PUBLIC ANNOUNCEMENT

TENNECO

(Please scan this QR Code to view the Notice)

TENNECO CLEAN AIR INDIA LIMITED

Our Company was originally incorporated as 'Tenneco Clean Air India Private Limited' at Chennai, Tamil Nadu, India, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated December 21, 2018, issued by the Central Registration Centre on behalf of the Registrar of Companies, Tamil Nadu and Andaman at Chennai (**"RoC"**). Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Board on February 18, 2025, and a special resolution passed by our Shareholders on February 21, 2025, and consequently the name of our Company was changed to 'Tenneco Clean Air India Limited'. A fresh certificate of incorporation dated May 16, 2025 was issued by the Central Processing Centre on behalf of the RoC upon conversion to public limited company. For details, see ***"History and Certain Corporate Matters"*** beginning on page 283 of the DRHP.

Registered Office: RNS2, Nissan Supplier Park SIPCOT Industrial Park, Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram District - 602 105, Tamil Nadu, India
Corporate Office: 10th Floor, Tower B, Paras Twin Towers, Sector-54, Golf Course Road, Gurugram – 122 002, Haryana, India
Contact Person: Roopali Singh, Company Secretary and Compliance Officer; **Tel.:** +91 124 4784 530; **E-mail:** TennecoIndiaInvestors@tenneco.com; **Website:** www.tennecoindia.com; **Corporate Identity Number:** U29308TN2018FLC126510

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

NOTICE TO INVESTORS ("NOTICE")

This is in relation to the draft red herring prospectus dated June 30, 2025 (**"DRHP"**), filed by our Company with the Securities and Exchange Board of India (**"SEBI"**), BSE Limited and National Stock Exchange of India Limited (**"Stock Exchanges"**) in connection with the Offer.

Potential bidders may note the following:

1) Our Company has received an intimation dated October 30, 2025 from one of our Promoters (who is also the Promoter Selling Shareholder), Tenneco Mauritius Holdings Limited disclosing the transfer of 11,083,124 Equity Shares held by it by way of a secondary sale to transferees mentioned below (**"Transactions"**). Further, as a part of the Transactions, share purchase agreements dated October 29, 2025 were executed between Tenneco Mauritius Holdings Limited and each of the transferees, as specified below (**"SPAs"**).

S. No.	Name of Acquirer/ Transferee	Date of Transfer	No. of Equity Shares Transferred	Percentage of the pre off paid up equity capital (%)	Transfer Price (in ₹)	Face value per Equity Share (in ₹)	Premium per Equity Share (in ₹)	Amount (₹ in million)
1	SBI Emergent India Fund	October 30, 2025	1,007,557	0.25%	397.00	10	387.00	400.00
2	Axis New Opportunities AIF - Series II	October 30, 2025	1,007,557	0.25%	397.00	10	387.00	400.00
3	Whiteoak Capital India Opportunities Fund	October 30, 2025	1,309,824	0.32%	397.00	10	387.00	520.00
4	Whiteoak Capital Equity Fund	October 30, 2025	75,567	0.02%	397.00	10	387.00	30.00
5	Ashoka India Equity Investment Trust Plc	October 30, 2025	680,100	0.17%	397.00	10	387.00	270.00
6	Ashoka Whiteoak Emerging Markets Trust Plc	October 30, 2025	75,566	0.02%	397.00	10	387.00	30.00
7	360 One Special Opportunities Fund - Series 9	October 30, 2025	629,722	0.16%	397.00	10	387.00	250.00
8	360 One Special Opportunities Fund - Series 10	October 30, 2025	314,861	0.08%	397.00	10	387.00	125.00
9	360 One Equity Opportunity Fund - Series 2	October 30, 2025	642,317	0.16%	397.00	10	387.00	255.00
10	360 One Equity Opportunity Fund - Series 4	October 30, 2025	302,268	0.07%	397.00	10	387.00	120.00
11	Kotak Mahindra Life Insurance Company Ltd.	October 30, 2025	1,511,336	0.37%	397.00	10	387.00	600.00
12	Think India Opportunities Master Fund LP	October 30, 2025	1,007,557	0.25%	397.00	10	387.00	400.00
13	3P India Equity Fund 1	October 30, 2025	1,259,446	0.31%	397.00	10	387.00	500.00
14	VQ Fastercap Fund II	October 30, 2025	1,259,446	0.31%	397.00	10	387.00	500.00
Total		-	**11,083,124**	**2.75%**	-	-	-	**4,400.00**

The Equity Shares transferred to the transferees by the Promoter Selling Shareholder pursuant to the Transactions shall be subject to lock-in, in accordance with Regulation 17 of the SEBI ICDR Regulations.

We hereby confirm that other than an investment by one of the Directors in 360 One Special Opportunities Fund - Series 9 in the ordinary course, none of the abovementioned transferees are in any manner, connected with our Company, Subsidiaries, Promoters, Promoter Group, Group Companies, Directors and Key Managerial Personnel.

2) Pursuant to the Transactions, our Promoter Selling Shareholder, Tenneco Mauritius Holdings Limited transferred an aggregate of 11,083,124 Equity Shares aggregating to 2.75% of the pre-Offer paid-up Equity Share capital of our Company held by it to the abovementioned transferees. The details of the shareholding of Tenneco Mauritius Holdings Limited prior to and subsequent to the Transactions is set out below:

Name of the Promoter	Pre-transfer shareholding		Post-transfer shareholding	
	No. of Equity Shares	Percentage of pre-Offer paid-up Equity share capital of the Company (%)	No. of Equity Shares	Percentage of pre-Offer paid-up Equity share capital of the Company (%)
Tenneco Mauritius Holdings Limited	344,808,654[(1)]	85.43%	33,37,25,530[(1)]	82.69%

[(1)] 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 Vermogensverwaltungs GMBH and Federal-Mogul Holdings, Ltd., members of our Promoter Group.

The above Notice is to be read in conjunction with the DRHP. Please note that this Notice does not purport to, nor does it, reflect all the changes that have occurred from the date of filing of the DRHP. Accordingly, this Notice does not include all the changes and/or updates that will be included in the Red Herring Prospectus (**"RHP"**) and the Prospectus to be filed with the Registrar of Companies, Tamil Nadu and Andaman at Chennai (**"RoC"**) and thereafter with SEBI and the Stock Exchanges, as applicable. Please note that the information included in the DRHP will be suitably updated, including to the extent updated by way of this Notice, as may be applicable, in the RHP and the Prospectus.

Investors should not rely on the DRHP or this Notice for any investment decision, and should read the RHP, as and when it is filed with the RoC, SEBI and the Stock Exchanges before making an investment decision with respect to the Offer.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
JM Financial	citi	AXISCAPITAL	HSBC	MUFG
JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025; Maharashtra, India **Tel.:** +91 22 6630 3030 **E-mail:** tenneco.ipo@jmfl.com **Investor grievance e-mail:** grievance.ibd@jmfl.com **Website:** www.jmfl.com **Contact person:** Prachee Dhuri **SEBI registration no.:** INM000010361	**Citigroup Global Markets India Private Limited** 1202, 12th Floor, First International, Financial Centre, G Block Bandra Kurla Complex, Bandra (East), Mumbai - 400 098, Maharashtra, India **Tel.:** +91 22 6175 9999 **E-mail:** tenneco.ipo@citi.com **Investor grievance e-mail:** investors.cgmib@citi.com **Website:** www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm **Contact person:** Jitesh Agarwal **SEBI registration no.:** INM000010718	**Axis Capital Limited** 1st Floor, P. B. Marg, Worli, Mumbai - 400 025 Maharashtra, India **Tel.:** +91 22 4325 2183 **E-mail:** tenneco.ipo@axiscap.in **Investor Grievance E-mail:** complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact person:** Harish Patel **SEBI registration no.:** INM000012029	**HSBC Securities and Capital Markets (India) Private Limited** 52/60, Mahatma Gandhi Road, Fort Mumbai - 400 001, Maharashtra, India **Tel.:** +91 22 6864 1289 **E-mail:** tennecoipo@hsbc.co.in **Investor grievance e-mail:** investorgrievance@hsbc.co.in **Website:** www.business.hsbc.co.in **Contact person:** Harsh Thakkar / Harshit Tayal **SEBI registration no.:** INM000010353	**MUFG Intime India Private Limited** (*formerly known as Link Intime India Private Limited*) C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India **Tel.:** +91 810 811 4949 **E-mail:** tennecocleanair.ipo@in.mpms.mufg.com **Investor grievance e-mail:** tennecocleanair.ipo@in.mpms.mufg.com **Website:** https://in.mpms.mufg.com/ **Contact person:** Shanti Gopalkrishnan **SEBI registration no.:** INR000004058

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

For **Tenneco Clean Air India Limited**
on and behalf of the Board of Directors
Sd/-
Roopali Singh
Company Secretary and Compliance Officer

Place: Gurugram, Haryana
Date: October 31, 2025

TENNECO CLEAN AIR INDIA LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offer of its Equity Shares and has filed the DRHP applicable statutory and regulatory requirements with SEBI and the Stock Exchanges. The DRHP shall be available on the website of the Company at www.tennecoindia.com, the website of the SEBI at www.sebi.gov.in, the websites of the Stock Exchanges, i.e., the BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and websites of the BRLMs, i.e., JM Financial Limited, Citigroup Global Markets India Private Limited and HSBC Securities and Capital Markets (India) Private Limited at www.jmfl.com, https://www.citigroup.com/global/about-us/global-presence/india/disclaimer, www.axiscapital.co.in and www.business.hsbc.co.in, respectively. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section titled ***"Risk Factors"*** of the DRHP on page 45. Potential investors should not rely on the DRHP for making any investment decision.

This announcement does not constitute an invitation or offer of securities for sale in any jurisdiction. This announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States. The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the **"U.S. Securities Act"**) or any state securities laws in 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 in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A under the U.S. Securities Act, in transactions exempt from the registration requirements of the U.S. Securities Act and (ii) outside the United States in "offshore transactions" as defined in, and in reliance on Regulation S under the U.S. Securities Act and in accordance with the applicable laws of the jurisdictions where such offers and sales are made. There will be no public offering of the Equity Shares in the United States.