial statements as of and for the years ending December 31, 2021, 2020 and 2019, audited by PAC 2's auditor Grant Thornton;
- 9.6 Copy of the unaudited financial statements, which have been subjected to limited review by Grant Thornton, as at and for the interim period from January 1, 2022 until June 30, 2022;
- 9.7 Copies of the audited consolidated financial statements as of and for the years ending December 31, 2021, 2020 and 2019 audited by PAC 3's auditor PricewaterhouseCoopers LLP;
- 9.8 Copy of the interim unaudited condensed consolidated financial statements as at and for the interim period from January 1, 2022 until June 30, 2022 as filed in PAC 3's quarterly report on Form 10Q with the Securities Exchange Commission;
- 9.9 Copy of the Escrow Agreement dated November 17, 2022 entered into by and among the Acquirer, PAC 2 and PAC 3, Escrow Agent and Manager to the Offer;
- 9.10 Copy of Registrar Agreement dated November 23, 2022 between Link Intime India Private Limited and Federal-Mogul Holdings, Ltd.;
- 9.11 Copy of the Merger Agreement dated February 22, 2022 entered into between Acquirer, PAC 3 and Pegasus Merger Co.
- 9.12 A letter dated November 18, 2022 from ICICI Bank Limited confirming the amount kept in the Escrow Account;
- 9.13 Copy of the DPS dated November 23, 2022 published by the Manager to the Offer on behalf of the Acquirer and the PACs on November 24, 2022;
- 9.14 Copy of the Corrigendum dated November 29, 2022 published by the Manager to the Offer on behalf of the Acquirer and the PACs on November 30, 2022;
- 9.15 Copy of PA dated February 23, 2022, dispatch advertisement and issue opening public announcement to be made;
- 9.16 A copy of the recommendation made by the Target Company's committee of independent directors constituted by the Board of Directors published in the newspapers; and
- 9.17 A copy of the observation letter no. [●] from SEBI dated [●], containing its observations on the DLOF.

10. DECLARATION BY THE ACQUIRER AND PACS

- 10.1 For the purpose of disclosures in the Draft Letter of Offer relating to the Target Company, the Acquirer and the PACs have relied on the information provided by the Target Company or as available in the public domain and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirer, PACs and their respective directors (*as applicable*), severally and jointly accept full responsibility for the information contained in this Draft Letter of Offer that relates to such party and the Offer (other than such information as has been obtained from public sources or provided or confirmed by the Target Company).
- 10.2 The Acquirer and the PACs will be severally and jointly responsible ensuring compliance as laid down in the SEBI (SAST) Regulations.
- 10.3 The persons signing the Draft Letter of Offer have been duly and legally authorized by the Acquirer or the PAC, as applicable, to sign the Draft Letter of Offer.

For and on behalf of Acquirer and PACs

Pegasus Holdings III, LLC (Acquirer)

Pegasus Parent, L.P. (PAC 1)

Federal-Mogul Holdings, Ltd. (PAC 2)

Tenneco Inc. (PAC 3)

Place: Mumbai

Date: December 1, 2022