



February [23], 2022

**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

The Manager,  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C-1/ G Block,  
Sandra- Kurla Complex,  
Bandra (East) Mumbai- 400 051  
**Scrip Code: FMGOETZE**

Deputy General Manager,  
Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street Fort,  
Mumbai- 400 001  
**Scrip Code: 505744**

Dear Sir/Madam,

**Sub: Update**

We wish to inform you that we have been informed by Tenneco Inc. (the ultimate holding company of Federal-Mogul Goetze (India) Limited) that Tenneco Inc. has, on February [23], 2022, entered into an Agreement and Plan of Merger (the "Merger Agreement") whereby Tenneco Inc. is being merged with Pegasus Merger Co., a corporation established under the laws of Delaware ("Merger Sub") and a direct wholly owned subsidiary of Pegasus Holdings III, LLC (the "Parent"). Effective upon the closing of the transactions described in the Merger Agreement, Merger Sub will merge with and into Tenneco Inc., with Tenneco Inc. continuing as the surviving corporation and a direct wholly owned subsidiary of the Parent.

We enclose herewith the letter signed by Matti Masanovich, the Chief Financial Officer of Tenneco Inc. addressed to Federal-Mogul Goetze (India) Limited giving the above information.

Kindly take the above on record.

Thanking you,

Dr. Khalid Iqbal Khan  
Whole-Time Director – Legal and Company Secretary,  
Federal-Mogul Goetze (India) Limited  
Membership No. [●] F-5993

**Tenneco Inc.**  
**500 North Field Drive**  
**Lake Forest, Illinois 60045**

To:

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

Attn: Dr. Khalid Iqbal Khan, Whole-Time Director – Legal and Company Secretary

Dated: February 23, 2022

Dear Sirs,

We are happy to inform you that as of February 23, 2022, Tenneco Inc. has, on February 23, 2022, entered into an Agreement and Plan of Merger (the “Merger Agreement”) whereby Tenneco Inc. is being merged with Pegasus Merger Co., a corporation established under the laws of Delaware (“Merger Sub”) and a direct wholly owned subsidiary of Pegasus Holdings III, LLC (the “Parent”). Effective upon the closing of the transactions described in the Merger Agreement, Merger Sub will merge with and into Tenneco Inc., with Tenneco Inc. continuing as the surviving corporation and a direct wholly owned subsidiary of the Parent.

The management team will remain in their current roles as we enter this next chapter of growth and development of our business. This change of ownership will have little impact on the day to day activities of our company and our focus will remain on executing our business plan.

We will be working closely with the leadership team of the Parent over the next weeks and months to ensure a smooth transition of our business to a new ownership structure.

The Parent will comply with applicable mandatory open offer related requirements.

This is a preliminary notification and we will send you further information in this regard, in due course.

For Tenneco Inc.:



Matti Masanovich  
Executive Vice President and Chief Financial Officer  
Tenneco Inc.