

Pegasus Holdings III, LLC

Dated: November 18, 2022

BSE Limited

Corporate Relationship
Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

**National Stock Exchange of
India Limited**

Exchange Plaza, 5th Floor,
Plot No. 6/1 G Block,
Bandra Kurla Complex, Bandra
(East),
Mumbai – 400 051

The Board of Directors,

Federal-Mogul Goetze (India)
Limited,
DLF Prime Towers, 10 Ground
Floor, F-79 & 80, Okhla Phase 1,
New Delhi, South Delhi - 110020

***Sub: Disclosure required under Regulation 29(1) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011***

Dear Sir / Madam,

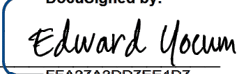
Please find enclosed the disclosure required under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, with respect to the indirect acquisition by Pegasus Holdings III, LLC of 74.98% of the total issued and paid-up equity share capital of Federal-Mogul Goetze (India) Limited.

We request you to take this on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

Pegasus Holdings III, LLC

DocuSigned by:

Authorized Signatory
FFA2ZA2DD7EE4D7...

Name: Edward Yocum

Designation: Executive Vice President, General Counsel

Encl: a/a

Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”)

Part A – Details of the Acquisition

Name of the Target Company (TC)	Federal-Mogul Goetze (India) Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Pegasus Holdings III, LLC (“Acquirer”) PACs with Acquirer: Please refer to Note 1 below ¹		
Whether the acquirer belongs to Promoter/Promoter group	The Acquirer does not belong to the promoter group of the TC. However, Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GMBH are promoters of the TC. Tenneco Inc., indirectly through a chain of subsidiaries, holds 100% of the paid-up equity share capital of Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GMBH. Refer to Notes below.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	4,17,15,454 ²	74.98%	74.98%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0	0
c) Voting rights (VR) otherwise than by equity shares	0	0	0
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	0	0	0
e) Total (a+b+c+d)	4,17,15,454	74.98%	74.98%

¹ **Note 1:** As per the provisions of SEBI SAST Regulations, Federal-Mogul Vermögensverwaltungs GMBH, Federal-Mogul Holdings Limited and Tenneco Inc. would be deemed to be ‘persons-acting-in concert’ with the Acquirer by virtue of being companies under same control including holding -subsidiary relationship pursuant to completion of the Underlying Transaction referred below.

² **Note 2:** Federal-Mogul Holdings Limited, who is a promoter of the TC directly holds 3,34,08,581 equity shares of the TC and Federal-Mogul Vermögensverwaltungs GMBH who is also a promoter of the TC directly holds 83,06,873 equity shares of the TC. The aforesaid entities became “persons acting in concert” with the Acquirer only pursuant to the completion of the Underlying Transaction referred below.

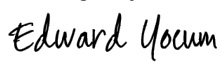
Details of acquisition			
a) Shares carrying voting rights acquired	4,17,15,454 #	74.98%#	74.98%#
b) VRs acquired /sold otherwise than by equity shares	0	0	0
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	0	0	0
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0	0
e) Total (a+b+c+/-d)	4,17,15,454	74.98%	74.98%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	4,17,15,454 #	74.98%#	74.98%#
b) VRs otherwise than by equity shares	0	0	0
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	0	0	0
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	0	0	0
e) Total (a+b+c+d)	4,17,15,454	74.98%	74.98%
Mode of acquisition (e.g., open market / public issue / rights issue / preferential allotment/ inter-se transfer / encumbrance etc.).	Indirect acquisition of equity shares, voting rights and control of the TC pursuant to the completion of the Underlying Transaction (<i>as defined below</i>)		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	The equity shares of the TC which have been indirectly acquired are <i>pari passu</i> with the existing equity shares of the TC.		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC	The date of the Underlying Transaction, and consequently the date of indirect acquisition of 74.98% of the total voting equity share capital of the TC is November 17, 2022.		
Equity share capital / total voting capital of the TC before the said acquisition	5,56,32,130 fully paid-up equity shares having face value of INR 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition	5,56,32,130 fully paid-up equity shares having face value of INR 10 each		
Total diluted share/voting capital of the TC after the said sale	5,56,32,130 fully paid-up equity shares having face value of INR 10 each		

Pegasus Holdings III, LLC (“**Acquirer**”) had entered into an Agreement and Plan of Merger with Tenneco Inc., 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 Tenneco Inc. (“**Merger**”), with Tenneco Inc. continuing as the surviving corporation, and direct wholly owned subsidiary of the Acquirer. Pursuant to the completion of the Merger Agreement, Pegasus Holdings III, LLC acquired 100% of the common stock of Tenneco Inc (the aforesaid to be referred as the “**Underlying Transaction**”).

Federal-Mogul Holdings Limited (Mauritius) holds 60.05% (sixty point zero five percent) and Federal-Mogul Vermögensverwaltungs GMBH (Germany) holds 14.93% (fourteen point nine three per cent) of the Voting Share Capital³ of the TC and both are also the existing promoters of the TC. Tenneco Inc., indirectly through a chain of subsidiaries, holds 100% (hundred per cent) of the paid-up equity share capital of Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GMBH. Accordingly, upon the completion of the Underlying Transaction, the Acquirer has become entitled to, through Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GMBH: (a) indirectly exercise 74.98% (*seventy-four point nine eight per cent*) of the Voting Share Capital; and (b) indirectly exercise control over the TC.

Signature of the Acquirer/ PACs / Authorised Signatory

Pegasus Holdings III, LLC

DocuSigned by:


FFA27A2DD7EE4D7...
Authorised Signatory

Name: Edward Yocum

Designation: Executive Vice President, General Counsel

Place: Delaware

Date: November 18, 2022

³ Defined as the total voting equity share capital of the TC on a fully diluted basis as of the 10th (tenth) working day from the closure of the tendering period of the open offer based on publicly available data