

**Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**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	1) IEH FMGI Holdings LLC (“IEH/Acquirer”) 2) Icahn Enterprises LP (“IEP/PAC 1”) 3) American Entertainment Properties Corp. (“AEP/PAC 2”) 4) Tenneco Inc. (“Tenneco/PAC 3”)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Ltd. and BSE 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 (**)
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b> <sup>(1)</sup> a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by equity shares 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) e) Total (a+b+c+d)	Nil	Nil	Nil
<b>Details of acquisition</b> a) Shares carrying voting rights acquired b) VRs acquired otherwise than by equity shares 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 d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others) e) Total (a+b+c+/-d)	a) 1,21,45,391 b) Nil c) Nil d) Nil e) 1,21,45,391	a) 21.83% b) Nil c) Nil d) Nil e) 21.83%	a) 21.83% b) Nil c) Nil d) Nil e) 21.83%
<b>After the acquisition, holding of acquirer along with PACs of:</b> <sup>(1)</sup> a) Shares carrying voting rights b) VRs otherwise than by equity shares c) Warrants/convertible securities/any other instrument d) that entitles the acquirer to receive shares carrying	Same as above.	Same as above.	Same as above.

e) voting rights in the TC (specify holding in each category) after acquisition f) category) after acquisition g) Shares in the nature of encumbrance (pledge/ lien/ h) non-disposal undertaking/ others) i) e) Total (a+b+c+d)			
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Open market (pursuant to an open offer made by Tenneco along with persons acting in concert with it, under Regulations 3, 4 and 5(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended)		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	1,21,45,391 fully paid –up equity shares representing 21.83% of the total share capital 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.	January 28, 2020		
Equity share capital / total voting capital of the TC before the said acquisition	556,321,300		
Equity share capital/ total voting capital of the TC after the said acquisition	556,321,300		
Total diluted share/voting capital of the TC after the said acquisition	556,321,300		

Notes:

- (1) Prior to the acquisition under consideration by IEH FMGI Holdings LLC, Tenneco had acquired 100% of equity of Federal-Mogul LLC (“**Federal-Mogul**”), by entering into a definitive agreement (“**Underlying Agreement**”) with IEP and AEP (“**Primary Transaction**”). Federal-Mogul owned Federal-Mogul Holdings Limited and Federal-Mogul Vermögensverwaltungs GMBH through its subsidiaries, which in turn hold 60.05% and 14.93% respectively of the TC’s equity share capital. Therefore, upon completion of the Primary Transaction, Tenneco acquired indirect control over 41,715,454 equity shares of the TC. However, it is clarified, Tenneco, neither held any Equity Shares in the TC prior to the date of the Underlying Agreement nor directly acquired any shares in the TC by entering into the Underlying Agreement.

*Additionally, prior to the Primary Transaction, IEP (PAC 1) through AEP (PAC 2) held 100% equity of Federal-Mogul and therefore indirectly held 74.98% of the Target Company's equity share capital (it is clarified that no shares were held directly). IEP, Tenneco, IEH and AEP became PACs, as disclosed in Corrigendum 1 to the detailed public statement published on June 29, 2019.*

By: *Keith Cozza*  
Keith Cozza, President

Place: 767 Fifth Avenue, New York, NY 10153

Date: January 29, 2020

- (\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.*
- (\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.*
- (\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.*