

#### तारण ठेवलेल्या मालमत्तेच्या विक्रीसाठी जाहीर लिलाव

एल&टी फायनान्स लिमिटेडचे अधिकृत अधिकारी वित्तीय मालमता पुनर्रजना आणि अनामत व्याजाची सक्तवसुली कायदा, 2002 (2002 चा 54) अंतर्गत आणि सदर कायद्यातर्गत प्रद्त अधिकारांचा वापर करून आपली थकबाकी आणि पुढील व्याज, आकार आणि खर्च इ.च्या वसुलीसाठी '<mark>'सार्वजनिक लिलावाद्वारे'' ''जिथे आहे जसे आहे तत्वावर''</mark> आणि '<mark>'ज्या स्थितीत आहे त्या स्थितीत तत्वावर''</mark> खालील मालमत्तेचा

कर्जदार आणि सह–कर्जदारांची नावे	तारण ठेवलेल्या मालमत्तेचा पत्ता	कर्ज खाते क्रमांक (एक/अनेक)	भौतिक ताबा घेतला	बयाणा रक्कम आरपीच्या 10% किंवा जास्त (रुपयांमध्ये)	एकूण शिल्लक थकबाकी 09.11.2022 नुसार	आरक्षित किंमत (रुपयामध्ये)	आरंभाची तारीख	लिलावाची तारीख आणि वेळ
साबू सदाशिवन कांडीथोड़थील (मृत कर्जदार साबू सदाशिवन कांडीथोड़ाथिल ह्यांचे कायदेशीर वारस आणि सह-कर्जदार असलेले)     सिनाम्मा साबू कोडीथोड़थील (मृत कर्जदार साबू सदाशिवन कांडीथोड़ाथिल ह्यांचे कायदेशीर वारस आणि सह-कर्जदार असलेले)     फोरस ऑफशोअर सर्व्हिसेस	मालमत्तेचा पत्ता-पलॅट नं. 1802, 18 वा मजला, क्षेत्रफळ आंदाजे 1070 चौरस फिट, चटई क्षेत्रफळ आणि दोन स्टिल्ट कार पार्किंग क्षेत्रफळ आणि दोन स्टिल्ट कार पार्किंग क्षेत्रफळ 882 चौरस फिट, जे 'सी पॅकेस' नावाच्या इमारतीमध्ये आहे जी गाव प्लॉट नं. 2, 2A, 11 ते 17, सेक्टर 36, पाम बीच रोड, करावे नेल्ळ नवी मुंबई, महाराष्ट्र-400706, ज्याच्या सीमा अशाः पूर्वः एवरीडे बिल्डिंग पार्श्विमः सी होम प्लेस उत्तरः पोद्वार इंटरनॅशनल स्कूल दक्षिणः पाम बीच रोड	MUMHL130 00629	10 ऑक्टोबर, 2022	₹40,86,097.6	₹30,445,237.32	₹4,08,60,976/-	17/12/2022	22/12/2022

#### सार्वजनिक लिलावाच्या अटी आणि नियम

- 1. अधिकृत अधिकाऱ्यांकडून सरफेसी कायद्या अंतर्गत https://sarfaesi.E-auctiontiger.net वेबसाइटकरून मद्तीसह आणि जाहीर ई—लिलाव पध्दतीने, ऑनलाइन ई—लिलाव विक्री केली जात आहे.
- 2. हा जाहीर ई–िललाव वर उल्लेखित दिनांक आणि वेळेस केला जाईल, जेव्हा वर उल्लेखित ताब्यात घेतलेली मालमत्ता ''जशी आहे जिथे आहे तत्वावर'' आणि ''जशी आहे ज्या स्थितीत आहे' त्या तत्वावर विकली जाईल
- 3. सदर जाहीर ई-लिलावत सहभागी होण्यासाठी, इच्छुक खरेदीदार/बोली लावणाऱ्यांना 17/12/2022. रोजी किंवा त्यापूर्वी पॅनकार्ड, कंपनीच्या बाबतीत मंडळाचे ठराव आणि पत्याचा पुरावायचच्यासोबत ताब्यातील मालमत्तेच्या आरक्षित किंमतीच्या 10 टक्के परतावायोग्य अनामत रक्कम ठेव भरल्याचा तपशील सादर करावा लागेल
- 4. या जाहीर ई-लिलावत यशस्वी न झालेल्या सर्व अन्य बोली लावणाऱ्याचे इंएमडी LTF द्वारे सदर जाहीर ई-लिलावच्या समाप्तीनंतर 7 दिवसांच्या आत परत केले जाईल. या इंएमडी वर कोणतेही व्याज दिले
- 5. यशस्वी खरेदीदार/बोलीदाराने, त्याच्या/तिच्या प्रस्तावापैकी 25% रक्कम (बयाणा रकमेसह) मुंबई येथे देय होणाऱ्या डी.डी./पी.ओ.च्या स्वरूपात एल&टी फायनान्स लिमिटेड च्या नावे लिलावाच्या तारखेला म्हणजे 22/12/2022 रोजी 18:00 पर्यंत किंवा आधी अथवा कामकाजाच्या पुढील दिवशी म्हणजे 23/12/2022 भरावी, ह्या जमा रकमेची खात्री एल&टी फायनान्स लिमिटेडकडून दिली जाईल, जर तस झाल नाही तर विक्री पूर्ण झाली नाही असे मानले जाईल आणि सदर बोलीदाराची बयाणा रक्कम जप्त केली जाईल. शिल्लक रक्कम म्हणजे खरेदी किमतीच्या 75% रक्कम खरेदीदाराकडून एल&टी फायनान्स लिमिटेडला अचल मालमत्तेच्या विक्रीच्या खात्रीनंतर पंधराव्या दिवशी किंवा त्याआधी अथवा कायद्यातील तरतुर्दीनुतार अशा विस्तारित कालावधीत दिली जाईल.
- 6. मालमत्तेचे निरिक्षण किंवा आणखी माहितीसाठी, संभाव्य बोलीदारांनी अधिकृत अधिकाऱ्यांना संपर्क करावा म्हणजे मालमत्तेचे निरिक्षण किंवा आणखी माहिती, संभाव्य बोलीदारांनी अधिकृत अधिकाऱ्यांना म्हणजे ''नाव – सनील निकम, संपर्क क्रमांक – 8424870093 पत्ताः एल&टी फायनान्स लि. – ऑफिसः 6वा मजला, बृंदावन बिल्डिंग, प्लॉट नं. 177, कलिना, सीएसटी रोड, मर्सिडीस शोरुमजवळ, साताक्रझ (पूर्व), मुंबई – 400098, आणि अकीत विग, संपर्क क्रमाक – 8668943242, एल&टी फायनान्स लि. – ऑफिस: 6वा मजला, बृंदावन बिल्डिंग, प्लॉट नं. 177, कलिना, सीएसटी रोड, मर्सिंडीस **शोरुमजवळ, सांताकूझ (पूर्व), मुंबई – 400098.** या पत्त्यावर संपर्क साधावा. लिलावाच्या कोणत्याही टप्प्यावर, अधिकृत अधिकारी बोली/प्रस्ताव स्विकारू/नाकारू/बद्दल/रद्ध कर शकतात किंवा कोणतेही कारण न देता आणि पूर्वसूचना न देता लिलावपूढे नेऊ शकतात.
- 7. यशस्वी खरेदीदार/बोली लावणार हे लाग कायद्यानसार सदर मालमत्ता त्याच्या /तिच्या/त्याच्या नावे कन्वेड /डिलिवर्ड करून घेण्यासाती भरणे आवश्यक असलेले कोणतेही वैधानिक थकबाकी, कर, शल्क, मदाक शलक . नोंदणी शलक इ. याचे वहन करतील
- 8. कर्जदार/हमीदार, जे सदर थकबाकीकरिता उत्तरदायी आहेत, ते सदर विक्री नोटीस ही अनामत व्याज (सक्तवसुठी) अधिनियमाच्या नियम 8(6) खाली वर उल्लेखित जाहीर ई–लिलाव विक्रीच्या आयोजनाबाबत
- कर्जदार (एक/अनेक)/सह-कर्जदार (एक/अनेक)/गॅरेंटर (एक/अनेक)/मॉटींजर (एक/अनेक) ह्यांना इथे कळवण्यात येत आहे की सदर जाहीर ई-लिलावाच्या तारखेआधी वर दिलेली संपूर्ण थकबाकी
- भरावी, अन्यथा सरफेसी कायदा, 2002 मधील तरतुदींनुसार एल&टी फायनान्स लि. सदर मालमत्ता विकेल. 10. कर्जदार (एक/अनेक)/सह-कर्जदार (एक/अनेक)/ गेरिंटर (एक/अनेक)/ मॉर्टोजर (एक/अनेक)/ सामान्य जनता ह्यांना प्रतिबंध करण्यात येत आहे की एल&टी फायनान्स लिमिटेडची पूर्व लेखी समती

मिळाल्याशिवाय सचनेतील सिक्यअर्ड मालमत्ता विकी. लीज किंवा इतर प्रकार हस्तातरीत करू नये.

दिनाक: 24.11.2022 ठिकाण: मुंबई

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अधिकृत अधिकारी करिता एल&टी फायनान्स लिमिटेड



**IIFL WEALTH PRIME LIMITED** 

(Formerly known as IIFL Wealth Finance Limited) CIN: U65990MH1994PLC080646

Address: 6th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013, Maharashtra, India. | Tel: (91-22) 4876 5600; Fax: (91-22) 4875 **56**06 Email id: nbfc-compliance@iiflw.com | www.iiflwealthprime.com

#### हस्तांतरितकरता न येणाऱ्या डिबेंचरच्या पर्यायांकरिता सूचना

येथे सेबी( इश्यु न्ड लिस्टिंग ऑफ़ नॉन-कन्वर्टिबल सिक्युरिटीज) च्या नियम, २०२१ आणि आयआयएफएल वेल्थ प्राईम लिमिटेड (कंपनी) च्या माहिती पत्रक/प्रकटीकरण दस्तावेजानुसार,आयएसआयएन:आयएनई२४८यु०७सीटी८ (आयएनसीएस०१) चे नॉन–कन्वर्टिबल डिबेंचर्स (एनसीडी) विविध टप्यात परत केले जाणार आहेत, त्याकरिता डिबेंचर धारकांकडे त्याबाबतीत खालील पर्याय उपलब्ध आहेत, ज्याकरिताची तपशीलवार माहिती देण्यात आ**लेली** आहे:

आयएसआयएन	आय एन इ २४८ यू ०७ सी ट ८		
फ़ेस व्हॅल्यु	₹. १,००,०००/-		
परिपक्कता दिनांक	मार्च २९,२०३०		
व्याज देण्याचा दिवस	परिपक्कतेच्या/परतावा देण्याचा दिवस		
नोंदणीकृत दिनांक	डिसेंबर १२, २०२२		
सूचना/ कृतीचा दिवस	पर्याय तारखेच्या, म्हणजे डिसेंबर ६, २०२२ च्या १५ व्यावसायिक दिवस आधी		
पर्याय	गुंतवणूकदारास पर्याय हा पर्यायी तारखेच्या दिवशी पर्यायी किंमतीसह उपलब्ध असेल		
पर्याय दिनांक	डिसेंबर २७, २०२२		
र्याया नंतर ची किंमत (डिबेंचर पुर्वी) इ. १,५०,०००/-			

- **१. नोंदणी दिनांक:** वरील तक्त्यामध्ये दिलेल्या पर्याय दिनांकानुसार डेबेंचर धारकांच्या पात्रतेकरिता नोंदणी दिनांक दिली जाईल
- २. परताचा रक्कम: पर्यायी दिनांकाचा वापर केल्यानंतर, डिबेंचर धारकांना आपल्या एनसीडीची किंमत त्याच्या फ़ेस व्हॅल्यु नुसार रू.१,००,०००/- व्याजाच्या रकमेसह एकत्रितपणे पर्याय किंमतीनुसार दिली जाईल
- **३. देय देण्याची तारीख:** डिबेंचर धारकांची रक्कम, नोंदणी तारखेनुसार, पर्यायी किंमतीसह त्यांच्या संबंधित बँकेच्या खात्यामध्ये, डिपॉझिटरीच्या नावे असलेल्या लाभदायी उपस्थितीनुसार डिसेंबर २७,२०२२ पर्यंत
- ४. संपर्क तपशील: कोणत्याही प्रकारचे प्रश्न असल्यास आमच्या treasuryops@iiflw.com आणि/किंवा amil.dabhade@linkintime.co.in येथे संपर्क साधावा.

डिबेंचर धारकांना वैयक्तिक स्तरावर ही सूचना पाठविली जाणार आहे, तसेच ती कंपनीच्या संकेतस्थळावर म्हणजे www.iiflwealthprime.com येथे देखील उपलब्ध असेल, या शिवाय ही सूचना www.bseindia.com या बीएसई लिमिटेडच्या संकेतस्थळावर देखील उपलब्ध असेल.

> आयआयएफ़एल वेल्थ प्राईम लिमिटेडकरिता अमित भंडारी

स्थळ: मुंबई कंपनी सचिव आणि अनुपालन अधिकारी नारीख: नोव्हेंबर २२, २०२२ (A 25871)

Sr. No.	Details	Price per share in INR	
a.	Highest negotiated price per share of the Target Company under the agreement attracting the obligation to make the Open Offer	Not Applicable	
b.	Volume Weighted Average Market Price per equity share of the Target Company (having a face value of INR 10 (Indian Rupees Ten only) each), paid or payable by the Acquirer or any person acting in concert with the Acquirer, during the 52 (fifty-two) weeks immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or decision to make the primary acquisition is announced in the public domain	Not Applicable	
C.	Highest price paid or payable for any acquisition by the Acquirer or PACs, during the 26 (twenty-six) weeks immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or decision to make the primary acquisition is announced in the public domain	Not Applicable	
d.	Highest price paid or payable for any acquisition by the Acquirer or PACs, between (a) the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, and (b) the date of the public announcement of the Open Offer	Not Applicable	
e.	Volume Weighted Average Market Price per equity share of the Target Company (having a face value of INR 10 (Indian Rupees Ten only) each) for a period of sixty (60) trading days immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, (i.e. during the period November 30, 2021 to February 22, 2022), as traded on the NSE, being the stock exchange where the maximum volume of trading in the equity shares of the Target Company is recorded during such period.	INR 236 (Indian Rupeet Two Hundred and Thirty -six only)	
f.	Price per equity share of the Target Company (having a face value of INR 10 (Indian Rupees Ten) each) taken into account for the acquisition, as per the requirements of Regulation 8(5) of the SEBI SAST Regulations	INR 275 (Indian Rupees Two Hundred and Seventy Five only) (1) (4)	
g.	Price at (f) above including interest in terms of Regulation 8(12) of the SEBI SAST Regulations	INR 295.65 (Indian Rupees Two Hundred and Ninety Five and Six Five paise only) (III)	

November 22, 2022

- (i) In terms of Regulation 8(5) of the SEBI SAST Regulations, an indirect acquisition where: (a) the proportionate net asset value of the target company, as a percentage of the consolidated net asset value of the entity or business being acquired; (b) the proportionate sales turnover of the target company, as a percentage of the consolidated sales turnover of the entity or business being acquired; or (c) the proportionate market capitalization of the target company, as a percentage of the enterprise value for the entity or business being acquired, is in excess of 15%, on the basis of the most recent audited annual financial statements, the acquirer is required to compute and disclose the per equity share value of the target company. As per certificate dated February 22, 2022 from B.B. & Associates, the proportionate market capitalization of the Target Company as a percentage of the enterprise value of the entity or business being acquired is in excess of 15%
- (ii) The Acquirer and PACs have taken into account a per share price of INR 275 (Indian Rupees Two Hundred and Seventy-Five) for the acquisition of the Target Company for the Underlying Transaction. This per equity share value for the Target Company has been determined based on the 16.5% (sixteen point five percent) premium to Volume Weighted Average Price of equity shares of the Target Company on NSE for a period of 60 (sixty) trading days immediately preceding the date when Acquirer executed definitive documents for the Underlying Transaction (i.e. during the period November 30, 2021 to February 22, 2022). The Offer Price is at 2.7% (two point seven percent) premium to the 3 (three) month high of the traded price of the equity shares of the Target Company on NSE
- (iii) In accordance with Regulation 8(12) of the SEBI SAST Regulations, the offer price is required to be enhanced by an amount 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 (being February 22, 2022 and the date of the detailed public statement, provided such period is more than 5 (five) Working Days. Accordingly, the price per Equity Share ascribed under (g) above, has been enhanced by INR 20.65 (Indian Rupees Twenty and Sixty Five Paise) per Equity Share, at the rate of 10% (ten per cent) per annum for the period between the date on which the Acquirer executed the Merger Agreement and the date of publication
- In view of the parameters considered and presented in the table in paragraph 5 above, the Offer Price, under Regulation 8(3) read with Regulation 8(5) of the SEBI SAST Regulations, is INR 295.65 (Indian Rupees Two Hundred Ninety-Five and Sixty Five Paise only) per Equity Share, and the same has been certified by B.B. & Associates, Chartered Accountants, through their certificates dated February 22, 2022 and dated November 22, 2022. Accordingly, the Offer Price is justified in terms of the SEBI SAST Regulations.
- Since the date of the Public Announcement, there have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI SAST Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights issue, split, consolidation, payment of dividend, demergers, reduction of capital, etc. where the record date for effecting such corporate actions falls within 3 (three) Working Days prior to the commencement of Tendering Period of the Offer. As on the date of this DPS, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer
- In terms of Regulations 18(4) and 18(5) of the SEBI SAST Regulations, the Acquirer is permitted to revise the Offer Price or the size of the Offer at any time prior to commencement of the last 1 (one) Working Day before the commencement of the Tendering Period. In the event of such revision, the Acquirer and PACs shall (i) make corresponding increase to the escrow amount; (ii) make announcement of such revision in the same newspapers in which this DPS has been published; and (iii) simultaneously notify BSE, NSE, SEBI and the

Price or size of the Open Offer, the Acquirer and the PACs shall comply with Regulation 18 of the SEBI SAST

- Target Company at its registered office of such revision. If the Acquirer or the PACs acquire Equity Shares of the Target Company during the period of 26 (twenty-six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers and the PACs shall pay the difference between the highest acquisition price and the Offer Price to each of the Public Shareholders whose Equity Shares have been accepted in the Offer, within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI SAST Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form. Further, the Acquirer and the PACs shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period and until the
- expiry of the Tendering Period. Increase in the Offer Price, if any, on account of future purchases or competing offers, will be done only up to the period prior to 1 (one) working day before the date of commencement of the tendering period and would be notified to shareholders of the Target Company

## **FINANCIAL ARRANGEMENTS**

- The total funding requirement for this Offer is INR 411,44,65,259.40 (Indian Rupees Four Hundred and Eleven Crore Forty Four Lakhs Sixty Five Thousand and Two Hundred and Fifty Nine and Forty Paise only) assuming full acceptance of this Offer ("Maximum Open Offer Consideration").
- The Acquirer and PACs have confirmed that they collectively have adequate resources for fulfilling the payment obligations under this Open Offer in terms of Regulation 25(1) of the SEBI SAST Regulations and the Acquirer and PACs are able to implement this Open Offer. The source of funds is foreign funds.

- In accordance with Regulation 17(4) of the SEBI SAST Regulations, the Acquirer, the PAC 2, PAC 3, Manager to the Offer and ICICI Bank Limited ("Escrow Bank") acting through its branch at Capital Market Division, 5th Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400 020 Maharashtra, India have entered into an Escrow Agreement dated November 17, 2022 ("Escrow Agreement"). Pursuant to the Escrow Agreement, the PAC 2 has opened escrow accounts (i) under the name and title of "Federal-Mogul - Open Offer Escrow Account" bearing account number 000405137204 and (ii) under the name and title of "Federal-Mogul - Open Offer Special Escrow Account" bearing account number 001105036567 (collectively "Escrow Accounts") with
- PAC 3 has furnished bank guarantee dated November 18, 2022 from Axis Bank Limited (having its registered office at Trishul, 3rd Floor, Opposite Samartheswar Temple, Law Garden, Ellis Bridge, Ahmedabad - 380006, India and acting through its branch at CBB Bangalore Branch, Nitesh Times quare, Level – 3, No. 8, M.G.Road, Bangalore, Karnataka - 560001 having bank guarantee number 1541FBG220286 of an amount of INR 411,54,27,988 (Indian Rupees Four Hundred Eleven Crores Fifty Four Lakhs Twenty Seven Thousand Nine Hundred Eighty Eight only), which is in compliance with the requirements specified under the second proviso to Regulation 17(1) of the SEBI (SAST) Regulations in favor of the Manager to the Open Offer ("Bank Guarantee"). The Bank Guarantee is valid up to the earlier of: (a) May 16, 2023, or (b) 30 days after the completion of the payment of consideration to shareholders who have tendered their shares in acceptance of the Open Offer. The Manager to the Open Offer has been duly authorised to realise the value of the aforesaid Bank Guarantee in terms of the SEBI (SAST) Regulations. PAC 3 has undertaken to extend the validity of the Bank Guarantee or make other arrangements for such period as may be required, in accordance with the SEBI (SAST) Regulations, such that the Bank Guarantee shall be valid for at least 30 (thirty) days after completion of payment of consideration to shareholders who have tendered their shares in acceptance of the Open Offer. The bank issuing the Bank Guarantee is neither an associate company nor a group company of the Acquirer and PACs or the Target Company. Further, PAC 2 has also made a cash deposit of INR 4,11,54,280.40 (Indian Rupees Four Crore Eleven Lakhs Fifty Four Thousand Two Hundred Eight and Forty Paisa only), being in excess of 1% (one percent) of the Maximum Open Offer Consideration in the Escrow Account in accordance with the Regulation 17(4) of the SEBI SAST Regulations. In terms of the Escrow Agreement, the Manager has been authorized to operate the Escrow Account in accordance with the SEBI (SAST) Regulations. The cash deposit has been confirmed by the Escrow Agent by way of a confirmation letter dated November 18, 2022.
- The Manager to the Open Offer has been duly authorised by the Acquirer, PAC 2 and PAC 3 to operate and realise monies lying to the credit of the Escrow Account, in terms of the SEBI SAST Regulations.
- Based on the above, the Manager to the Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer along with PACs to implement the Offer in accordance with the SEBI SAST Regulations, and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Offer obligations.
- In case of any upward revision in the Offer Price or the Offer Size, the cash in the Escrow Account, shall be increased by Acquirer and/or the PACs in terms of Regulation 17(2) of the SEBI SAST Regulations, prior to

# STATUTORY AND OTHER APPROVALS

- As on the date of this DPS, to the best knowledge of the Acquirer and the PACs, there are no statutory approvals required by the Acquirer and / or the PACs to complete this Open Offer. However, in case of any further statutor approvals being required by the Acquirer and / or the PACs, at a later date, this Open Offer shall be subject to such approvals and the Acquirer and / or the PACs shall make the necessary applications for such approvals
- As provided in paragraph G(6) of Section I (Acquirer, PACs, Sellers, Target Company and Offer), the Competition Commission of India approved the Underlying Transaction and the Open Offer on June 30, 2022.
- In case of delay or non-receipt of any statutory approvals required by the Acquirer and  $\prime$  or the PACs, as per Regulation 18(11) of the SEBI SAST Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer or PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders of the Target Company who validly tender their shares in the Offer at such rate as may be specified by SEBI. Where the statutory approvals extend to some but not all Public Shareholders of the Equity Shares, the Acquirer shall have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.
- If Public Shareholders, who are not persons resident in India (including NRIs, OCBs and FIIs / FPIs), had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such prior approvals, that they would have obtained for acquiring / holding the Equity Shares, in order to tender the Equity Shares held by them in this Open Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered in this Open Offer.
- The Acquirer and the PACs will have the right to withdraw this Open Offer in accordance with Regulation 23 of the SEBI SAST Regulations, in the event the statutory approvals if any, relating to this Open Offer are not received or are refused for any reason. In the event of withdrawal of this Open Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its reaistered office.

## VII. TENTATIVE SCHEDULE OF ACTIVITY

No.	Name of Activity	Schedule of Activities (Day and Date) <sup>#</sup>
1.	Issue of Public Announcement	Wednesday, February 23, 2022
2.	Date of completion of Underlying Transaction	Thursday, November 17, 2022
3.	Publication of this DPS in newspapers	Thursday, November 24, 2022
4.	Filing of the draft Letter of Offer with SEBI	Thursday, December 1, 2022
5.	Last date for public announcement for competing offer(s)	Thursday, December 15, 2022
6.	Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Thursday, December 22, 2022
7.	Identified Date*	Monday, December 26, 2022
8.	Last date for dispatch of the Letter of Offer to the Shareholders of the Target Company whose names appear on the Register of Members on the Identified Date	Monday, January 2, 2023
9.	Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Shareholders of the Target Company for this Offer	Wednesday, January 4, 2023
10.	Last date for upward revision of the Offer Price and/or the Offer Size	Friday, January 6, 2023
11.	Date of publication of Offer opening public announcement, in the newspapers in which this DPS has been published	Friday, January 6, 2023
12.	Date of commencement of the Tendering Period ("Offer Opening Date")	Monday, January 9, 2023
13.	Date of closure of the Tendering Period ("Offer Closing Date")	Monday, January 23, 2023
14.	Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Shareholders of the Target Company	Tuesday, February 7, 2023
15.	Last date for publication of post-Offer public announcement in the newspapers in which this DPS has been published	Tuesday, February 14, 2023
16.	Last date for filing the post Offer report with SEBI	Tuesday, February 14, 2023

Letter of Offer will be dispatched. It is clarified that all Public Shareholders (registered or unregistered) of Equity Shares (except the Acquirer, the PACs, members of the promoter group, the persons deemed to be acting in concert with the Acquirer and the PACs, the parties to the Underlying Transaction and the persons deemed to be acting in concert with such parties) during the Tendering Period are eligible to participate in the Open Offer at any time before the Offer Closing Date, subject to Part VI (Statutory and Other Approvals) above

<sup>#</sup> The above timelines are indicative and have been prepared on the basis of timelines provided under the SEBI SAST Regulations and are subject to receipt of relevant approvals from various statutory/ regulatory authorities and may have to be revised accordingly.

#### PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

- Subject to Part VI (Statutory and Other Approvals) above, all the Public Shareholders of the Target Company, holding the Equity Shares in dematerialized form or physical form, registered or unregistered are eligible to participate in this Open Offer during the Tendering Period.
- $Persons\ who\ have\ acquired\ the\ Equity\ Shares\ but\ whose\ names\ do\ not\ appear\ in\ the\ register\ of\ members\ of\ the$ Target Company on the Identified Date or unregistered owners or those who have acquired Equity Shares after the Identified Date or those who have not received the Letter of Offer, may participate in this Open Offer (subject to Part VI (Statutory and Other Approvals) above and provided that they are not parties to the Underlying Transaction, or actual or deemed persons acting in concert with such parties).
- PAC 2 is not a person resident in India under applicable Indian foreign exchange control regulations. PAC 2 is disclosed as promoter of the Target Company. The Acquirer and PAC 2 are in control over the Target Company at the time of acquiring the Offer Shares. Hence, PAC 2 is permitted to acquire the Equity Shares of the Target Company on the floor of the recognized stock exchanges in India, as per applicable Indian foreign exchange control regulations. Therefore, the Open Offer will be implemented by PAC 2 through stock exchange mechanism made available by stock exchanges in the form of a separate window, as provided under the SEBI SAST Regulations and SEBI circulars CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, in each case as amended from time to time. Further details regarding the same, shall be available in the Letter of Offer to be dispatched to all the Public
- National Stock Exchange of India Limited shall be the designated stock exchange ("Designated Stock Exchange") for the purpose of tendering Equity Shares in the Open Offer.

  The Acquirer has appointed BofA Securities India Limited ("Buying Broker") as their broker for the Open Offer
- through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The  $contact\,details\,of\,the\,Buying\,Broker\,are\,as\,mentioned\,below.$

Name: BofA Securities India Limited Address: Ground Floor, "A" Wing One BKC, "G" Block Bandra Kurla Complex Bandra (East), Mumbai - 400 051

Maharashtra, India Contact Person: Navodita Gupta / Prasad Deshmukh

Tel: +91 (0)22 66328000 Fax: +91 (0)22 67762343

- Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stockbrokers ("Selling Broker") within the normal trading hours of the secondary market, during the The acquisition window will be provided by the Designated Stock Exchange to facilitate placing of sell orders.
- The Selling Broker can enter orders for dematerialized Equity Shares.
- Procedure to be followed by Public Shareholders holding Equity Shares in physical form:
- In accordance with the Frequently Asked Questions issued by SEBI, "FAQs Tendering of physical shares in buyback offer / open offer / exit offer / delisting" dated February 20, 2020 and in light of the FAQs dated July 02, 2020, Public Shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI SAST Regulations. The procedure for tendering to be followed by Public Shareholders holding Equity Shares in the physical form shall be available in the Letter of Offer to be dispatched to all the Public Shareholders. The detailed procedure for tendering the shares in the Open Offer will be available in the Letter of Offer, which
- shall be available on SEBI's website (www.sebi.gov.in). Equity Shares should not be submitted/tendered to the Manager, the Acquirer, the PACs or the Target Company.
- OTHER INFORMATION
- The Acquirer, the PACs and their respective directors (if applicable) accept full responsibility for the information contained in the Public Announcement and this DPS (other than such information as has been obtained from public sources or provided or relating to and confirmed by the Target Company, which has not been independently verified by the Acquirer, the PACs and the Manager to the Offer), and any subsequent
- amendments thereto, and undertake that they are aware of and shall be jointly and severally responsible for the fulfilment of obligations under the SEBI SAST Regulations in respect of this Open Offer. The information pertaining to the Target Company contained in the PA or the DPS or the draft letter of offer or the Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company, as the case may be, or publicly available sources, which has not been independently verified by the Acquirer or the PACs or the Manager. The Acquirer, the PACs and the Manager do not accept any responsibility with respect to the information provided by
- the Target Company In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
- In this DPS, all references to "Re." and "Rs." and "INR" are references to the Indian Rupee(s).
- USD/INR exchange rate has been taken as of November 11, 2022 (unless otherwise stated): 1 USD = INR 80.6483 (Indian Rupees Eighty Point Six Four Eight Three) (Source: www.fbil.org.in).
- This DPS and the Public Announcement would also be available on SEBI's website (www.sebi.gov.in)
- The Acquirer has appointed BofA Securities India Limited as the Manager to the Open Offer, as per the details

## **BOFA SECURITIES INDIA LIMITED**

Address: Ground Floor, A wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra India Contact Person: Navodita Gupta / Prasad Deshmukh Tel: +91 (0)22 6632 8000 Fax: +91(0)22 6776 2343

E-mail: dg.FMGI\_offer@bofa.com Website: www.ml-india.com

SEBI Registration Number: INM000011625

The Acquirer has appointed Link Intime India Private Limited as the Registrar to the Offer, as per the details

## **LINK**Intime

## LINK INTIME INDIA PRIVATE LIMITED

Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Contact Person: Sumeet Deshpande Tel: +91 810 811 4949 Fax: +91 22 4918 6195 E-mail: fmgil.offer@linkintime.co.in Website: www.linkintime.co.in
SEBI Registration Number: INR000004058 Validity Period: Permanent CIN: U67190MH1999PTC118368

For and on behalf of Acquirer and PACs

Pegasus Holdings III, LLC (Acquirer) Pegasus Parent, L.P. (PAC 1)

Federal-Mogul Holdings, Ltd. (PAC 2)

Tenneco Inc. (PAC 3) Place: Mumbai

Date: November 23, 2022