



Federal-Mogul Goetze (India) Limited
A Tenneco Group Company
Corporate Office : Paras Twin Towers,
10th Floor, Tower B, Sector 54,
Golf Course Road, Gurugram - 122 002
Tel. : (91-124) 4784530 • Fax : (91-124) 4292840

Date: 10th November, 2021

1. Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001 (Fax : 022-2723719/22722037/22722061/ 22722041/ 22722039/
22658121)

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
(Fax : 022-26598237/26598238)

Dear Sir/Ma'am,

Subject: Intimation under Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Request received from IEH FMGI Holdings LLC for reclassification from ‘Promoter/Promoter Group’ category to ‘Public’ category’.

Please find attached the request letter dated 10th November, 2021, received from IEH FMGI Holdings LLC seeking reclassification from ‘Promoter/Promoter Group’ category to ‘Public’ category’. IEH FMGI Holdings LLC has made the request for reclassification consequent to the transfer of its entire shareholding in Federal-Mogul Goetze (India) Limited (the “Company”) and is no longer a shareholder or in control of the affairs of the Company.

Pursuant to provisions of Regulation 31A of the SEBI Listing Regulations, the request for reclassification will be considered by the Board of Directors of the Company.

This is for your information and record.

Regards

Yours truly,
For **Federal-Mogul Goetze (India) Limited**

(Dr. Khalid Iqbal Khan)

Whole-time Director- Legal & Company Secretary

Encl. a/a

IEH FMGI Holdings LLC
16690 Collins Ave. PH-1
Sunny Isles Beach, FL 33160

November 10, 2021

To
Mr. Khalid Khan
Company Secretary and Compliance Officer
Federal-Mogul Goetze (India) Limited
DLF Prime Towers 10 Ground Floor,
F 79 & 80, Okhla Phase – I, New Delhi – 110 020

Dear Sir,

Sub: Re-classification of IEH FMGI Holdings LLC (“IEH”) from ‘promoter and promoter group’ category to ‘public’ category of Federal-Mogul Goetze (India) Limited (“Company”) under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

A. Background and Present Status:

1. On April 10, 2018, Tenneco Inc. (“Acquirer”) entered into a transaction (“Primary Transaction”) to acquire Federal-Mogul LLC (“Parent Company”), an entity based in the United States of America, from Icahn Enterprises L.P. (“IEP”) and American Entertainment Properties Corp. As on that date, (i) Federal-Mogul Holdings Limited and (ii) Federal-Mogul Vermögensverwaltungs GMBH (“Promoter Entities”) were classified as the promoters of the Company.
2. On completion of the Primary Transaction on October 1, 2018, the Parent Company merged into the Acquirer. Accordingly, IEP ceased to hold shares of / have control (direct or indirect) over the Parent Company and its subsidiaries, including the Promoter Entities.
3. As a consequence of the Primary Transaction, the Acquirer acquired control of the Parent Company (ultimate holding company of Promoter Entities), thereby indirectly acquiring control of the Company and triggered the open offer (“Open Offer”) of the Company under the provisions of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011. However, there was no change in the ‘promoter and promoter group’ of the Company under Regulation 31 of the LODR Regulations.
4. IEH, an entity owned by IEP was characterised as a ‘person acting in concert’ (“PAC”) to the Acquirer by way of corrigendum to the detailed public statement dated October 9, 2018 in order to enable IEH to acquire shares of the Company pursuant to the Open Offer.
5. While, IEH acquired shares pursuant to the Open Offer, it neither met the criteria of being categorised as a ‘promoter’ nor as a ‘promoter group’ entity. However, IEH was classified as a ‘promoter group’ entity after consultations with BSE Limited and the National Stock Exchange of India Ltd. (“Stock Exchanges”), in order for IEH to undertake an offer for sale for the sell-down of the entire residual shareholding of the Company to comply with the minimum public shareholding requirement under the Regulation 38 of the LODR Regulations pursuant to the Open Offer.

6. IEH undertook an offer for sale to sell all the shares held by it in the Company. As on date, IEH has sold all the shares held by it in the Company and does not hold any shares of the Company or is in control of the Company either directly or indirectly.

B. Request for re-classification

IEH is hereby making this application under Regulation 31A of the LODR Regulations for re-classifying itself from '*promoter and promoter group*' category of the Company to '*public*' category ("**Application**"), as it has transferred its entire shareholding in the Company and is no longer a shareholder or in control of the affairs of the Company. Accordingly, IEH hereby confirms that on and from the date of this Application, the conditions under Regulation 31A (3) (b) are met by IEH and the persons related to IEH, as follows:

1. IEH and the persons related to IEH do not collectively hold more than 10% (ten percent) of the total voting rights of the Company;
2. IEH does not exercise control over the affairs of the Company directly or indirectly;
3. IEH does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
4. IEH is not represented on the board of directors of the Company, and does not have any nominee directors on the board of the Company;
5. IEH is not acting as a key managerial person in the Company;
6. IEH is not a 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
7. IEH is not a fugitive economic offender.

IEH further confirms and undertakes that it will continue to comply with the conditions listed in Regulation 31A (4) of the LODR Regulations post such re-classification being approved by the board of directors of the Company and the Stock Exchanges.

Terms used and not defined herein have the meaning ascribed to them in the LODR Regulations.

Request you to kindly take this Application on record and initiate the process of re-classification of IEH from '*promoter and promoter group*' category to '*public*' category under Regulation 31A of the LODR Regulations.

Thanking you.

For **IEH FMGI Holdings LLC**



Ted Papapostolou
Chief Accounting Officer and Secretary
November 10, 2021