



CKP FINANCIAL SERVICES PRIVATE LIMITED

(Formerly known as CKP Holdings Private Limited)

Date: June 29, 2019

To
BSE Limited
P. J. Tower, Dalal Street
Mumbai 400 001

Dear Sir/Madam,

Sub: Open offer for the acquisition of up to 1,39,16,676 fully paid-up equity shares of Federal-Mogul Goetze (India) Limited (the "Target Company"), each equity share having a face value of INR 10/- (Indian Rupees Ten) (the "Equity Shares"), representing 25.02% of the fully diluted voting equity share capital of the Target Company, ("Open Offer"), from the public shareholders of the Target Company by Tenneco Inc. (the "Acquirer"), in accordance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations")

With reference to the captioned subject and communication from SEBI in relation to inclusion of Persons Acting in Concert ("PAC", i.e. Icahn Enterprises L.P., American Entertainment Properties Corp. and IEH FMGI Holdings LLC), as Manager to the Offer we have issued a corrigendum announcement ("Corrigendum") to the detailed public statement published dated October 9, 2018 ("DPS") for and on behalf of the Acquirer and PAC.

Enclosed with this letter are the following:



Printed copy of e-papers with publication of the Corrigendum to DPS in the following newspapers:

1. Business Standard (English National Daily)
2. Business Standard (Hindi National Daily)
3. Jansatta (Regional Language Daily- Hindi)

We request you to kindly take the same on record and disseminate the information to the public.

The Scrip ID of the Target Company is FMGOETZE, the Scrip Code is 505744 and ISIN is INE529A01010.

Yours truly,
For CKP Financial Services Private Limited

Authorised Signatory

Registered Office: Delsol Building, 1st Floor, CTS No. C/597 & C/598, D'Monte Park Road, Near Bandra Gymkhana, Bandra West, Mumbai- 400050

Phone: +91 93229 97964 | **Email:** info@ckpfinancialservices.com | **Website:** www.ckpfinancialservices.com

CIN No.: U74120MH2015PTC270984

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

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

The Open Offer is being made under Regulation 3, Regulation 4 read with Regulation 5(1) of the SEBI (SAST) Regulations, 2011, in lieu of the indirect acquisition of voting rights in and control by the Acquirer (a New York Stock Exchange listed entity) over the Target Company in terms of the definitive agreement dated April 10, 2018 between the Acquirer, Icahn Enterprises LP ("IEP") American Entertainment Properties Corp. ("AEP") and Federal-Mogul LLC ("Federal-Mogul") to acquire the ownership of Federal-Mogul.

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

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

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

2. Point I A sub-point A of Point I of the Detailed Public Statement should be read as follows:

I. THE ACQUIRER, PACs (individually known as "PAC 1", "PAC 2" and "PAC 3"), TARGET COMPANY AND THE OFFER

1. Information about the Acquirer and PACs

3. Before sub-point B and after sub-point A1 of the Detailed Public Statement, the following paragraphs shall be added:

A2. Icahn Enterprises LP ("IEP" or "PAC 1")

PAC 1 is a publicly traded master limited partnership in the United States, formed on February 17, 1987 the name of American Real Estate Partners LP having its Registered Office at 100 South Bedford Road, Mt. Kisco, NY 10549. On September 17, 2007, it changed its name to Icahn Enterprises LP. Currently, its Registered Office is located at 767 5th Avenue, New York, NY 10153, United States of America. Its telephone number is 212-702-4300 and fax number is 646-367-4550. PAC 1 can also be contacted by Email at IR@IELP.com.

PAC 1 is a diversified holding company currently engaged in the following businesses: Investment, Energy, Automotive, Food Packaging, Metals, Real Estate, Home Fashion and Mining.

Based on information contained in filings made with the United States Securities and Exchange Commission on May 1, 2019, regarding the ownership of PAC 1's common stock, as of March 31, 2019, PAC 1 is majority owned by Carl Icahn and his affiliates, owning approximately 91.7% of the shares as of May 1, 2019 and does not belong to any group. Icahn Enterprises LP owns 5,651,177 Class A shares and 23,793,669 Class B shares of the Acquirer as of May 1, 2019.

PAC 1 has not directly held any shares in the Target Company and has not acquired any Equity Shares of the Target Company directly. Accordingly, the Acquirer has not been required to make disclosures related to acquisition under the provisions of Chapter II of the Takeover Regulations 1997 and Chapter V of the SEBI (SAST) Regulations.

Based on the information contained in Icahn Enterprises LP's Quarterly Report on Form 10-Q for the March 31, 2019, filed with the United States Securities and Exchange Commission on May 1, 2019, the equity for limited partners is US\$ 6,643 mn and the depository units outstanding as of March 31, 2019 are 191,376,753. The Market Capitalization of Icahn Enterprises LP was US\$14.8 Billion as May 1, 2019 based up a share price of \$75.64 on May 1, 2019.

PAC 1 is a public company whose shares are traded on the NASDAQ. As such, shareholding of PAC 1 changes frequently. The top five shareholders forming part of the shareholding pattern of the PAC 1 as on March 31, 2019, based on the information contained in the filings made with the United States Securities and Exchange Commission as of May 1, 2019, regarding the ownership of the PAC 1's common stock, is given below:

Sl. No.	Shareholder	Number of shares held			Percentage
		2016	2017	2018	
1.	Carl Icahn and his Affiliates	175,441,588			91.7%
2.	Citygroup Inc	6,073,153			3.2%
3.	Horton Kinetics LLC	2,907,358			1.6%
4.	Morgan Stanley	290,923			0.2%
5.	UBS AG	149,163			0.1%

PAC 1 has not entered into any related party transactions in the course of its business, with the Target Company, according to the Annual Report of the Target Company for the year ended March 31, 2018.

As on the date of this submission, none of the directors of PAC 1 are directors on the Board of Directors of the Target Company.

As on date of this Corrigendum, the Directors and key managerial personnel of PAC 1 do not hold any interest/relationship/ownership shares in the Target Company.

As on the date of this submission, PAC 1 does not directly own any Equity Shares of the Target Company. Icahn Enterprises LP owns 5,651,177 Class A shares and 23,793,669 Class B shares of the Acquirer as of May 1, 2019, and pursuant to the closing of the Primary Transaction, the Target Company has become an indirect subsidiary of the Acquirer.

The PAC 1 has not been prohibited by the Securities and Exchange Board of India ("SEBI") from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any of the regulations made under the SEBI Act.

The key financial information of Icahn Enterprises LP, as derived from its audited consolidated financial statements for the 12-months period ended 31 December 2016, 31 December 2017 and 31 December 2018 is as follows. The said financials have been prepared in accordance with US Generally Accepted Accounting Principles.

Particulars	For the 12-month period ending December 31					
	2016		2017		2018	
	US\$ mn	INR mn	US\$ mn	INR mn	US\$ mn	INR mn
Total Revenue	7,379	5,10,786	12,618	8,73,507	11,777	8,15,223
Net Income (Loss) Attrib. to IEP	(1,128)	(78,082)	2,430	1,68,208	1,507	1,04,317
Basic Earnings Per Share (EPS)	(8.07)	(559)	14.80	1,024	11.46	793
Net Worth Shareholder Fund (Excluding Minority Interest)	2,154	1,49,103	5,106	3,53,445	6,529	4,51,940

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

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

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

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

i. Total Revenue includes net sales, operating revenues and other income

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

iii. Net worth includes common stock and accumulated other comprehensive loss, retained earnings (accumulated deficit).

13. There is no contingent liability provided for in the latest available audited consolidated financial statements of PAC 1 for the financial year ended December 31, 2018.

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

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

PAC 2 is a diversified holding company currently engaged in the following businesses: Investment, Energy, Automotive, Metals, Real Estate and Home Fashion.

PAC 2 is a wholly owned subsidiary of Icahn Enterprises LP (PAC 1) through various other entities which include Icahn Enterprises Holdings LP and Icahn Building LLC.

The total equity of PAC 2 as per the draft unaudited consolidated financials as at and for the year ended December 31, 2018 is US\$ 11,227 mn and as per the audited consolidated financials as at and for the year ended December 31, 2017 is US\$ 9,646.

PAC 2 owns 3,075,669 Class B shares of the Acquirer as of May 1, 2019.

PAC 2 has not directly held any shares in the Target Company and has not acquired any Equity Shares of the Target Company directly. Accordingly, PAC 2 has not been required to make disclosures related to acquisition under the provisions of Chapter II of the Takeover Regulations 1997 and Chapter V of the SEBI (SAST) Regulations.

PAC 2 has not entered into any related party transactions in the course of its business, with the Target Company, according to the Annual Report of the Target Company for the year ended March 31, 2018.

As on the date of this submission, none of the directors of PAC 2 are directors on the Board of Directors of the Target Company.

As on date of this Corrigendum, the Directors and key managerial personnel of PAC 2 do not hold any interest/relationship/ownership shares in the Target Company.

As on the date of this submission, PAC 2 does not directly own any Equity Shares of the Target Company. PAC 2 owns 3,075,669 Class B shares of the Acquirer as of May 1, 2019 and pursuant to the closing of the Primary Transaction, the Target Company has become an indirect subsidiary of the Acquirer.

The PAC 2 has not been prohibited by the Securities and Exchange Board of India ("SEBI") from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any of the regulations made under the SEBI Act.

The key financial information of American Entertainment Properties Corp., as derived from its audited consolidated financial statements for the 12-months period ended 31 December 2016, 31 December 2017 and draft unaudited financial statements for the 12-months period ended 31 December 2018 is as follows. The said financials have been prepared in accordance with US Generally Accepted Accounting Principles.

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

Notes:

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

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

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

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

i. Total Revenue includes net sales, operating revenues and other income

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

iii. Net worth includes common stock and accumulated other comprehensive loss, retained earnings (accumulated deficit).

13. There is no contingent liability provided for in the latest available draft/unaudited consolidated financial statements for the financial year ended December 31, 2018 as well as the audited consolidated financial statements of PAC 2 for the financial year ended December 31, 2017.

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

PAC 3 is a limited liability company, as a Delaware Corporation in the United States, formed on May 14, 2019. Its Registered Office is located at 767 5th Avenue, New York, NY 10153. Its telephone number is 212-702-4300 fax number is 646-367-4550 and Email is IR@IELP.com.

PAC 3 has been incorporated as an investment vehicle to specifically acquire 10% shares of the Target Company under this Offer and fulfil all the Offer related obligations.

PAC 3 is a wholly owned subsidiary of American Entertainment Properties Corp. ("AEP").

PAC 3 has not directly held any shares in the Target Company and has not acquired any Equity Shares of the Target Company directly. Accordingly, the Acquirer has not been required to make disclosures related to acquisition under the provisions of Chapter II of the Takeover Regulations 1997 and Chapter V of the SEBI (SAST) Regulations.

The membership interest in PAC 3 is 100% beneficially owned by AEP.

As on the date of this submission, none of the directors of PAC 3 are directors on the Board of Directors of the Target Company.

As on date of this Corrigendum, the Directors and key managerial personnel of PAC 3 do not hold any interest/relationship/ownership shares in the Target Company.

Being a newly incorporated entity, IEH FMGI Holdings LLC has not prepared any financials for a recent financial year.

The PAC 3 has not been prohibited by the Securities and Exchange Board of India ("SEBI") from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any of the regulations made under the SEBI Act.

In the DPS, wherever "Acquirer" or "Tencoco Inc." is specified will be read as "Acquirer along with PACs".

Except in the following which shall be subsequently updated and disclosed:

Point I sub-point D Point III - Shareholding and Acquisition Details, Point IV - Offer Price and Point V - Financial Arrangements and Point VII - Tentative Schedule of Activity.

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

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

This Corrigendum to the DPS is being issued on behalf of the Acquirer and PACs, by the Manager to the Offer i.e. CKP Financial Services Private Limited.

If the Public Shareholders have any queries, they should consult the Manager to the Offer (details appearing below).

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

MANAGER TO THE OFFER



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