

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS



(Please scan this QR code to view this Abridged Prospectus)

This is an abridged prospectus containing salient features of the red herring prospectus of Tenneco Clean Air India Limited (the "Company") dated November 05, 2025 filed with the Registrar of Companies, Tamil Nadu and Andaman at Chennai (the "RHP" or "Red Herring Prospectus") and the Preliminary Offering Memorandum dated November 05, 2025. You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the RHP. This abridged prospectus is not for distribution outside of India.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, the preliminary international wrap dated November 05, 2025 together with the RHP (the "Preliminary Offering Memorandum") (if outside India), this abridged prospectus ("Abridged Prospectus") and the general information document for investing in public offer ("GID") undertaken through the Book Building Process before applying in the Offer (as defined below). The investors are advised to retain a copy of the RHP/Abridged Prospectus for their future reference. You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchanges, Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Collecting Depository Participants ("CDPs"), Registered Brokers, Bankers to the Offer, Investors' Associations or Self Certified Syndicate Banks ("SCSBs"). You may also download the RHP from the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in, at the websites of National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), and together with NSE, the "Stock Exchanges" at www.nseindia.com and www.bseindia.com, respectively, and the website of our Company at www.tennecoindia.com and at the websites of the Book Running Lead Managers at <https://www.jmfi.com>, <https://www.citigroup.com/global/about-us/global-presence/india/disclaimer>, www.axiscapital.co.in and www.business.hsbc.co.in

TENNECO

TENNECO CLEAN AIR INDIA LIMITED

Corporate Identity Number: U29308TN2018FLC126510; **Date of Incorporation:** December 21, 2018

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
RNS2, Nissan Supplier Park SIPCOT Industrial Park, Oragadam Industrial Corridor Sriperumbudur Taluk, Kancheepuram District - 602 105, Tamil Nadu, India	10 th Floor, Tower B, Paras Twin Towers, Sector-54, Golf Course Road, Gurugram - 122 002, Haryana, India	Roopali Singh Company Secretary and Compliance Officer	Telephone: +91 124 4784 530 E-mail: TennecoIndiaInvestors@tenneco.com	www.tennecoindia.com

OUR PROMOTERS: TENNECO MAURITIUS HOLDINGS LIMITED, TENNECO (MAURITIUS) LIMITED, FEDERAL-MOGUL INVESTMENTS B.V., FEDERAL-MOGUL PTY LTD AND TENNECO LLC

DETAILS OF THE OFFER TO THE PUBLIC

Type	Fresh Issue Size	Offer for Sale size	Total Offer size	Eligibility	Share Reservation among QIB, NII and RIB		
					QIBs	NIIs	RIIs
Offer for Sale	Not applicable	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 36,000.00 million	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 36,000.00 million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). For details, see "Other Regulatory and Statutory Disclosures - Eligibility for the Offer" on page 545 of the RHP. For details of share reservation among QIBs, NIIs and RIIs, see "Offer Structure" beginning on page 572 of the RHP.	Not more than 50% of the Offer shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the Net QIB Portion.	Not less than 15% of the Offer or the Offer less allocation to QIBs and RIIs, subject to the following: (a) one-third of the portion available to NIIs shall be reserved for bidders with an application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-third of the portion available to NIIs shall be reserved for bidders with application size of more than ₹1.00 million. provided that the unsubscribed portion in either of the subcategories specified above may be allocated to Bidders in the other sub-category of NIIs.	Not less than 35% of the Offer or Offer less allocation to QIBs and RIIs will be available for allocation.

The Equity Shares are proposed to be listed on the Stock Exchanges being BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") together with BSE, the "Stock Exchanges". For the purposes of the Offer, NSE shall be the Designated Stock Exchange.

DETAILS OF THE PROMOTER SELLING SHAREHOLDER, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

Name of the Selling Shareholder	Type	Maximum Number of Offered Shares	Weighted Average Cost of Acquisition Per Equity Share (₹) ⁽¹⁾
Tenneco Mauritius Holdings Limited	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 36,000.00 million	138.14

(1) As certified by B.B. & Associates (FRN No. 023670N), Chartered Accountants, by way of their certificate dated November 05, 2025.

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Price Band [#]	₹ 378 per Equity Share to ₹ 397 per Equity Share of face value of ₹ 10/- each
Minimum Bid Lot Size	37 Equity Shares and in multiples of 37 Equity Shares thereafter
Bid/Offer Opens On ⁽¹⁾	Wednesday, November 12, 2025
Bid/ Offer Closes On ⁽²⁾	Friday, November 14, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, November 17, 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Monday, November 17, 2025
Credit of Equity Shares to demat accounts of Allottees	On or about Tuesday, November 18, 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, November 19, 2025

[#] For details of price band and Basis for Issue Price, please refer to pre offer and price band advertisement and page 165 of the RHP.

(1) Our Company in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

(2) UPI mandate end time and date shall be at 5:00 pm on Bid/Offer Closing Date.

TENNECO CLEAN AIR INDIA LIMITED

3

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted partially allotted Bids, exceeding two Working Days from the Bid/offer Closing Date till the date of actual unblock, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from three Working Days from the Bid/offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, the Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance in accordance with the SEBI ICDR Master Circular.

WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN THE ONE YEAR, 18 MONTHS AND THREE YEARS PRECEDING THE DATE OF THE RED HERRING PROSPECTUS

Period	Weighted average cost of acquisition per Equity Share (in ₹)*	Cap Price is 'X' times the weighted average cost of acquisition	Range of acquisition price per Equity Share: lowest price - highest price (in ₹)
Last one year	294.83	1.35	288.85-397.00
Last 18 months	294.83	1.35	288.85-397.00
Last three years	294.83	1.35	288.85-397.00

* As certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), by way of their certificate dated November 05, 2025.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any other applicable law of the United States, and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in the Red Herring Prospectus as “U.S. QIBs”; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Red Herring Prospectus as “QIBs”) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and (ii) outside the United States in “offshore transactions” as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Offer Price, Floor Price and Cap Price, as determined by our Company, in consultation with the BRLMs on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process and in accordance with the SEBI ICDR Regulations and as stated in “Basis for Offer Price” beginning on page 165 of the RHP, should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 59 of the RHP.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges, Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Collecting Depository Participants (“CDPs”), Registered Brokers, Bankers to the Offer, Investors’ Associations or Self Certified Syndicate Banks underwriters (“SCSBs”).

If you wish to know about processes and procedures applicable to the Offer, you may request for a copy of the RHP and/or the GID from the Book Running Lead Managers or download it from the website of SEBI at www.sebi.gov.in, the websites of NSE and BSE at www.nseindia.com and www.bseindia.com respectively and the websites of Book Running Lead Managers at i.e., JM Financial Limited at www.jmfl.com; Citigroup Global Markets India Private Limited at <https://www.citigroup.com/global/about-us/global-presence/india/disclaimer>; Axis Capital Limited at www.axiscapital.co.in and HSBC Securities and Capital Markets (India) Private Limited at www.business.hsbc.co.in.

PAST PRICE INFORMATION OF BRLMs

Sr. No.	Issue name	Issue Name	+/- % change in closing price, +/- % change in closing benchmark		
			30 th calendar days from listing	90 th calendar days from listing	180 th calendar days from listing
1	Orkla India Limited	Citigroup	NA	NA	NA
2	Canara HSBC Life Insurance Company Limited	JM, HSBC	NA	NA	NA
3	Rubicon Research Limited	JM, Axis	NA	NA	NA
4	Canara Robeco Asset Management Limited	JM, Axis	NA	NA	NA
5	Wework India Management Limited	JM	NA	NA	NA
6	Urban Company Limited	JM	53.83% [1.01%]	NA	NA
7	Vikram Solar Limited	JM	-1.48% [1.40%]	NA	NA
8	JSW Cement Limited	JM, Citigroup, Axis	1.17% [1.96%]	NA	NA
9	LG Electronics India Limited	Citigroup, Axis	NA	NA	NA
10	Tata Capital Limited	Citigroup, Axis, HSBC	NA	NA	NA
11	Anthem Biosciences Limited	Citigroup	+43.54% [-0.68%]	+32.87% [+2.13%]	NA
12	Schloss Bangalore Limited	Citigroup, Axis	-6.86% [+3.34%]	-8.17% [-1.17%]	NA
13	Hexaware Technologies Limited	Citigroup	+3.45% [+1.12%]	+5.16% [+8.78%]	+1.31% [+7.41%]
14	Atlanta Electricals Limited	Axis	+27.82% [+5.30%]	NA	NA
15	Euro Pratik Sales Limited	Axis	+3.08% [+2.68%]	NA	NA
16	Bluestone Jewellery And Lifestyle Limited	Axis	+15.13% [+1.40%]	NA	NA
17	National Securities Depository Limited	HSBC, Axis	+54.48% [+0.22%]	+20.27% [+4.26%]	NA
19	Travel Food Services Limited	HSBC	+54.48% [+0.22%]	+22.22% [+0.81%]	NA

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

20	HDB Financial Services Limited	HSBC	+2.51%, [-2.69%]	+1.10%, [-3.22%]	NA
21	Belrise Industries Limited	HSBC, Axis	+14.08%, [+3.22%]	+58.30%, [+0.87%]	NA
22	Ather Energy Limited	HSBC, Axis	-4.30%, [+0.99%]	+8.19%, [+0.76%]	+115.56%, [+5.51%]

Source: www.bseindia.com and www.nseindia.com

1. Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial by each BRLMs with common issues disclosed once

2. Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable.

3. Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.

4. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

5. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from date has not elapsed for few of the above issues, data for same is not available.

6. NA means Not Applicable - period not completed listing

For further details, please refer to "Other Regulatory and Statutory Disclosures - Price information of past issues handled by the Book Running Lead Managers (during current Financial Year and two Financial Years preceding the current Financial Year)" on page 556 of the RHP.

BOOK RUNNING LEAD MANAGERS

JM Financial Limited Tel: +91 22 6630 3030 E-mail: tenneco.ipa@jmfml.com Investor grievance e-mail: grievance.ibd@jmfml.com	Citigroup Global Markets India Private Limited Tel: +91 22 6175 9999 E-mail: tenneco.ipa@citi.com Investor grievance e-mail: investors.cgmib@citi.com	Axis Capital Limited Tel: +91 22 4325 2183 E-mail: tenneco.ipa@axiscap.in Investor Grievance E-mail: complaints@axiscap.in	HSBC Securities and Capital Markets (India) Private Limited Tel: +91 22 6864 1289 E-mail: tennecoipo@hsbc.co.in Investor grievance e-mail: investorgrievance@hsbc.co.in
---	---	--	---

Name of Syndicate Members	JM Financial Services Limited
Name of Registrar to the Offer	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Tel: +91 81081 14949; E-mail: tennecocleanair.ipa@in.mpmms.mufg.com; Investor grievance e-mail: tennecocleanair.ipa@in.mpmms.mufg.com
Name of Statutory Auditors	Deloitte Haskins & Sells LLP, Chartered Accountants
Name of Credit Rating Agency and the rating or grading obtained, if any	As the Offer is an offer for sale of Equity Shares, credit rating is not required.
Name of Debenture Trustee	As the Offer is an offer for sale of Equity Shares, no debenture trustee has been appointed for the Offer.
Self Certified Syndicate Banks or SCSB(s)	The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than UPI Bidders), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34 , or at such other websites as may be prescribed by SEBI from time to time.
Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism	In accordance with, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and the SEBI ICDR Master Circular, UPI Bidders may only apply through the SCSBs and mobile applications whose names appear on the website of the SEBI which may be updated from time to time. A list of SCSBs and mobile applications, using the UPI handles and which are live for applying in public issues using UPI mechanism is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=43 , respectively, as updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Syndicate SCSB Branches	In relation to Bids (other than Bids by Anchor Investors and RILs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35) and updated from time to time or any other website as may be prescribed by SEBI from time to time or such other website as may be prescribed by SEBI from time to time.
Registered Brokers	Bidders (other than RIBs) can submit ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com , as updated from time to time.
Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable:	The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , respectively, as updated from time to time. For further details, see "Offer Procedure" on page 576 of the RHP.

PROMOTERS OF OUR COMPANY

Sr. No	Name	Individual/ Corporate	Experience and Corporate Information
1	Tenneco Mauritius Holdings Limited ("TMHL")	Corporate	TMHL was incorporated as a private company limited by shares under the laws of Mauritius on September 22, 1999, having company no. 23063/5187. Its registered office is located at C/o IQEQ Corporate Services (Mauritius) Limited, 33 Edith Cavell Street, Port Louis - 11324, Mauritius. TMHL is engaged in investment holding activities.
2	Tenneco (Mauritius) Limited ("TML")	Corporate	TML was incorporated as 'Thibault Investments Limited' a private company limited by shares under the laws of Mauritius on May 4, 1995, having company no. 14632/1837. Subsequently, it changed its name to 'Tenneco (Mauritius) Limited' pursuant to certificate of incorporation dated April 23, 1996. Its registered office is located at c/o IQ EQ Corporate Services (Mauritius) Limited, 33 Edith Cavell Street, 11324 Port Louis, Mauritius. TML is engaged in investment holding activities.
3	Federal-Mogul Investments B.V. ("FM Investments B.V.")	Corporate	FM Investments B.V. was incorporated as a private limited company under the laws of Netherlands on March 9, 1998, having company no. 33300840. Its registered office is located at Prins Mauritslaan 37, 1171LP, Badhoevedrop, Netherlands. FM Investments B.V. is engaged in the business of financial holdings.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Sr. No	Name	Individual/ Corporate	Experience and Corporate Information
4	Federal-Mogul Pty Ltd ("FM Pty Ltd")	Corporate	FM Pty Ltd was incorporated as 'Champion Spark Plug Co (Aust) Pty Ltd.', an Australian proprietary company limited by shares under the laws of Australia on October 15, 1953, with registration no. 000 123 820. Subsequently, it changed its name to Cooper Automotive Pty Ltd. on August 30, 1996 and further to Federal-Mogul Pty Ltd on December 31, 1998. Its registered office is located at 1 Garrett Avenue, Glenhaven NSW 2156, Australia. FM Pty Ltd is an investment holding company.
5	Tenneco LLC	Corporate	Tenneco LLC was incorporated as 'New Tenneco Inc.' a corporation under the laws of Delaware on August 26, 1996, with employer identification no. 76-0515284. Subsequently, it changed its name to 'Tenneco Inc.' pursuant to a certificate of amendment dated December 11, 1996, and to 'Tenneco Automotive Inc.' pursuant to a certificate of ownership dated November 5, 1999 and thereafter, it changed its name to 'Tenneco Inc.' pursuant to a certificate of ownership dated October 27, 2005. On October 1, 2018, Federal-Mogul LLC (formerly known as Federal-Mogul Corporation) was merged into Tenneco Inc. Tenneco Inc. was converted to Tenneco LLC pursuant to its certificate of conversion and certificate of formation each dated April 30, 2025. Its registered office is located at c/o Corporate Creations Network, 1521 Concord Pike, Suite 201, Wilmington, New Castle County, Delaware 19803 USA. Tenneco LLC designs, manufactures and markets automotive products for original equipment and aftermarket customers.

For details in respect of our Promoters, please see the section titled *"Our Promoters and Promoter Group"* beginning on page 361 of the RHP.

BUSINESS OVERVIEW AND STRATEGY

Company Overview: We are part of the Tenneco Group, a U.S. headquartered key global Tier I automotive component supplier (Source: CRISIL Report). We manufacture and supply critical, highly engineered and technology intensive clean air, powertrain and suspension solutions tailored for Indian OEMs and export markets.

Product/Service Offering: Clean Air & Powertrain Solutions and Advanced Ride Technologies

Revenue segmentation by product/service offering:

	For the three months ended June 30, 2025				For the three months ended June 30, 2024			
	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations
<i>Business Division</i>								
Clean Air & Powertrain Solutions	6,044.11	51.81%	7,234.96	56.28%	5,842.26	53.85%	7,700.74	60.60%
Advanced Ride Technologies	5,621.25	48.19%	5,621.25	43.72%	5,006.98	46.15%	5,006.98	39.40%
Total	11,665.36	100.00%	12,856.21	100.00%	10,849.24	100.00%	12,707.72	100.00%

	For Fiscal 2025				For Fiscal 2024				For Fiscal 2023			
	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations
<i>Business Division</i>												
Clean Air & Powertrain Solutions	23,019.60	52.55%	28,122.69	57.51%	24,041.02	56.32%	36,031.07	65.90%	21,149.79	54.20%	30,403.47	62.98%
Advanced Ride Technologies	20,781.61	47.45%	20,781.61	42.49%	18,645.05	43.68%	18,645.05	34.10%	17,870.21	45.80%	17,870.21	37.02%
Total	43,801.21	100.00%	48,904.30	100.00%	42,686.07	100.00%	54,676.12	100.00%	39,020.00	100.00%	48,273.68	100.00%

Geographies Served: In the three months ended June 30, 2025 and 2024 and Fiscal 2025, 2024 and 2023, we exported products to 18, 18, 20, 22, and 21 countries, respectively, including Argentina, Brazil, China, Czech Republic, Poland, Germany, Belgium, Indonesia, Thailand, Japan, Turkey, South Korea, Mexico, South Africa, the U.K., the U.S. and Vietnam.

Revenue segmentation by geographies:

	For the three months ended June 30, 2025				For the three months ended June 30, 2024			
	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations
Domestic	10,673.97	91.50%	11,844.05	92.13%	10,276.13	94.72%	12,107.96	95.28%
Export	933.58	8.00%	954.35	7.42%	522.25	4.81%	548.90	4.32%
Other Operating revenue	57.81	0.50%	57.81	0.45%	50.86	0.47%	50.86	0.40%
Total	11,665.36	100.00%	12,856.21	100.00%	10,849.24	100.00%	12,707.72	100.00%

	For Fiscal 2025				For Fiscal 2024				For Fiscal 2023			
	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations
<i>Geography</i>												
Domestic	40,765.43	93.07%	45,777.05	93.61%	40,343.94	94.51%	52,169.91	95.42%	35,733.20	91.58%	44,944.71	93.10%
Export	2,830.45	6.46%	2,921.92	5.97%	2,159.67	5.06%	2,323.75	4.25%	3,000.15	7.69%	3,042.32	6.30%
Other Operating revenue	205.33	0.47%	205.33	0.42%	182.46	0.43%	182.46	0.33%	286.65	0.73%	286.65	0.60%
Total	43,801.21	100.00%	48,904.30	100.00%	42,686.07	100.00%	54,676.12	100.00%	39,020.00	100.00%	48,273.68	100.00%

Key Performance Indicators: Details of our KPIs as of and for the three months ended June 30, 2025 and June 30, 2024 and Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, is set out below:

Metric	Unit	As at and for the three months ended June 30,		As at and for the Fiscal		
		2025*	2024*	2025	2024	2023
<i>Financial metrics</i>						
Value added Revenue (VAR) ¹	₹ million	11,665.36	10,849.24	43,801.21	42,686.07	39,020.00

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Metric	Unit	As at and for the three months ended June 30,		As at and for the Fiscal		
		2025*	2024*	2025	2024	2023
VAR Growth (%) ²	%	7.52%	NA	2.61%	9.40%	NA
Revenue from Operations ³	₹ million	12,856.21	12,707.72	48,904.30	54,676.12	48,273.68
Revenue Growth (%) ⁴	%	1.17%	NA	(10.56)%	13.26%	NA
EBITDA ⁵	₹ million	2,288.80	2,129.18	8,152.39	6,120.85	5,706.34
EBITDA Growth (%) ⁶	%	7.50%	NA	33.19%	7.26%	NA
EBITDA Margin (%) (Basis VAR) ⁷	%	19.62%	19.63%	18.61%	14.34%	14.62%
EBITDA Margin (%) (Basis Revenue from Operations) ⁸	%	17.80%	16.76%	16.67%	11.19%	11.82%
Profit After Tax (PAT) ⁹	₹ million	1,680.88	1,503.08	5,531.43	4,167.87	3,810.43
PAT Growth (%) ¹⁰	%	11.83%	NA	32.72%	9.38%	NA
PAT Margin (%) (Basis VAR) ¹¹	%	14.41%	13.85%	12.63%	9.76%	9.77%
PAT Margin (%) (Basis Revenue from Operations) ¹²	%	13.07%	11.83%	11.31%	7.62%	7.89%
Net Debt ¹³	₹ million	(3,475.69)	(1,683.52)	(2,662.06)	(1,679.77)	(3,802.26)
Net Debt to Equity Ratio ¹⁴	Number of times	(0.22)	(0.17)	(0.17)	(0.17)	(0.31)
Net Debt to EBITDA Ratio ¹⁵	Number of times	(1.52)	(0.79)	(0.33)	(0.27)	(0.67)
Return on Equity (ROE) ¹⁶	%	10.44%	15.12%	42.65%	38.05%	32.88%
Return on Capital Employed (ROCE) ¹⁷	%	16.29%	16.59%	56.78%	45.40%	33.51%
Fixed Assets Turnover Ratio ¹⁸	Number of times	2.31	2.12	8.37	9.07	7.76
Net Working Capital ¹⁹	₹ million	1,550.77	923.38	1,778.29	806.30	2,915.34
Net Working Capital Days ²⁰	Days	11	7	13	5	22
Cash Conversion Cycle ²¹	Days	(23)	(21)	(24)	(18)	(10)
Business Divisions-wise Revenue from Operations:²²						
Clean Air and Powertrain Solutions Division	₹ million	7,234.96	7,700.74	28,122.69	36,031.07	30,403.47
Advanced Ride Technologies Division	₹ million	5,621.25	5,006.98	20,781.61	18,645.05	17,870.21

*Not annualized except where specifically mentioned

Notes:

(1) Value added Revenue (VAR) means revenue from operations after excluding the cost of substrate sales. Thus, it is computed as revenue from operations minus the cost of substrates. Substrates are porous ceramic filters coated with a catalyst - typically, precious metals such as platinum, palladium, and rhodium. We do not manufacture substrates; they are supplied to us by Tier II suppliers generally at the direction of our OEM customers, and we assemble the substrates into the final manufactured products that we sell to our OEM customers. They are a necessary component of exhaust aftertreatment systems for emission control. The need for substrate components grows for more sophisticated emission control solutions to meet more stringent environmental regulations, particularly for commercial on road and off-road vehicles. These substrates are included in inventory and are "passed through" to the customer at cost, plus a nominal handling fee. Since we take title to the substrate inventory and have responsibility for both the 2delivery and quality of the finished product including the substrates, the revenues and related expenses are recorded at gross amounts. Substrate costs depend on precious metals prices, which may be volatile. While our OEM customers generally assume the risk of precious metals price volatility, it affects our reported revenue from operations and dilutes profitability margins at the revenue from operations level. Hence, we believe VAR is an important metric to understand our overall business because VAR eliminates the effect of this uncontrollable portion of our revenue from operations, including the effect of potentially volatile precious metals prices. (2) VAR Growth (%) is calculated as VAR for the current period/Fiscal minus VAR for the previous period/Fiscal as a percentage of VAR for the previous period/Fiscal. (3) Revenue from operations refers to the revenue from operations as appearing in the Restated Consolidated Financial Information. (4) Revenue Growth (%) is calculated as Revenue from operations for the current fiscal minus Revenue from operations for the previous period/Fiscal as a percentage of Revenue from operations for the previous period/Fiscal. (5) EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit for the period/year plus total tax expense, finance cost, depreciation and amortization expense minus other income. (6) EBITDA Growth (%) is calculated as EBITDA for the current period/fiscal less EBITDA for the previous period/fiscal as a percentage of EBITDA for the previous period/fiscal. (7) EBITDA Margin (%) (Basis VAR) is calculated as EBITDA as a percentage of VAR. (8) EBITDA Margin (%) (Basis Revenue from Operations) is calculated as EBITDA as a percentage of revenue from operations. (9) Profit after tax (PAT) represents restated profit for the year as appearing in the Restated Consolidated Financial Information. (10) PAT Growth (%) is calculated as PAT for the current period/Fiscal less PAT for the previous period/Fiscal as a percentage of PAT for the previous period/Fiscal. (11) PAT Margin % (Basis VAR) is calculated as Restated profit for the period/year as a percentage of VAR. (12) PAT Margin % (Basis Revenue from Operations) is calculated as Restated profit for the period/year as a percentage of Revenue from Operations. (13) Net Debt is calculated as Total Debt (including Lease Liabilities) less cash and cash equivalents. Negative Net Debt above indicates higher cash as compared to our borrowings and current and non-current lease liabilities. (14) Net Debt to Equity Ratio is calculated as Net Debt divided by Total Equity. (15) Net Debt to EBITDA Ratio is calculated as Net Debt divided by EBITDA. (16) Return on Equity is calculated as restated profit for the period/year divided by Average Equity. Average Equity is calculated as average of the total equity at the beginning and at the end of the relevant period/fiscal. Total equity refers to the sum of Equity attributable to owners of Parent and Non-Controlling Interest. (17) Return on Capital Employed is calculated as earnings before interest and taxes (EBIT) as a percentage of Capital Employed. EBIT is calculated as Restated profit for the period/year plus finance cost plus total tax expense less other income. Capital employed is calculated as sum of Total Equity, Total Debt (including lease liabilities), Deferred tax liabilities minus Intangible assets, Deferred tax assets, Capital redemption reserve, Capital Reserve on Business Combination and Capital reserve. (18) Fixed Asset Turnover Ratio is calculated as Revenue from operations divided by Average Net Fixed Assets. Average Net Fixed Assets is calculated as average of opening and closing balance of Property, Plant and Equipment and Capital work-in-progress as per the Restated Consolidated Financial Information. (19) Net Working Capital is calculated as Current Assets (excluding assets classified as held for sale and receivables related to sale of investment in Motocare India Private Limited classified under Other financial assets) less Current Liabilities (excluding liabilities relating to assets held for sale) as per Restated Consolidated Financial Information. (20) Net Working Capital Days is calculated as 365 (for Fiscals) or 91 (for three months ended June 30, 2025 and June 30, 2024), multiplied by Net Working Capital turnover, rounded off to zero decimals. Net working capital turnover is calculated as Net Working Capital divided by Revenue from Operations. (21) Cash Conversion Cycle is calculated as the sum of Receivable Days and Inventory Days less Payable Days, rounded to the nearest whole number. Receivable Days is calculated as average trade receivables divided by (revenue from operations divided by 365 for Fiscals or 91 for three months ended June 30, 2025 and June 30, 2024 (as applicable)), rounded to the nearest whole number. Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365 for Fiscals or 91 for three months ended June 30, 2025 and June 30, 2024 (as applicable)), rounded to the nearest whole number. Cost of goods sold comprises Cost of Materials Consumed, Purchases of Stock in Trade and Changes in inventories of finished goods, semi-finished goods and Stock in trade. Payable Days is calculated as average trade payables divided by (total purchases divided by 365 for Fiscals or 91 for three months ended June 30, 2025 and June 30, 2024 (as applicable)), rounded to the nearest whole number. Purchases includes purchase of stock-in-trade, raw materials and packing materials. Average Trade payable included payables for purchases and vendor bill financing. (22) Business Divisions-wise Revenue from Operations consist of Revenue of Clean Air and Powertrain Solutions Division and Advanced Ride Technology Division. Revenue of Clean Air and Powertrain Solutions consists of Revenue from operations of the Company and its subsidiaries Federal-Mogul Ignition Products India Limited, Federal-Mogul Bearings India Limited, and Federal-Mogul Sealings India Limited while Advanced Ride Technology Revenue consist of revenue from operations of subsidiary Tenneco Automotive India Private Limited.

Industries Served: Our customer base spans across OEMs who use our products in: (i) passenger vehicles ("PVs"), (ii) commercial vehicles ("CVs"), which comprises commercial trucks ("CTs") and off-highway vehicles ("OHs"), and (iii) industrial and other applications, which comprises generator sets, small commercial vehicles with gross vehicle weight of less than 3.5 tons, two wheelers and three wheelers ("Industrial/Others").

Revenue segmentation in terms of Industries: We derived a significant portion of our revenue from operations, i.e. 81.35%, 83.44%, 82.04%, 83.87% and 83.06% in the three months ended June 30, 2025 and June 30, 2024 and in Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively, from the passenger vehicle ("PV") and commercial vehicle ("CV") sectors in India

Revenue segmentation in terms of top 5/10 clients or Industries: Our top ten customers (based on Fiscal 2025) contributed 80.57%, 82.32%, 81.54%, 83.92% and 77.79% of our revenue from operations in the three months ended June 30, 2025 and June 30, 2024 and Fiscals 2025, 2024 and 2023, respectively.

Intellectual Property: As of the date of the Red Herring Prospectus, we had nine registered designs under the Designs Act, 2000 and one patent registered under the Patents Act, 1970 in India.

Market Share: We are the largest supplier of Clean Air Solutions to Indian CT OEMs, with a market share of 57% and to Indian OH OEMs (excluding tractors), with a market share of 68%; We are among the top four suppliers of Clean Air Solutions to Indian PV OEMs, with a market share of 19%; and We are the largest supplier of shock absorbers and struts to Indian PV OEMs, with a market share of 52% (each in terms of value (revenue) in Fiscal 2025) (Source: CRISIL Report).

Manufacturing plant: As of June 30, 2025, we had 12 manufacturing facilities strategically located near key OEM hubs in India comprising four manufacturing facilities for Clean Air Solutions (Chakan I Facility, Chakan II Facility, Chennai Facility, Pithampur Facility), three manufacturing facilities for our Powertrain Solutions (Parwanoo Facility, Chakan Sealings Facility, Bhiwadi Facility) and five manufacturing facilities for Advanced Ride Technologies products (Sanand Facility, Bawal Facility, Puducherry Facility, Hosur Facility and Chakan ART Facility).

Employee Strength: As of June 30, 2025, we had 2,017 full-time employees, 512 of whom were members of labour unions. For further information, see "Our Business – Human Resources" on page 314 of the RHP.

OUR MANAGEMENT

Name	Designation	Experience and Educational Qualification	Other directorship
Niranjan Kumar Gupta	Independent Director and Chairman	He has been associated with our Company since May 5, 2025. He has pursued a bachelor's of commerce degree from the University of Calcutta, Kolkata, West Bengal. He is a qualified chartered accountant having passed the final examination conducted by the Institute of Chartered Accountants of India in 1994. He has also passed the final examination conducted by Institute of Cost and Works Accountant as well as by Institute of Company Secretaries of India. He has over 30 years of experience across different corporates including publicly traded companies. He is also associated with Hindustan Unilever Limited, in the capacity of chief financial officer and an executive director, finance on their board of directors. Most recently, he was the chief executive officer of Hero MotoCorp Limited and previously he was associated with Vedanta Limited covering finance and supply chain roles.	<i>Indian companies:</i> Hindustan Unilever Limited Unilever India Limited Hindustan Unilever Foundation <i>Foreign companies:</i> Nil
Arvind Chandrasekharan	Whole-Time Director and Chief Executive Officer	He has been associated with our Company since April 21, 2025 as the Chief Executive Officer. He oversees our business with a focus on strategic growth. He holds a bachelor's degree of engineering (chemical plant engineering) from the University of Bombay, Mumbai, Maharashtra and a master's degree of science in the field of industrial engineering and management from Oklahoma State University, Oklahoma, USA. Further, he has completed master of business administration from the University of Michigan, Michigan, USA and also holds a diploma in quality systems and management from the Narsee Monjee Institute of Management Studies, Mumbai, Maharashtra in association with National Centre for Quality Management. He was previously associated with Delphi Corporation (now part of Phinia) in the powertrain, energy and exhaust divisions, Faurecia Exhaust Systems, WABCO Europe BVBA-SPRL, Minda Corporation Limited, Ashirvad Pipes Private Limited (Aliaxis Group), Ameya Steel Process Private Limited. He has over 21 years of experience in the automotive sector.	Nil
Manavendra Singh Sial	Non-Executive Director	He has been associated with our Company since May 15, 2025. He is also the executive vice president and chief financial officer of Tenneco LLC. He holds a bachelor's degree of commerce (honours course) from the Sri Ram College of Commerce, University of Delhi, New Delhi, and he is qualified chartered accountant. He also has a master's degree of business administration from the Fuqua School of Business, Duke University, Durham, USA. Since his graduation in 1996 (being over 25 years preceding the date of the Red Herring Prospectus), he has been associated with several organizations in different periods of time and has experience across finance and publicly traded companies. Such organizations include, Fluence Energy, Inc. (where he was associated as the senior vice president and chief financial officer), SunPower Corporation (where he was associated as the executive vice president and chief financial officer), SunEdison, Inc. (where he was associated as the senior vice president finance), Vectra Co. (where he was associated as the executive vice president and chief financial officer), GE Energy Parts, GE Power Systems, GE International, Inc., and Arthur Anderson and Associates.	Nil
Nathan Patrick Bowen	Non-Executive Director	He has been associated with our Company since May 15, 2025. He is also the executive vice president and group president (clean air, powertrain and champion) at Tenneco LLC. He holds a bachelor's degree of science in business administration from the Central Michigan University, Michigan, USA and a master's degree of business administration from the Grand Valley State University, Michigan, USA. He was previously associated with Yanfeng Global Automotive Interior Systems Co. Ltd and Johnson Controls, Inc in strategic roles in finance and general management. He has over 24 years of experience in the automotive industry.	Nil
Prakash Mahesh	Non-Executive Director	He has been associated with our Company since May 15, 2025. He is also the executive vice president and president, performance solutions of Tenneco LLC. He holds a bachelor's degree of engineering (electrical and electronics engineering) from PSG College of Technology, Coimbatore, Tamil Nadu in 1994 and a master's degree of science from Drexel University, Philadelphia, USA in 1996. He also holds a master's degree of business administration from California Coast University, Santa Ana, USA in 2016. Since his post-graduation in 1996 (being almost 29 years preceding the date of the Red Herring Prospectus), he has been associated with several organizations in different periods of time and has experience across industrial and automotive manufacturing and IT solutions. Such organizations include, ATS Automation (where he was associated as the group executive life sciences), Ametek, Inc. (where he was associated as the vice president and general manager (power systems and instruments division), Closure Systems International, Inc. (where he was associated as the vice president global marketing and business development), Tegrant Corporation, Hospira, GE Healthcare, Vital Works, IDX Systems Corporation and Draw Computing Associates, Inc.	Nil
Utsav Baijal	Non-Executive Director	He has been associated with our Company since May 15, 2025. He holds a bachelor's degree of arts (honours course) from University of Delhi, New Delhi and post graduate degree in management from the Indian Institute of Management, Ahmedabad, Gujarat. He is currently associated with Apollo Global Management, Inc. as a partner. He was previously associated with McKinsey & Company and Bain Capital, LLC. He has over 24 years of experience in private equity and consulting.	<i>Indian companies:</i> Tezztract Fintech Private Limited AGM India Advisors Private Limited Planetcast Media Services Limited Planetcast Technologies Limited Planetcast Broadcasting Services Limited Clix Capital Services Private Limited AIP Investment Advisors Private Limited Arcion Revitalization Private Limited JSW Cement Limited Social Entrepreneurs Foundation India <i>Foreign companies:</i> Nil
Gopika Pant	Independent Director	She has been associated with our Company since May 5, 2025. She is an alumna of St. Stephens College, University of Delhi, New Delhi. She holds a bachelor's degree in law from the University of Delhi, New Delhi and a master's degree of laws from Columbia University, New York, USA. She also holds a diploma in environment law from Centre for Environmental Law, World Wide Fund for Nature – India. She is a qualified	<i>Indian companies:</i> PayU Payments Private Limited Ranjit Nanda and Associates Private Limited Colgate-Palmolive (India) Limited

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Name	Designation	Experience and Educational Qualification	Other directorship
		lawyer for over 39 years, and was admitted to the Bar Council of Delhi in 1985, the Supreme Court Bar Association, India in 1995 and the Supreme Court of the State of New York in 1987. She has previously been associated with various law firms and is currently a managing partner at Indian Law Partners.	ABB India Limited Foreign companies: Nil
Jaidit Singh Brar	Independent Director	He has been associated with our Company since May 5, 2025. He holds a post graduate diploma in management from IIM Calcutta, West Bengal. He was previously associated with McKinsey & Company India LLP as a senior partner and has over 20 years of experience in consulting.	Indian companies: Exide Energy Solutions Limited Exide Industries Limited Tenneco Automotive India Private Limited Foreign companies: Nil

For further details in relation to our Board of Directors, see **“Our Management”** beginning on page 344 of the RHP.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) to carry out the Offer for Sale of up to [●] Equity Shares of face value of ₹ 10 each by the Promoter Selling Shareholder aggregating up to ₹ 36,000.00 million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details of the Offer, see **“The Offer”** beginning on page 127 of the RHP.

Utilisation of the Offer Proceeds by the Promoter Selling Shareholder: Our Company will not receive any proceeds from the Offer (the “Offer Proceeds”) and all the Offer Proceeds will be received by the Promoter Selling Shareholder after deduction of Offer related expenses and relevant taxes thereon, to be borne by the Promoter Selling Shareholder. For details of the Promoter Selling Shareholder and Offered Shares, see **“Other Regulatory and Statutory Disclosures – Authority for the Offer”** on page 545 for RHP.

Means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public offers / rights issues, if any, of our Company in the preceding 10 years: Not Applicable

Terms of Issuance of Convertible Security, if any: Not Applicable.

Name of Monitoring Agency: As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company is not required to appoint a monitoring agency in relation to the Offer.

Shareholding Pattern as on the date of the RHP:

Category of Shareholder	Pre-Offer number of Equity Shares	% holding of Pre-Offer (on fully diluted basis) [#]
Promoter and Promoter Group	392,521,185 [#]	97.25%
Public	11,083,124	2.75%
Total	403,604,309	100.00%

[#] This includes five Equity Shares of face value of ₹ 10 each of our Company held by Tenneco Mauritius Holdings Limited through its nominees, as follows:

(a) one Equity Share of face value of ₹ 10 each of our Company held by each Federal-Mogul Investments B.V., Federal-Mogul Pty Ltd and Tenneco LLC (formerly known as Tenneco, Inc.), Promoters of our Company; and

(b) one Equity Share of face value of ₹ 10 each of our Company held by each Federal-Mogul Vermögensverwaltungs GMBH and Federal-Mogul Holdings, Ltd., members of our Promoter Group.

Number/Amount of equity shares proposed to be sold by Selling Shareholders:

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH BEING OFFERED/AMOUNT (IN ₹ MILLION)
Tenneco Mauritius Holdings Limited	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 36,000.00 million

SUMMARY OF RESTATED FINANCIAL INFORMATION

The details of certain financial information as at and for the three months period ended June 30, 2025 and June 30, 2024 and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, as derived from the Restated Consolidated Financial Information, are set forth below:

(in ₹ million, except per share data)

Particulars	As at and for the three months period ended June 30, 2025	As at and for the three months period ended June 30, 2024	As at and for the Fiscal ended March 31, 2025	As at and for the Fiscal ended March 31, 2024	As at and for the Fiscal ended March 31, 2023
Equity share capital	4,036.04	2,140.89	4,036.04	2,140.89	3,134.06
Revenue from operations	12,856.21	12,707.72	48,904.30	54,676.12	48,273.68
Profit for the period/ year	1,680.88	1,503.08	5,531.43	4,167.87	3,810.43
Restated earnings per Equity Share					
- Basic earnings per share ⁽¹⁾	4.16*	3.71*	13.68	8.90	7.58
- Diluted earnings per share ⁽¹⁾	4.16*	3.71*	13.68	8.90	7.58
Net Asset Value Per Equity Share (₹) ⁽²⁾	30.98	28.30	31.10	27.67	27.42
Borrowings	-	-	-	-	139.72
Net Worth ⁽³⁾	12,503.75	11,422.11	12,550.93	11,165.92	13,788.22

*Not Annualized

Notes:

(1) Basic and Diluted earnings per share (₹) = Basic and Diluted EPS is calculated by dividing Restated Profit for the year attributable to owners of the Company (i.e., our Promoters) by the weighted average number of equity shares for calculating basic and diluted EPS. The weighted average number of equity shares for three months period ended June 30, 2025, three months period ended June 30, 2024, and Fiscal 2025, 2024 and 2023 was 403.60 million, 403.60 million, 403.60 million, 467.92 million and 502.92 million respectively. Basic and Diluted EPS for the periods ended June 30, 2025 and June 30, 2024 are not annualised.

(2) Net asset value per share is calculated by dividing net worth as at the end of the period/Fiscal by the closing number of equity shares adjusted on account of business combination. The closing number of equity shares for three months period ended June 30, 2025, three months period ended June 30, 2024, and Fiscals 2025, 2024 and 2023, adjusted for business combination was 403.60 million, 403.60 million, 403.60 million, 403.60 million and 502.92 million respectively.

(3) Excludes Capital Reserve, Capital Reserve on Business Combination under Common Control, Capital Redemption Reserve, Stock Compensation Reserve and NCI.

For further details, see **“Financial Information – Restated Consolidated Financial Information”** on page 377 of the RHP.

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP. For further details, see **“Risk Factors”** on page 59 of the RHP.

- We depend on entities in the Tenneco Group for our operations, such as the license to use Tenneco Group’s brands and patented designs, technical know-how, purchase of certain parts and materials, and R&D. Any adverse change in our relationship, including the termination of our License Agreement, could have an adverse impact on our business, reputation, financial condition, and results of operations.
- We derived a significant portion of our revenue from operations, i.e. 81.35%, 83.44%, 82.04%, 83.87% and 83.06% in the three months ended June 30, 2025 and June 30, 2024 and in Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively, from the passenger vehicle (“PV”) and commercial vehicle (“CV”) sectors in India. Any adverse changes in these sectors in India

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

could adversely impact our business, results of operations and financial condition.

- We are dependent on our top ten customers. Our top ten customers (based on Fiscal 2025) contributed 80.57%, 82.32%, 81.54%, 83.92% and 77.79% of our revenue from operations in the three months ended June 30, 2025 and 2024 and Fiscals 2025, 2024 and 2023, respectively. If one or more of these customers chooses not to source products from us, our business, financial condition and results of operations may be adversely affected.
- We may be unable to realize sales represented by our awarded programs as we do not have firm volume commitments in customer agreements, which could materially and adversely impact our financial condition and results of operations.
- Our business is heavily influenced by government policies and regulations regarding emission standards, which significantly impact our industry. Delays in the implementation of emission standards may affect the growth of our business.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Promoters, Group Companies, Directors, Key Managerial Personnel and members of Senior Management as disclosed in the Red Herring Prospectus.

Name	Criminal proceedings	Tax claims	Statutory or regulatory actions	Disciplinary actions by SEBI or the Stock Exchanges against the Promoters in the last five Financial Years, including outstanding action	Material civil litigation as per the Materiality Policy	Aggregate amount involved (in ₹ million) ⁽¹⁾
Company						
By our Company	1	Nil	NA	NA	Nil	0.50
Against our Company	Nil	14	1	NA	Nil	399.46
Subsidiaries⁽²⁾						
By our Subsidiaries	5	Nil	NA	NA	Nil	194.49
Against our Subsidiaries	Nil	64	3	NA	Nil	775.10
Promoters						
By our Promoters	Nil	Nil	NA	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	1	Nil	Nil	NA	Nil	Nil
Key Managerial Personnel/members of Senior Management						
By our Key Managerial Personnel and members of Senior Management	Nil	NA	NA	NA	NA	Nil
Against our Key Managerial Personnel and members of Senior Management	1	NA	Nil	NA	NA	Nil
Group Companies⁽³⁾						
Outstanding litigation which may have a material impact on our Company	Nil					

(1) Inclusive of interests and penalties, to the extent quantifiable.

(2) This does not include matters disclosed under "Outstanding Litigation and Material Developments- Litigation involving our Subsidiaries-Compounding applications involving our Subsidiaries" on page 536 of the RHP.

(3) While there are no outstanding litigations involving the Group Companies which may have a material impact on our Company, see "Outstanding Litigation and Material Developments – Other pending litigation involving our Group Company, Federal-Mogul Goetze (India) Limited" on page 538 of the RHP for certain matter relating to one of our Group Companies.

B. Brief details of the material outstanding litigation pending against our Company are disclosed below:

Sr. no.	Particulars	Litigation filed by	Current Status	Amount involved
1.	A show cause notice dated November 3, 2023 was issued to our Company seeking payment of stamp duty amounting to ₹ 136.23 million along with a penalty of ₹ 60.81 million on the instrument of the Scheme of Arrangement for Demerger sanctioned on April 26, 2019 by the Hon'ble National Company Law Tribunal, Chennai.	Collector of Stamps (Enforcement-I), Mumbai	Our Company voluntarily paid an amount of stamp duty of ₹ 7.77 million to the Collector of Stamps, Maharashtra and adjudication of the matter is pending before the High Court of Bombay.	₹ 197.04 million

C. Disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any: Nil.

D. Brief details of outstanding criminal proceedings against the Promoters: Nil

For further details of the outstanding litigation proceedings, see "Outstanding Litigation and Material Developments" on page 534 of the RHP.

ANY OTHER IMPORTANT INFORMATION AS PER BRLMs/COMPANY - NIL

DECLARATION BY OUR COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking, made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the disclosures and statements made in the Red Herring Prospectus are true and correct.

DECLARATION BY OUR SELLING SHAREHOLDER

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the disclosures and statements made in the Red Herring Prospectus are true and correct.