



# CKP FINANCIAL SERVICES PRIVATE LIMITED

(Formerly known as CKP Holdings Private Limited)

Date: December 27, 2019

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

Dear Sir/Madam,

**Sub: Open offer ("Offer") for acquisition of up to 1,39,16,676 (One Crore Thirty Nine Lakhs Sixteen Thousand Six Hundred and Seventy Six) fully paid up equity shares of face value of INR 10 (Indian Rupees Ten) each ("Equity Share"), representing up to 25.02% of the total equity share capital of Federal-Mogul Goetze (India) Limited ("Target Company") on a fully diluted basis, from the eligible equity shareholders ("Eligible Shareholders"), by Tenneco Inc. ("Acquirer") together with Icahn Enterprises LP ("IEP"), American Entertainment Properties Corp. ("AEP") and IEH FMGI Holdings LLC ("IEH") (collectively known as "PACs")**

With reference to the captioned subject and communication received from SEBI, as Manager to the Offer we have issued a corrigendum 2 announcement ("Corrigendum 2") to the detailed public statement ("DPS") published today i.e. December 27, 2019 for and on behalf of the Acquirer and PACs.

Enclosed with this letter are the following:

Printed copy of e-papers with publication of the Corrigendum 2 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





SECOND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT DATED AND PUBLISHED ON OCTOBER 9, 2018. FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

Registered Office: DLF Prime Towers, 10 Ground Floor, F-7B & 80, Okhla Phase - I, New Delhi South Delhi 110020. Tel: +91 11 4965 7597 Fax: +91 12 4429 2840

Open offer ("Offer") for acquisition of up to 1,39,18,676 (One Crore Thirty Nine Lakhs Sixteen Thousand Six hundred and Seventy six) fully paid up equity shares of face value of INR 10 (Indian Rupees Ten) each ("Equity Share")...

This second corrigendum ("Corrigendum 2") 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 PACs.

The Offer is being made under Regulation 3(1), Regulation 4 read with Regulation 5(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").

The Acquirer has come to an agreement with IEP and AEP on March 28, 2019, whereby IEP and AEP, through its wholly owned subsidiary IEH, will acquire the shares of the Target Company tendered in the Offer.

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

Sub-point 1 of Point A1 of Point A of Point I of the DPS shall be read as follows: The Acquirer is a public limited corporation in the United States of America and was incorporated on August 26, 1996 under the name of New Tenneco Inc.

Sub-point 2 of Point A1 of Point A of Point I of the DPS shall be read as follows: Headquartered at Lake Forest, Illinois, Acquirer is one of the world's leading designers, manufacturers and marketers of Aftermarket, Ride Performance, Clean Air and Powertrain products and technology solutions for diversified markets.

Sub-point 4 of Point A1 of Point A of Point I of the DPS shall be read as follows: The top five shareholders forming part of the shareholding pattern of the Acquirer as on June 30, 2019, based on information provided by National Association of Securities Dealers Automated Quotations System ("NASDAQ") regarding the ownership of the Acquirer's common stock, is given below-

Table with 4 columns: Sl. No., Shareholder, Number of shares held, Percentage. Lists top 5 shareholders including Icahn Associates Corporation and The Vanguard Group, Inc.

Sub-point 6 of Point A1 of Point A of Point I of the DPS shall be read as follows: 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.

Sub-point 7 of Point A1 of Point A of Point I of the DPS shall be read as follows: On April 10, 2018, the Acquirer announced that it had entered into a definitive agreement dated as of April 10, 2018 ("Underlying Agreement") with IEP, AEP and Federal-Mogul to acquire the ownership of Federal-Mogul.

Sub-point 13 of Point A1 of Point A of Point I of the DPS shall be read as follows: The key financial information of the Acquirer, as derived from its restated audited consolidated financial statements for the financial years ended December 31, 2016, December 31, 2017 and December 31, 2018 audited by the independent auditor of the Acquirer and its unaudited consolidated financial statements for the 6-month period ended June 30, 2019 which have been subject to limited review by the independent auditor of the Acquirer is set out here below.

Table with 4 columns: Particulars, For the 12-month period ending December 31 (2016, 2017, 2018), For 6-month period ending June 30, 2019. Rows include Total Revenue, Net Income, Basic Earnings Per Share (EPS), Net Worth/Shareholder Fund.

Notes: a. All US\$ amounts except EPS are in millions. b. All INR amounts except EPS are in millions. c. Since the financials of the Acquirer are presented in US\$, a translation (convenience translation) of such financials into INR has been adopted.

Sub-point 5 of Point A2 of Point A of Point I of the Corrigendum to the DPS shall be read as follows: Based on the information contained in PAC 1's Quarterly Report on Form 10-Q for June 30, 2019, filed with the United States Securities and Exchange Commission on August 6, 2019, the offer for limited partners is US\$ 6,498 mn and the depositary units outstanding as on June 30, 2019 are 201,551,298.

Sub-point 6 of Point A2 of Point A of Point I of the Corrigendum to the DPS shall be read as follows: 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 June 30, 2019, based on the information contained in the filings made with the United States Securities and Exchange Commission as of August 6, 2019, regarding the ownership of the PAC 1's common stock, is given below.

Table with 4 columns: Sl. No., Shareholder, Number of shares held, Percentage. Lists top 5 shareholders including Carl Icahn and his Affiliates and Cllgroup Inc.

Sub-point 7 of Point A2 of Point A of Point I of the Corrigendum to the DPS shall be read as follows: PAC 1 has not entered into any related party transactions in the course of its business, with the Target Company, according to the unaudited financial statement of the Target Company for the period ended June 30, 2019.

Sub-point 12 of Point A2 of Point A of Point I of the Corrigendum to the DPS shall be read as follows: The key financial information of PAC 1, as derived from its audited consolidated financial statements for the 12-month period ended December 31, 2016, December 31, 2017 and December 31, 2018 audited by the independent auditor of the Acquirer and its consolidated financial statements for the 6-month period ended June 30, 2019 which have been subject to limited review by the independent auditor of the Acquirer is set out here below.

Table with 4 columns: Particulars, For the 12-month period ending December 31 (2016, 2017, 2018), For 6-month period ending June 30, 2019. Rows include Total Revenue, Net Income, Basic Earnings Per Share (EPS), Net Worth/Shareholder Fund.

Notes: a. All US\$ amounts except EPS are in millions. b. All INR amounts except EPS are in millions. c. The above figures have been converted into INR using the exchange rate of US\$ 1 = INR 71.1959 as on December 24, 2019 one working day before the date of the Corrigendum 2 to the DPS. (Source: www.fbi.org.in).

Sub-point 4 of Point IV of Point I of the Corrigendum to the DPS shall be read as follows: The Offer Price is justified, taking into account the following parameters, as set out under Regulation 8(3), Regulation 8(4) and Regulation 8(12) of the SEBI (SAST) Regulations:

Table with 3 columns: Details, Acquirer and PACs, Percentage (%). Rows include Shareholding as on the date of PA, Equity shares acquired between the PA date and the DPS date, Post offer shareholding (On fully diluted basis, as on 10th working day after close of the tendering period).

Sub-point 3 of Point III of Point I of the Corrigendum to the DPS shall be read as follows: Assuming full acceptance under the Offer, PAC 3 shall (i) directly own 13,916,676 Equity Shares of the Target Company representing 25.02% of the equity voting share capital of the Target Company.

Sub-point 4 of Point IV of Point I of the Corrigendum to the DPS shall be read as follows: The Offer Price is justified, taking into account the following parameters, as set out under Regulation 8(3), Regulation 8(4) and Regulation 8(12) of the SEBI (SAST) Regulations:

Table with 3 columns: Details, Acquirer and PACs, Percentage (%). Rows include Highest negotiated price per Equity Share of the Target Company for any acquisition under an agreement attracting the obligation to make the PA of the Offer.

deficit), premium on common stock, other capital surplus and non-controlling interests.

Sub-point 4 of Point A3 of Point A of Point I of the Corrigendum to the DPS shall be read as follows: The total equity of PAC 2 as per the unaudited consolidated financials as at and for the 6-month period ended June 30, 2019 is US\$ 10,807 mn and as per the audited consolidated financials as at and for the year ended December 31, 2018 is US\$ 11,227 mn.

Sub-point 5 of Point A3 of Point A of Point I of the Corrigendum to the DPS shall be read as follows: PAC 2 owns 3,075,563 Class B shares of the Acquirer as of the date of Corrigendum 2.

Sub-point 6 of Point A3 of Point A of Point I of the Corrigendum to the DPS shall be read as follows: PAC 2 has not entered into any related party transactions in the course of its business, with the Target Company, according to the unaudited financial statements of the Target Company for the period ended June 30, 2019.

Sub-point 12 of Point A3 of Point A of Point I of the Corrigendum to the DPS shall be read as follows: The key financial information of PAC 2, as derived from its audited consolidated financial statements for the 12-month period ended December 31, 2016, December 31, 2017 and December 31, 2018 audited by the independent auditor and the limited review financial statements for the 6-month period ended June 30, 2019 reviewed by the independent auditor of PAC 2 is set out here below:

Table with 4 columns: Particulars, For the 12-month period ending December 31 (2016, 2017, 2018), For 6-month period ending June 30, 2019. Rows include Total Revenue, Net Income, Basic Earnings Per Share (EPS), Net Worth/Shareholder Fund.

Notes: a. All US\$ amounts except EPS are in millions. b. All INR amounts except EPS are in millions. c. The financial information for the financial years ending December 31, 2016, 2017 and 2018 set forth has been extracted from the audited consolidated financial statements of AEP as at and for the financial years ending December 31, 2016, December 31, 2017 and December 31, 2018 which have been prepared in accordance with US Generally Accepted Accounting Principles and as at and for the 6-month period ending June 30, 2019 is prepared as per US Generally Accepted Accounting Principles.

Sub-point 6 of Point C of Point I of the Corrigendum to the DPS shall be read as follows: There are no Related Party Transactions with PACs. The Acquirer has not entered into any related party transactions in the course of its business, with the Target Company, according to the 10 Q filing with the United States Securities and Exchange Commission by the Acquirer for the six month period ended June 30, 2019.

Sub-point 7 of Point C of Point I of the Corrigendum to the DPS shall be read as follows: Brief audited consolidated financial details of the Target Company for the last 3 (three) financial years (ending March 31) as derived as set forth below. Also, audited consolidated financial statements as at and for the 12-month period ending March 31, 2017, March 31, 2018 and March 31, 2019 and limited review unaudited consolidated financial information for the 6-month period ended September 30, 2019 are prepared in accordance with Indian Accounting Standards as follows:

Table with 4 columns: Particulars, FY 2017, FY 2018, FY 2019, 6-month ending September 30, 2019. Rows include Total Revenue, Net Income, Basic Earnings Per Share (EPS), Net Worth/Shareholder Fund.

Notes: a. All amounts are in INR in million, except per share data. b. Audited consolidated financial statements for the 12-month period ending March 31, 2017, March 31, 2018, March 31, 2019 and as at and for the 6-month period ending September 30, 2019 are prepared as per Indian Accounting Standards (Ind AS).

Sub-point 4 of Point D of Point I of the Corrigendum to the DPS shall be read as follows: This Offer is to acquire 13,916,676 (One Crore Thirty Nine Lakhs Sixteen Thousand Six Hundred and Seventy Six) Equity Shares, representing 25.02% of the voting share capital of the Target Company at a price of INR 667.50 (Indian Rupees Six Hundred and Sixty Seven and Paise Fifty Only) per Equity Share ("Enhanced Offer Price").

The Corrigendum 2 to the DPS is being published in the following newspapers: Business Standard, English, All; Business Standard, Hindi, All; Jansatta, Hindi (Regional), Regional.

The DPS was published in Business Standard English, Business Standard Hindi and Jansatta on October 09, 2018 (The Lucknow and Chandigarh editions of Business Standard English published the DPS on October 10, 2018, due to technical reasons).

Paragraph 3 of Sub-point 3 of Point III of the DPS shall be read as follows: Following the separation of Acquirer, Acquirer's board of directors has selected Brian J. Kessler to serve as the Chairman and Chief Executive Officer of Federal-Mogul Holdings Limited, a wholly-owned subsidiary of Acquirer and Roger J. Wood to serve as Chairman and Chief Executive Officer of the Powertrain Technology company.

Sub-point 1 of Point III of the DPS shall be read as follows: The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisitions are as follows:

Table with 3 columns: Details, Acquirer and PACs, Percentage (%). Rows include Shareholding as on the date of PA, Equity shares acquired between the PA date and the DPS date, Post offer shareholding (On fully diluted basis, as on 10th working day after close of the tendering period).

Sub-point 3 of Point III of the DPS shall be read as follows: Assuming full acceptance under the Offer, PAC 3 shall (i) directly own 13,916,676 Equity Shares of the Target Company representing 25.02% of the equity voting share capital of the Target Company.

Sub-point 4 of Point IV of the DPS shall be read as follows: The Offer Price is justified, taking into account the following parameters, as set out under Regulation 8(3), Regulation 8(4) and Regulation 8(12) of the SEBI (SAST) Regulations:

Table with 3 columns: Details, Acquirer and PACs, Percentage (%). Rows include Highest negotiated price per Equity Share of the Target Company for any acquisition under an agreement attracting the obligation to make the PA of the Offer.

b) The volume-weighted average price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, during the 52 (fifty-two) weeks immediately preceding April 10, 2018 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain) N.A.

c) Highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, during the 26 (twenty-six) weeks immediately preceding April 10, 2018 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain) N.A.

d) Highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with the Acquirer, between April 10, 2018 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain) and the date of the PA. N.A.

e) Volume-weighted average market price of the Equity Shares for a period of 60 (sixty) trading days immediately preceding April 10, 2018 (being the earlier of the date on which the Primary Transaction is contracted, and the date on which the intention or the decision to enter into the Primary Transaction is announced in the public domain), as traded on the stock exchange where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided that such Equity Shares are frequently traded N.A. (as Equity Shares of the Target Company are listed on BSE and NSE and are infrequently traded within the meaning of Regulation 2(1)(i) of the SEBI (SAST) Regulations)

f) Fair price of the Equity Shares based on valuation parameters including book value, comparable trading companies and other such parameters as are customary for valuation of shares of such companies under Regulation 8(4) of the SEBI (SAST) Regulations (Source: Valuation Report dated April 03, 2019 provided by Haribhakti & Co. LLP, Chartered Accountants, were appointed by SEBI as an independent valuer pursuant to Regulation 8(16) of the SEBI (SAST) Regulations) INR 608.46 (Indian Rupees Six Hundred and Eight and Paise Forty Six Only) per Equity Share

g) Price of INR 667.50 (Indian Rupees Six Hundred and Sixty Seven and Paise Fifty Only) including interest in terms of Regulation 8(12) of the SEBI (SAST) Regulations and additional interest for delay in making Offer. INR 667.50 (Indian Rupees Six Hundred and Sixty Seven and Paise Fifty Only) Please refer Note [1] below

h) Per Equity Share value, as required under Regulation 8(6) of SEBI (SAST) Regulations. N.A. Since-

(a) the proportionate net asset value of the Target Company as a percentage of the consolidated net asset value of Federal-Mogul;

(b) the proportionate sales turnover of the Target Company as a percentage of the consolidated sales turnover of Federal-Mogul;

(c) the proportionate market capitalization of the Target Company as a percentage of the consolidated market capitalization of Federal-Mogul - is not in excess of fifteen per cent on the basis of the most recent audited annual financial statements, the Acquirer is not required to compute and disclose the per share value of the Target Company along with a detailed description of the methodology adopted for such computation.

Notes: [1] In accordance with Regulation 8(12) of the SEBI (SAST) Regulations, in case of an indirect acquisition other than indirect acquisition referred in Regulation 5(2) of SEBI (SAST) Regulations, the offer price shall stand enhanced by an amount equal to a sum 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, and the date of the detailed public statement, provided that such period is more than five working days.

For disclosure purposes, the Offer Price and Enhanced Offer Price have been rounded to two decimal places. The Underlying Agreement was executed on April 10, 2018 and the PA with respect to the Underlying Agreement was made on April 16, 2018. The Primary Transaction contemplated in the Underlying Agreement was concluded on October 9, 2018. In compliance with Regulation 8(12) of the SEBI (SAST) Regulations, the Offer Price of INR 608.46 (Indian Rupees Six Hundred and Eight and Paise Forty Six Only) per Equity Share has been enhanced by INR 30.31 (Indian Rupees Thirty and Paise One Only) per Equity Share, being the interest determined at the rate of 10 per cent per annum on the Offer Price for the period between the date of the Underlying Agreement (agreement triggering the Offer) i.e. April 10, 2018 and the date of publication of the DPS i.e. October 9, 2018. Further, as per the final SEBI observation letter dated July 4, 2019, the applicable tendering period would have been from July 22, 2019 to August 2, 2019 with the last date for payment of consideration being August 2, 2019. Subsequent to the SEBI observation letter dated July 4, 2019, legal remedies were pursued at the Honourable Securities Appellate Tribunal ("SAT") and the Honourable Supreme Court, and the final order was pronounced by the Honourable Supreme Court on December 16, 2019, leading to a revision in the tendering period to January 6, 2020 to January 17, 2020 with last date for payment of consideration being January 31, 2020. Accordingly, the additional interest for the period between August 2, 2019 to January 30, 2020 is INR 28.53 (Indian Rupees Twenty Eight and Paise Fifty Three Only) per Equity Share. Thus, the Enhanced Offer Price is INR 667.50 (Indian Rupees Six Hundred and Sixty Seven and Paise Fifty Only).

The fair value of the Equity Shares of the Target Company is INR 608.46 (Indian Rupees Six Hundred and Eight and Paise Forty Six Only) per Equity Share. They have considered the following valuation methods for arriving at this fair value and have given each of these methods equal weightage: (a) Comparable Companies' Multiples Method/Guideline Company Method - EV/EBITDA multiples of comparable companies; and (b) Discounted Cash Flows (DCF) method (c) Net Asset Value Method

The Offer Price may be revised in the event of any corporate action such as bonus issue, rights issue, stock split, etc., if the record date for effecting such corporate actions falls prior to three working days before the commencement of the Tendering Period of the Offer.

Sub-point 7 of Point IV of the DPS shall be read as follows: In the DPS, an offer price of INR 420.05 (Indian Rupees Four Hundred Twenty and Paise Five Only) per Equity Share was offered, consisting of a base price of INR 400 (Indian Rupees Four Hundred Only) per Equity Share plus interest of INR 20.05 (Indian Rupees Twenty and Paise Five Only). However, SEBI's observation letters dated March 20, 2019 and July 04, 2019, directed revision of the base offer price upwards from INR 400 (Indian Rupees Four Hundred Only) to INR 608.46 (Indian Rupees Six Hundred and Eight and Paise Forty Six Only) per Equity Share. Acquirer filed an appeal against the observation letters received from SEBI at the SAT on April 1, 2019 and July 15, 2019 respectively. SAT passed its orders dated May 16, 2019 and November 7, 2019, respectively. SAT order dated November 7, 2019 was in favour of SEBI. Acquirer along with PACs lodged an appeal with the Honourable Supreme Court on December 3, 2019. The Honourable Supreme Court disposed the appeal on December 16, 2019 and upheld the offer price of INR 608.46 (Rupees Six Hundred and Eight and Paise Forty Six Only) per Equity Share.

Point V of DPS Financial Arrangement shall be read as follows: 1. Assuming full acceptance, the total fund requirement (including the Enhanced Offer Price) to meet the Offer is INR 928,931,230 (Indian Rupees Nine Hundred and Twenty Eight Crore Ninety Three Lakhs Eighty One Thousand Two Hundred and Thirty Only) ("Maximum Consideration").

2. The Acquirer has come to an agreement with PAC 1 and PAC 2 on March 28, 2019, whereby PAC 1 and PAC 2 agreed to acquire the shares of the Target Company tendered in the Offer. Such acquisition of shares will be undertaken directly through PAC 3, a wholly-owned subsidiary of PAC 2, as the person acting in concert with the Acquirer.

3. PAC 3 has made firm financial arrangements to fulfill the payment obligations under this Offer, in terms of Regulation 25(1) (a) and (b) of the SEBI (SAST) Regulations, and hence the Acquirer/PACs are in a position to complete the Offer.

4. PAC 3 has confirmed that it has sufficient capital resources for the purpose of providing such commitment. PAC 3 vide its letter dated December 23, 2019 to the Manager to the Offer has confirmed that, based on the aforementioned, it has sufficient means and capability for the purpose of fulfilling the obligations under the Offer and that it has firm arrangements for funds to fulfill the payment obligations under the Offer. After considering the aforementioned, MSKA & Associates, Chartered Accountants (Address: Floor 3, Enterprise Centre, Nehru Road, Near Domestic Airport, Vile Parle (East), Mumbai-400089, India; Telephone: +91 22 3332 1600; Fax number: +91 22 2439 3700; Firm Registration Number: 105047VW) has confirmed, by way of a certificate dated December 24, 2019, ("Firm Financing Certificate"), that the PAC 3 has adequate financial resources through verifiable means available for meeting its obligations under the SEBI (SAST) Regulations for a value up to the Maximum Consideration.

5. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the PAC 3 and the Manager to the Offer have entered into an escrow agreement with JPMorgan Chase Bank N.A. (acting through its office at Mumbai, the "Escrow Agent") on December 18, 2019 ("Escrow Agreement"), and by way of cash deposit for performance by the PAC 3 of its obligations under the SEBI (SAST) Regulations, the PAC 3 has created an escrow account named "IEH Escrow Account" ("Open Offer Escrow Account") with the Escrow Agent. The PAC 3 has made an aggregate cash deposit of INR 167,96,76,000.37 (Indian Rupees One Hundred and Sixty Seven Crores Ninety Six Lakhs Seventy Six Thousand and Paise Thirty Seven Only) in the Open Offer Escrow Account ("Escrow Amount"), which is equal to the amount required to be deposited in cash computed basis the offer size in accordance with regulation 17(1) of the SEBI (SAST) Regulations.

6. The PAC 3 has mutual fund balance and cash and bank balance as on December 20, 2019 and December 23, 2019 respectively which is more than 100% (one hundred percent) of the Maximum Consideration and to fulfill the payment obligations under the Offer. The balance in mutual fund denotes units/investments in USA Government securities and the IEH confirms that no redemption shall be made of any units from the said balance in mutual fund till the completion of Offer.

7. The source of funds for the Offer shall be a combination of PAC 3's mutual fund balances together with cash and bank balances. MSKA & Associates, Chartered Accountants, by its letter dated December 24, 2019, has confirmed that the mutual fund balances and cash and bank balances available with PAC 3 as of such date that were, in the aggregate, substantially in excess of the Maximum Consideration.

8. The amount deposited in the Open Offer Escrow Account meets the requirement for total sum of (i) 25% of INR 5,00,00,00,000 (Indian Rupees Five Hundred Crore Only) out of the Maximum Consideration; and (ii) 10% of the balance of the Maximum Consideration, as required under Regulation 17(1) of the SEBI (SAST) Regulations.

9. In case of any upward revision in the Offer Price, the Acquirer/PACs shall make further deposit into the Open Offer Escrow Account, prior to effecting such revision, to ensure compliance with regulation 17(2) of the SEBI (SAST) Regulations.

10. The Acquirer as well as PACs are aware of, and will comply with their obligations under the SEBI (SAST) Regulations. PAC 3 has adequate financial resources to meet the Offer obligations under the SEBI (SAST) Regulations.

11. On the basis of the aforesaid financial arrangements, the undertaking by the PAC 3 and MSKA & Associates, Chartered Accountants' Firm Financing Certificate, the Manager to the Offer is satisfied that firm arrangements for funds for payment through verifiable means are in place to implement this Offer.

Sub-point 6 of Point D of Point I and Sub-point 1 of Point VI of the DPS and Point 5 of the Corrigendum 1 to the DPS shall be read as follows:



