

Dated: October 2nd, 2018

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

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

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

Dear Sir/Ma'am,

This is in continuation of the earlier disclosure by the Company dated April 11, 2018, in terms of Regulation 30 and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that the acquisition of Federal-Mogul LLC, the ultimate global holding company of Federal-Mogul Goetze (India) Limited, by Tenneco Inc. (Acquirer), headquartered in Lake Forest, Illinois, United States of America has been completed on October 1, 2018. Such acquisition shall be considered as the indirect acquisition of the Company in India by the Acquirer.

The Acquirer expects to separate its businesses to form two new, independent companies, an Aftermarket and Ride Performance company as well as a new Powertrain Technology company, in late 2019.

Tenneco Inc. is one of the world's leading designers, manufacturers and marketers of Ride Performance and Clean Air products and technology solutions for diversified markets, including light vehicle, commercial truck, off highway equipment and the aftermarket, with 2017 revenues of \$9.3 billion and approximately 32,000 employees worldwide

The disclosures given is pursuant to the press release issued by the Tenneco Inc. and the confirmation of the acquisition by the Federal-Mogul LLC.



Federal-Mogul Goetze (India) Limited • Corporate Identity Number: L74899DL1954PLC002452

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The press release issued by the Acquirer for acquisition of the Federal-Mogul group is enclosed as **Appendix 1**.

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

Regards,

Yours truly,

For Federal-Mogul Goetze (India) Limited



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

Encl. a/a

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2. Central Depository Services [India] Limited
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Appendix 1- Press Release issued by Tenneco Inc.



Tenneco Announces Close of Federal-Mogul Acquisition

October 01, 2018

LAKE FOREST, Ill.--(BUSINESS WIRE)-- Tenneco Inc. (NYSE: TEN), one of the world's leading designers, manufacturers and marketers of Ride Performance and Clean Air products and technology solutions for automotive and commercial vehicle original equipment markets and the aftermarket, announced today that it has completed its acquisition of Federal-Mogul LLC, a leading global supplier to original equipment manufacturers and the aftermarket.

"Today marks an important step for Tenneco as we progress toward the transformation of our company into two strong, leading global businesses with the scale and financial flexibility to drive long-term value creation," said Brian Kessler, co-CEO, Tenneco.

The transformational acquisition, which was first announced in the second quarter of 2018, accelerates long-term value creation by creating two product-focused, purpose-built industry leaders in their respective markets with greater scale, and strategic and financial flexibility. Today's closing precedes the planned separation of the combined businesses into two independent, publicly traded companies through a tax-free spin-off to shareholders that will establish an Aftermarket and Ride Performance company and a Powertrain Technology company. The spin-off is expected to be complete in late 2019.

"This transaction makes possible the ability to create two new product-focused companies with even stronger portfolios positioned to capture unique opportunities in their respective markets," said Roger Wood, co-CEO, Tenneco. "Now that we have completed the acquisition, we look forward to accelerating the successful realignment of the businesses and creation of the new companies."

Cash consideration of \$800 million was financed through a new senior credit facility that will replace Tenneco's existing senior credit facilities and certain senior facilities of Federal-Mogul LLC. The new senior credit facility consists of a \$1.7 billion term loan A, a \$1.7 billion term loan B and a \$1.5 billion revolving credit facility.

The company also announced the expansion of its board of directors from 10 to 11 members and the election to the board of directors of Mr. Keith Cozza, President and CEO, Icahn Enterprises L.P., effective today, in accordance with the terms of the Federal-Mogul purchase agreement.

About Tenneco

Headquartered in Lake Forest, Illinois, Tenneco is one of the world's leading designers, manufacturers and marketers of Ride Performance and Clean Air products and technology solutions for diversified markets, including light vehicle, commercial truck, off-highway equipment and the aftermarket, with 2017 revenues of \$9.3 billion and approximately 32,000 employees worldwide.

On October 1, 2018, Tenneco completed the acquisition of Federal-Mogul, a leading global supplier to original equipment manufacturers and the aftermarket with nearly 55,000 employees globally and 2017 revenues of \$7.8 billion. Additionally, the company expects to separate its businesses to form two new, independent companies, an Aftermarket and Ride Performance company as well as a new Powertrain Technology company, in late 2019.

About the Future Aftermarket and Ride Performance Company

Following the separation, the aftermarket and ride performance company will be one of the largest global multi-line, multi-brand aftermarket companies, and one of the largest global OE ride performance and braking companies. The aftermarket and ride performance company's principal product brands will feature Monroe®, Walker®, Clevite®Elastomers, MOOG®, Fel-Pro®, Wagner®, Champion® and others. The Aftermarket and Ride Performance company would have 2017 pro-forma revenues of \$6.4 billion, with 57% of those revenues from aftermarket and 43% from original equipment customers.

About the Future Powertrain Technology Company

Following the separation, the powertrain technology company will be one of the world's largest pure-play powertrain companies serving OE markets worldwide with engineered solutions addressing fuel economy, power output, and criteria pollution requirements for gasoline, diesel and electrified powertrains. The powertrain technology company would have 2017 pro-forma revenues of \$10.7 billion, serving light vehicle, commercial truck, off-highway and industrial markets.

Safe Harbor

This release contains forward-looking statements. These forward-looking statements include, but are not limited to, (i) all statements, other than statements of historical fact, included in this communication that address activities, events or developments that we expect or anticipate will or may occur in the future or that depend on future events and (ii) statements about our future



business plans and strategy and other statements that describe Tenneco's outlook, objectives, plans, intentions or goals, and any discussion of future operating or financial performance. These forward-looking statements are included in various sections of this communication and the words "may," "will," "believe," "should," "could," "plan," "expect," "anticipate," "estimate," and similar expressions (and variations thereof) are intended to identify forward-looking statements. Forward-looking statements included in this release concern, among other things, the benefits of the Federal-Mogul acquisition; the combined company's plans, objectives and expectations; future financial and operating results; and other statements that are not historical facts. Forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to materially differ from those described in the forward-looking statements, including the outcome of any legal proceeding that may be instituted against Tenneco and others following the announcement of the transaction; the possibility that the combined company may not complete the spin-off of the Aftermarket & Ride Performance business from the Powertrain Technology business (or achieve some or all of the anticipated benefits of such a spin-off); the possibility that the transaction may have an adverse impact on existing arrangements with Tenneco, including those related to transition, manufacturing and supply services and tax matters; the ability to retain and hire key personnel and maintain relationships with customers, suppliers or other business partners; the risk that the benefits of the transaction, including synergies, may not be fully realized or may take longer to realize than expected; the risk that the transaction may not advance the combined company's business strategy; the risk that the combined company may experience difficulty integrating all employees or operations; the potential diversion of Tenneco management's attention resulting from the transaction; as well as the risk factors and cautionary statements included in Tenneco's periodic and current reports (Forms 10-K, 10-Q and 8-K) filed from time to time with the SEC. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Unless otherwise indicated, the forward-looking statements in this release are made as of the date of this communication, and, except as required by law, Tenneco does not undertake any obligation, and disclaims any obligation, to publicly disclose revisions or updates to any forward-looking statements.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20181001005970/en/>

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Source: Tenneco Inc.

