

IEH FMGI Holdings LLC

ANNEXURE II

The Chief Manager – MSD
Non Continuous Markets Group
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (E), Mumbai-400051

Date: October 09, 2020

Sub: Proposed offer for sale of equity shares of face value of Rs. 10 each (“Equity Shares”) Offer for Sale (“OFS” “Offer for Sale”) of Federal Mogul Goetze India Limited (“Company”) by IEH FMGI Holdings LLC (“Sellers” or “Offerer”), through the stock exchange mechanism.

Dear Sir,

Securities & Exchange Board of India (SEBI) has provided comprehensive guidelines on sale of shares through Offer for Sale (OFS) mechanism vide circular no. CIR/MRD/DP/18/2012 dated July 18, 2012, as amended by, Circular no. CIR/MRD/DP/04/2013 dated January 25, 2013, Circular no. CIR/MRD/ DP/17/2013 dated May 30, 2013, to facilitate offer for sale of shares by promoters / non-promoters of companies through a separate window. In order to encourage retail participation in OFS, enable other large shareholders to use the OFS mechanism and to expand the universe of the companies to use this framework, SEBI has further modified the OFS framework vide Circular no. CIR/MRD/DP/24/2014 dated August 8, 2014 and CIR/MRD/ DP/32/2014 dated Dec 01, 2014, CIR/MRD/ DP/12/2015 dated June 26, 2015, circular no. CIR/MRD/DP/36/2016 dated February 15, 2016, circular no. CIR/MRD/DP/65/2017 dated June 27, 2017, and circular no. SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018. read together with Section 21 of Chapter I of the 'Master Circular for Stock Exchange and Clearing Corporation', issued by SEBI vide its circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 (together referred to as “SEBI OFS Circulars”), in order to dilute/offload their holding in listed companies in a transparent manner with wider participation.;

In view of the above, we, IEH FMGI Holdings LLC, one of the members of promoter group of the Company, wish to sell up to 1,21,45,391 Equity Shares representing 21.83 % of the total issued and paid-up equity share capital of the Company, as on the date of this letter on October 12, 2020 (“**T Day**”) (for non-retail investors only) and on October 13, 2020 (“**T+1 Day**”) (for retail investors and for un-allotted non-retail investors who choose to carry forward their bids), through a separate, designated window of BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”, and together with BSE, the “**Stock Exchanges**”), in accordance with the SEBI OFS Circulars and the applicable notices and circulars issued by BSE and NSE, from time to time, to meet the minimum public shareholding requirements as issued by SEBI.

In this connection, we wish to avail the Offer for Sale facility provided by the Exchange for offering shares based on the above mentioned SEBI OFS Circulars. We, therefore, request you to kindly allow us to use NSE screen based facilities and oblige. Please find attached details regarding Offer for Sale as enclosed in Annexure I. Accordingly, please find enclosed all the requisite documents and undertakings as required by NSE in connection with the Offer.

We shall undertake to comply with all terms and condition of Offer for Sale (OFS) scheme mentioned in the Exchange Circular “Revised scheme - Offer for Sale through Exchange Platform” issued by NSE through its circular no. 23/2020 dated February 19, 2020 and any other circular issued by the Exchange or SEBI in this regards regard from time to time.

We shall ensure compliance with the requirements specified in the above SEBI circular and such other

IEH FMGI Holdings LLC

requirements as may be specified from time to time by Securities and Exchange Board of India (SEBI). Please find attached details regarding the Offer as enclosed in Annexure 1.

For providing the above-mentioned services, the Seller shall pay the applicable fees and taxes (net of discounts, if any).

I/We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by NSE from time to time.

Enclosed:

1. Seller's undertaking dated October 09, 2020 for usage of NSE's offer for sale platform and offer-related information as per NSE Circular dated February 19, 2020 including Annexure 1, 1(A) and 1(B).
2. Notice to NSE dated October 09, 2020 pursuant to paragraph 5(b) of the OFS Circular.

Thanking you.

Yours faithfully

For IEH FMGI Holdings LLC

DocuSigned by:

EE19857F0E974B1

Name: Keith Cozza
Designation: President

IEH FMGI HOLDINGS LLC

IEH FMGI Holdings LLC

Annexure-1**Information needed from the Seller for the Offer**

Sr.No	Information required	Responses
1	Name and address of the Seller	IEH FMGI Holdings LLC, one of the member of promoter group of the Company Address: Penthouse suite, 16690 Collins Ave, Sunny Isles Beach, Florida, 33160. United States of America
2	Name of the Company	Federal Mogul Goetze India Limited
3	Offer Size	Up to 1,21,45,391 equity shares of face value Rs. 10 each, offered by the Seller representing 21.83% of the total issued and paid up equity share capital of the Company
4	Maximum number of shares over and above the Offer Size	Nil
5	A letter from the Seller confirming criteria under which the seller is coming for OFS	Attached as Annexure 1(A)
6	Calculation regarding the number of shares to be offered along with the face value	Total number of equity shares issued (as on June 30, 2020): 5,56,32,130 equity shares. Total Divestment (%): Up to 21.83% of paid up capital of the Company Total No. of shares offered: Up to 1,21,45,391 equity shares aggregating to Rs. 415,37,23,722 (Rupees Four Hundred and Fifteen Crores Thirty Seven Lakh Twenty Three Thousand Seven Hundred and Twenty Two Only) at a Floor Price of INR 342 (Rupees Three Hundred and Forty Two Only) per share
7	Offer size v/s paid up capital	Offer size: To be determined after the closure of the Offer Paid up equity share capital (as on June 30, 2020): Rs. 55,63,21,300
8	Date of Offer for Sale	For Non-Retail Investors on October 12, 2020 (" T Day ") For Retail Investors and un-allotted Non-Retail Investors who choose to carry forward their bids on October 13, 2020 (" T+1 Day ")
9	Session Timings	For Non-Retail Investors on T Day, i.e. October 12, 2020 The Sale shall take place on a separate window of the Stock Exchanges on T Day, commencing at 9:15 a.m. (Indian Standard Time) and shall close at 3:30 p.m. (Indian Standard

IEH FMGI Holdings LLC

Sr.No	Information required	Responses
		<p>Time) on the same date. Un-allotted Non-Retail Investors who have placed their bids on T Day may indicate their willingness to carry forward their bids to T+1 Day for allocation to them in the unsubscribed portion of Retail Category (defined below).</p> <p>Please note that only Non-Retail Investors shall be allowed to place their bids on T Day, i.e. October 12, 2020.</p> <p>For Retail Investors (defined below) and for un-allotted Non-Retail Investors who choose to carry forward their bids on T+1 Day, i.e. October 13, 2020</p> <p>The Sale shall continue to take place on a separate window of the Stock Exchanges on T+1 Day, commencing at 9:15 a.m. (Indian Standard Time) and shall close at 3:30 p.m. (Indian Standard Time) on the same date.</p> <p>Please note that only Retail Investors shall be allowed to place their bids only on T+1 Day. Further, those non-retail investors who have placed their bids on T Day and have chosen to carry forward their bids to T+1 Day, shall be allowed to revise their bids on T+1 Day as per the SEBI OFS Circulars.</p>
10	ISIN	INE529A01010
11	Floor price	The floor price for the OFS has been fixed at INR 342 (Rupees Three Hundred and Forty Two Only) per Sale Share ("Floor Price").
12	Retail reservation % and Retail Discount (if any)	<p>Nil.</p> <p>Minimum 10% of the Sale Shares shall be reserved for Retail Investors subject to the receipt of valid bids.</p>
13	Bidding at cut-off for Retail	Applicable
14	Details of the authorized personnel for the purpose of OFS such as contact number, email id etc.	<p>Name: Ted Papapostolou</p> <p>Email id: tp@ielp.com</p>
15	Name of Appointed seller Broker(s) and broker code	<p>Pravin Ratilal Share and Stock Brokers Limited</p> <ul style="list-style-type: none"> - SEBI registration: INZ000206732 - NSE Clearing code: 07589 - BSE Clearing code: 3067
16	Name of Designated Stock Exchange	NSE
17	Name of the Exchange/s wherein the orders shall be placed.	BSE and NSE
18	Allocation methodology - Fixed price / Multiple price - appendix Retail allocation methodology	The allocation shall be on the price priority method basis at a multiple clearing prices basis in accordance with the SEBI

IEH FMGI Holdings LLC

Sr.No	Information required	Responses
		<p>OFS Circulars.</p> <p><u>Retail category</u></p> <p>Retail investor shall mean individual investor who places bids for Sale Shares of total value of not more than Rs. 2,00,000/- (Rupees two lakhs only) aggregated across the Stock Exchanges ("Retail Investor").</p> <p>No discount is being offered to Retail Investors.</p> <p>Minimum 10% of the Sale Shares shall be reserved for Retail Investors subject to the receipt of valid bids (the "Retail Category"). The Stock Exchanges will decide the quantity of Sale Shares eligible to be considered in the Retail Category, based on the Floor Price (defined below) declared by the Seller. Unsubscribed portion of the Sale Shares reserved for Retail Investors shall be allotted to the un-allotted investors in the non-retail category choosing to carry forward their bids to T+1 Day and who have not been allotted shares on T Day. However, such investors are required to indicate their willingness to carry forward their un-allotted bids to T+1 Day.</p> <p>Retail Investors will have an option to place their bid at "Cut-Off Price". Cut-Off Price means the lowest price at which the Sale Shares are sold, as shall be determined based on all valid bids received in non-retail category on T Day ("Cut-Off Price").</p> <p>Upon determining Cut-Off Price for the retail category, the Sale Shares reserved for such category shall be allocated to eligible bids of Retail Investors on price priority method at multiple clearing price in accordance with the SEBI OFS Circulars. Any unutilized portion shall be offered to un-allotted non-retail category bidders who chose to carry forward their bids on T+1 day. In case of excess demand in the retail category at the clearing price/Cut-Off Price, allocation shall be done on a proportionate basis at such clearing price/Cut-Off Price (as the case may be). Bids by Retail Investors below the Cut-Off Price shall be rejected.</p> <p>There shall be no indicative price for the Retail Category.</p> <p>Any unsubscribed portion of the Retail Category shall, after allotment, be eligible for allocation in the non-retail category to the un-allotted bidders on T Day who choose to carry forward their bid on T+1 Day. Such non-retail investors, choosing to carry forward their bid to T+1 Day, are required to indicate their willingness to carry forward their bid to T+1 Day.</p>

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Sr.No	Information required	Responses
		<p><u>Non-Retail category</u></p> <p>Non-Retail Investors shall have an option to carry forward their bids from T Day to T+1 Day. Un-allotted Non-Retail Investors choosing to carry forward their bids to T+1 Day are required to indicate their willingness to carry forward such bids. Further, such Non-Retail Investors can also revise their bids on T+1 Day in accordance with the SEBI OFS Circulars.</p> <p><u>Non-Retail and Retail category allocation methodology</u></p> <p>No single bidder other than mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the “Mutual Funds Regulations”) and insurance companies registered with the Insurance Regulatory and Development Authority of India (“IRDAI”) under the Insurance Regulatory and Development Authority Act, 1999 (“IRDA Act”) shall be allocated more than 25% of the Sale Shares being offered in the Sale in compliance with applicable law.</p> <p>A minimum of 25% of the Sale Shares shall be reserved for mutual funds registered under the Mutual Funds Regulations and insurance companies registered with the IRDAI under the IRDA Act, subject to receipt of valid bids/orders at or above the Floor Price (defined below) and as per allocation methodology.</p> <p>In the event of any under subscription by mutual funds and insurance companies, the unsubscribed portion shall be available to the other bidders.</p> <p>In case of oversubscription in the non-retail category, if the aggregate number of Sale Shares bid for at a particular clearing price is more than available quantity then the allocation for such bids will be done on a proportionate basis. Indicative price for the Non-Retail category shall be displayed separately.</p>
19	Conditions, if any, for withdrawal or cancellation of the offer.	<p>Withdrawal of the Offer:</p> <p>The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale.</p> <p>In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through stock exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.</p> <p>Cancellation of the Offer:</p>

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Sr.No	Information required	Responses
		<p>In the event that sufficient demand from non-retail investors at or above the Floor Price on T Day are not received, the Seller reserves the right to cancel the Sale (for both non-retail investors and Retail Investors), post bidding in full on T Day and not proceed with the Sale on T+1 Day.</p> <p>The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale.</p> <p>In the event that valid orders are not placed for the entire number of Sale Shares at or above the Floor Price or in case of defaults in settlement obligation, the Seller reserves the right to either conclude the Sale to the extent of orders placed or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.</p>
20	Copy of advertisement	Copy of the Stock Exchange Notice as enclosed
21	Undertaking from seller for usage of Exchange's OFS platform as per annexure – 2	Copy of the letter dated, October 09, 2020 as enclosed
22	Confirmation from promoter/promoter/Non Promoter group entities on non-purchase and /or sale of shares of the company in the 12 weeks period prior to the offer and undertaking not to purchase and/or sale of shares of the company in the 12 weeks period after the offer	Attached as Annexure 1(B)
23	Details of the personnel(s) who shall be present while opening the sealed envelope containing the floor price.	Not applicable

Thanking you,

Yours faithfully,

For IEH FMGI Holdings LLC

DocuSigned by:

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IEH FMGI HOLDINGS LLC

Authorized Signatory

Name: Keith Cozza

Address: Penthouse Suite, 16690 Collins Ave, Sunny Isles Beach, Florida, 33160. USA

IEH FMGI Holdings LLC

Annexure 1(A)

October 09, 2020

National Stock Exchange of India Limited

Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
India

Dear Sir/ Madam,

Sub: Proposed offer for sale of equity shares of face value of Rs. 10 each ("Equity Shares") Offer for Sale ("OFS" "Offer for Sale") of Federal Mogul Goetze India Limited ("Company") by IEH FMGI Holdings LLC ("Sellers" or "Offerer"), through the stock exchange mechanism.

The Seller, one of the members of promoter group of the Company, proposes to sell up to 1,21,45,391 Equity Shares representing 21.83 % of the total issued and paid-up equity share capital of the Company, as on the date of this letter, ("Offer Size") on October 12, 2020 ("T Day") (for non-retail investors only) and on October 13, 2020 ("T+1 Day") (for retail investors and for un-allotted non-retail investors who choose to carry forward their bids) ("Sale Shares"), through a separate, designated window of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges"), in accordance with the SEBI circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 as amended by circular nos. SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018, CIR/MRD/DP/65/2017 dated June 27, 2017, CIR/MRD/DP/36/2016 dated February 15, 2016, CIR/MRD/DP/12/2015 dated June 26, 2015, CIR/MRD/DP/32/2014 dated December 1, 2014, CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/DP/17/2013 dated May 30, 2013 and CIR/MRD/DP/04/2013 dated January 25, 2013 ("OFS Circular"), and Section 21 of Chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 (the "OFS Master Circular", and together with the OFS Circular, the "SEBI OFS Circulars") and the applicable notices and circulars issued by BSE and NSE, from time to time, in this regard (such offer for sale hereinafter referred to as the "Offer").

The Company is required to increase public shareholding of the Company to meet the minimum public shareholding requirements in terms of Rule 19A and Rule 19(2)(b) of Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, in terms of Para 1(b)(i) of SEBI's circular bearing no. CIR/MRD/DP/18/2012 dated July 18, 2012, as amended, the Seller confirms that it is eligible to sell the Sale Shares by way of an offer for sale through the stock exchange mechanism.

Thanking you,

Yours faithfully,

IEH FMGI HOLDINGS LLCFor IEH FMGI Holdings LLC

DocuSigned by:

EE19857F0E974B1

Authorized Signatory**Name: Keith Cozza****Address: Penthouse Suite, 16690 Collins Ave, Sunny Isles Beach, Florida, 33160. USA**

(On the letter head of the Issuer)
IEH FMGI Holdings LLC
Annexure 1(B)

October 09, 2020

To
National Stock Exchange of India Limited
 Exchange Plaza
 Plot No. C/1, G Block
 Bandra Kurla Complex
 Bandra (East)
 Mumbai 400 051
 India

Dear Sir/ Madam,

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The Seller, one of the members of promoter group of the Company, proposes to sell up to 1,21,45,391 Equity Shares representing 21.83 % of the total issued and paid-up equity share capital of the Company, as on the date of this letter, ("Offer Size") on October 12, 2020 ("T Day") (for non-retail investors only) and on October 13, 2020 ("T+1 Day") (for retail investors and for un-allotted non-retail investors who choose to carry forward their bids) ("Sale Shares"), through a separate, designated window of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges"), in accordance with the SEBI circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 as amended by circular nos. SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018, CIR/MRD/DP/65/2017 dated June 27, 2017, CIR/MRD/DP/36/2016 dated February 15, 2016, CIR/MRD/DP/12/2015 dated June 26, 2015, CIR/MRD/DP/32/2014 dated December 1, 2014, CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/DP/17/2013 dated May 30, 2013 and CIR/MRD/DP/04/2013 dated January 25, 2013 ("OFS Circular"), and Section 21 of Chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 (the "OFS Master Circular", and together with the OFS Circular, the "SEBI OFS Circulars") and the applicable notices and circulars issued by BSE and NSE, from time to time, in this regard (such offer for sale hereinafter referred to as the "Offer").

The Seller hereby confirms that the Seller or any entity forming part of the promoter group of the Company:

- a. has not purchased and/or sold any Equity Shares of the Company during the period of 12 weeks preceding the date on which the Offer will open; and
- b. shall not purchase and/or sell any equity shares of the Company during the period of 12 weeks subsequent to the closure of the Offer, except as permitted under the SEBI OFS Circulars.

Thanking you,

Yours faithfully,

IEH FMGI HOLDINGS LLC

For **IEH FMGI Holdings LLC**

DocuSigned by:



EE19857F0E974B1...

Authorized Signatory

Name: Keith Cozza

Address: Penthouse Suite, 16690 Collins Ave, Sunny Isles Beach, Florida, 33160. USA