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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, Tamil Nadu and Andaman at Chennai ("RoC"). Subsequently, our Company was converted into a public limited company pursuant to a 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 331 of the Prospectus dated November 14, 2025 ("Prospectus") filed with the RoC.

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

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OUR PROMOTERS: TENNECO MAURITIUS HOLDINGS LIMITED, TENNECO (MAURITIUS) LIMITED, FEDERAL-MOGUL INVESTMENTS B.V., FEDERAL-MOGUL PTY LTD AND TENNECO LLC Our Company has filed the Prospectus dated November 14, 2025, with the RoC on November 14, 2025, and with SEBI and the Stock Exchanges on November 15, 2025 and the Equity Shares (as defined below) are proposed to be listed on the main board platform of the Stock Exchanges

INITIAL PUBLIC OFFER OF 90,680,100 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF TENNECO CLEAN AIR INDIA LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹397 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 387 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ₹ 36,000.00 MILLION (THE "OFFER") THROUGH AN OFFER FOR SALE "OFFER ON SALE" AND SUCH EQUITY SHARES, THE "OFFERED SHARES") BY TENNECO MAURITIUS HOLDINGS LIMITED ("PROMOTER SELLING SHAREHOLDER"). THE OFFER CONSTITUTED 22.47% OF THE POST-OFFER PAID-UP EQUITY SHARES CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS 39.7 TIMES THE FACE VALUE OF THE EQUITY SHARES.

ANCHOR INVESTOR OFFER PRICE: ₹397 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH

on November 19, 2025.

OFFER PRICE: ₹397 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH THE OFFER PRICE IS 39.7 TIMES THE FACE VALUE OF THE EQUITY SHARES

RISK TO INVESTORS

For details, refer to the "Risk Factors" section on page 59 of the Prospectus.

Dependence on the Tenneco Group: 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 and master affiliate intangible property and network services agreement, could have an adverse impact on our right to use the "Tenneco" trademark and our right to use the intangible property and know-how related to P3 Operating System, respectively, which may in turn impact our operations and growth prospects. The table below sets forth the royalty expenses we paid to various entities in the Tenneco Group for the periods/Fiscals indicated:

Particulars	For the thr ended J		For Fiscal	For Fiscal	For Fiscal
	2025	2024	2025	2024	2023
Royalty expenses (₹ millions)	280.41	284.67	1,102.74	2,574.47	1,119.31
Royalty expenses as a percentage of revenue from operations (%)	2.18%	2.24%	2.25%	4.71%	2.32%

- 2. <u>Dependence on passenger vehicle ("PV") and commercial vehicle ("CV") sectors in India:</u> We derived significant portion of our revenue from operations, i.e. 81.35%, 83.44%, 82.04%, 83.87% and 83.06% of our revenue from operations 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. The Indian PV sector has historically seen significant periodic fluctuations in overall demand (Source: CRISIL Report). Any reduced demand in the Indian PV and CV sectors in the future could have a material adverse impact on our business, results of operations and financial condition.
- 3. <u>Customer concentration risk:</u> We are dependent on our top ten customers and the contribution of top ten customers (based on Fiscal 2025) to our revenue from operations is provided below. 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.

	For the	For the three months ended June 30,				For Fiscal 2025		2024	For Fiscal 2023	
	2025		2024		1 01 1 130a1 2023		For Fiscal 2024			
Particulars	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Revenue from top ten	10,358.40	80.57%	10,460.67	82.32%	39,874.61	81.54%	45,884.25	83.92%	37,553.55	77.79%

- Inability to realize sales represented by awarded programs: Program awards by our customers do not include firm volume commitments. In addition, customers may delay or cancel a development program that has been awarded to us, and as the products we design and manufacture for a development program may not be suitable for other customers or development programs, we may not be able to sell products we develop for a cancelled program.
- Influence of government policies linked to emission standards: Government policies regarding emission standards directly affect the design, production, and sale of our clean air and powertrain products which contributed 56.28%, 60.60%, 57.51%, 65.90% and 62.98% to our revenue from operations in the three months ended June 30, 2025 and 2024 and Fiscals 2025, 2024 and 2023, respectively. Our inability to keep pace with or develop products that meet the requirements of new emission standards within prescribed timeframes may impact the performance of our Clean Air & Powertrain Solutions division, and consequently our results of operations, financial condition, cash flows, and prospects, may be materially adversely affected.
- Dependence on availability and cost of raw materials: Our cost of materials consumed constituted a significant portion of our revenue from operations. Our primary raw material is steel, which is subject to fluctuations in commodity prices. The table below sets forth our cost incurred for the purchase of steel for the periods/Fiscals indicated. We do not bear the risk of price increases in substrates, as these price variations are generally borne by our customers as the prices of these components are taken into account in the prices customers pay for our products.

	For the three months ended June 30,				For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	2025		2024		1 01 1 13Cai 2023		1 01 1 19001 2024		1 01 1 15Cal 2025	
		% of cost		% of cost		% of cost		% of cost		% of cost
Particulars	Amount	of materials	Amount	of materials	Amount	of materials	Amount	of materials	Amount	of materials
	(₹	consumed	(₹	consumed	(₹	consumed	(₹	consumed	(₹	consumed
	millions)	excluding	millions)	excluding	millions)	excluding	millions)	excluding	millions)	excluding
		substrates		substrates		substrates		substrates		substrates
Cost of steel	4,485.58	63.25%	4,198.07	63.45%	16,653.45	62.35%	16,195.52	61.43%	17,640.91	71.38%

7. Dependence on a related party for sales to the aftermarket: We sell to the aftermarket primarily through Motocare, an indirect subsidiary of Tenneco LLC and one of our Group Companies. Set forth below is the revenue derived by us from our sale of products to Motocare and the aftermarket for the periods/Fiscals indicated:

		For the three months e		ended June 30, 2024		For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
Particulars	Amount (₹ millions)	from	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	from	
Motocare	627.79	4.88%	575.72	4.53%	2,315.97	4.74%	1,757.26	3.21%	610.37	1.26%	
Others	13.52	0.11%	11.91	0.09%	69.08	0.14%	823.39	1.51%	2,066.07	4.28%	
Revenue from	641.31	4.99%	587.63	4.62%	2,385.05	4.88%	2,580.65	4.72%	2,676.44	5.54%	

Note: (1) Until October 2023, our Advanced Ride Technologies division conducted direct sales to the aftermarket. From October 2023 onwards, we transitioned to selling all of our aftermarket products directly to Motocare (in addition to other entities in the Tenneco Group), which then sell them to the aftermarket.

- 8. Past instances of regulatory non-compliance: In the past there have been instances of non-compliances with certain provisions of the Companies Act and FEMA Regulations by our Company and certain Subsidiaries, which have been compounded or in relation to which we have filed compounding applications. There can be no assurance that we will not experience similar or other instances of non-compliance in the future.
- 9. Emphasis of matters and CARO 2020 reporting: Our statutory auditors have identified certain emphasis of matters, matters pertaining to internal financial controls and Companies (Auditor's Report) Order, 2020 (CARO 2020) in their reports as of and for the three months period ended June 30, 2025 and 2024 and Fiscal 2025, 2024 and 2023. Investors should consider these observations of our Statutory Auditor or the statutory auditors of our Subsidiaries in evaluating our financial condition, results of operations and cash flows.
- 10. <u>Dividends payout:</u> Our Company has declared and paid a dividend on the Equity Shares amounting to ₹1,716.61 million, ₹4,092.42 million, ₹5,591.17 million and ₹2,804.28 million during the three months ended June 30, 2025, Fiscals 2025, 2024 and 2023, respectively. Further, our Company has declared and paid a dividend on the Equity Shares amounting to ₹8,649.24 million during the period from July 1, 2025 till the date of the Prospectus. Payment of such dividend has resulted in a reduction in the reserves and surplus of our Company and may impact our financial condition and future growth prospects. We cannot assure you that we will be able to pay similar dividends or any dividends in the future.
- 11. Impact on growth strategy due to changes in international trade policies: Our export strategy faces challenges due to changes in international trade policies and tariffs, which can impact the cost-effectiveness of exporting our products. For instance, the U.S. increased tariffs on most imports from India to 50% in August 2025, including for our Clean Air and Advanced Ride Technologies products. Although these U.S. tariffs have increased the costs of such products to our customers, we continue to export to the U.S. There can be no assurance that our growth strategies will result in the anticipated growth in our revenues or improvement in our results of operations.
- 12. The Offer consists of only an offer for sale by the Promoter Selling Shareholder. The Promoter Selling Shareholder shall be entitled to the proceeds from the Offer for Sale and our Company will not receive any proceeds from the Offer for Sale.
- 13. The details of Price/Earnings, Earnings per share, Return on Net Worth, Net Asset Value Per Equity Share, Market Cap/Revenue from Operations for our Company and peer group are as follows

Name of the company	Earnings per share for Financial Year 2025 (₹)		Net Asset Value Per	Price/ earnings	Return On Net Worth (RoNW)	Market capitalisation/
Name of the company	Basic	Diluted	Equity Share	ratio ⁽³⁾	(%) ⁽⁴⁾	Operations ⁽⁶⁾
Tenneco Clean Air India Limited(1)	13.68	13.68	31.10	29.02	46.65%	3.28
		Listed	Peers ⁽²⁾			
Bosch Ltd	683.25	683.25	4,682.16	57.39	15.58%	6.39
Timken India Ltd	59.48	59.48	378.21	49.22	17.00%	7.00
SKF India Ltd	114.50	114.50	525.50	19.21	21.43%	2.21
ZF Commercial Vehicle Control System India Ltd	242.90	242.90	1,694.75	53.67	15.35%	6.45
Sharda Motor Industries Ltd	109.71	109.71	184.97	9.67	30.46%	2.15
Gabriel India Ltd	17.05	17.05	82.38	75.92	22.42%	4.58
Uno Minda Ltd	16.42	16.37	95.99	75.11	18.36%	4.21
Sona BLW Precision Forgings Ltd	9.92	9.92	88.38	46.49	14.76%	8.09
Average of Listed Peers			5 / / / 0	48.34		5.13

- (1) Financial information of the Company has been derived from the Restated Consolidated Financial Information as of or for the financial year ended March 31, 2025
- (2) All the financial information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial information of such listed industry peer available on the website of the stock exchanges and regulatory filings, as of and for year ended March 31, 2025.
- (3) P/E Ratio for the listed industry peer has been computed based on the closing market price of equity shares, on NSE as on October 20, 2025, divided by the diluted EPS of the latest respective Fiscal years (viz Fiscal 2025). P/E ratio for our Company has been computed based on Offer Price divided by the Basic EPS for the year ended March 31, 2025.
- (4) Return on Net Worth (%) (RoNW) for peers calculated as Profit for the year attributable to the owners divided by average net worth of the Peer. Average Net worth is computed as average of opening and closing net worth.
- (5) 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 as on June 30, 2025 except for Sharda Motors for which it is as on July 7, 2025.
- (6) For our listed peers, Market capitalization for peer is computed as the product of outstanding equity shares as on June 30, 2025 except for Sharda Motors for which it is as on July 7, 2025 and closing market price of equity shares of the peer on NSE as on October 20, 2025. For our Company, Market Capitalization Offer Price multiplied by total number of Equity Shares outstanding.

For further details and relevant footnotes, please refer to page 169 of the Prospectus.

Rationale for Selection of Peers: Our Company is part of a multi-national group and is engaged in the business of manufacturing and selling of auto-components, namely clean air, powertrain and suspension solutions. For the purpose of selection of peer-set, we have focused on multi-national and domestic auto-component companies listed in India having reasonable size, scale and returns and diversified/similar product portfolio. Thus, the quantitative criteria for selection of our peers includes reasonable size (market capitalisation of more than ₹150,000 million as on the date of DRHP and comparable return metrics (Return of Equity exceeding 15% for Fiscal Year 2025). Basis these criteria, our listed peers have been identified as Bosch Ltd, Timken India Ltd, SKF India Ltd, ZF Commercial Vehicle Control Ltd, Uno Minda Ltd, and Sona BLW Precision Forgings Ltd. Further, based on similar product portfolio, we have also considered Sharda Motor Industries Limited and Gabriel India Limited as our peers because of their significant presence in emission after-treatment industry and suspension industry, respectively. Please note that SKF Limited demerged it's automotive business pursuant to scheme of arrangement w.e.f October 1, 2025 and has been considered as peer based on quantitative criteria of pre demerger market capitalisation of more than ₹150,000 million as on the date of DRHP.

- 14. Weighted Average Return on Net Worth for Fiscals 2025, 2024 and 2023 is 39.25% and the Return on Net Worth for three months period ended June 30, 2025 is 13,42% (not annualised).
- 15. Average cost of acquisition of equity shares held by our Promoter Selling Shareholder is ₹ 138.14 per Equity Share and Offer Price at upper end of the price band is ₹ 397 per Equity Share. The average cost of acquisition per Equity Share held by our Promoters and Promoter Selling Shareholder is as set forth below:

Name of Promoter	Number of Equity Shares of face value ₹10 each	Average cost of acquisition per Equity Share (in ₹)*
Tenneco Mauritius Holdings Limited ⁽¹⁾	333,725,530 ⁽²⁾	138.14
Tenneco (Mauritius) Limited	26,734,261	138.15
Federal-Mogul Investments B.V.	10,607,654(3)	288.85
Federal-Mogul Pty Ltd	14,478,794(3)	288.85
Tenneco LLC	6,974,946 ⁽³⁾	288.85

- * As certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), by way of their certificate dated November 14, 2025.
- (1) Also the Promoter Selling Shareholder.

date of the Prospectus:

below the IPO price on listing date -

- (2) 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 of Federal-Mogul Investments B.V., Federal-Mogul Pty Ltd
- and Tenneco LLC, Promoters of our Company; and
 (b) one Equity Share of face value of ₹ 10 each of our Company held by each of Federal-Mogul Vermogensverwaltungs GMBH and
- Federal Mogul Holdings, Ltd., members of our Promoter Group.

 (3) This excludes one Equity Share of face value of ₹ 10 each held as a nominee of Tenneco Mauritius Holdings Limited and such Equity
- Share has been included in the aggregated number of Equity Shares held by Tenneco Mauritius Holdings Limited.

 16. Weighted average cost of acquisition of Equity Shares transacted in the last one year, eighteen months and three years preceding the
 - Weighted average cost of Cap Price is 'X' times the weighted Range of acquisition price per Equity Period acquisition per Equity Share (in ₹)* average cost of acquisition Share: lowest price - highest price (in ₹) 294.83 288.85-397.00 Last one year 294.83 1.35 288.85-397.00 Last 18 months 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 14, 2025.
- 17. The 4 BRLMs associated with the Offer have handled 98 public issues in the past three financial years, out of which 22 issues closed

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Name of BRLM	Total Issues	Issues closed below IPO price as on listing date
JM Financial Limited	29	10
Citigroup Global Markets India Private Limited	6	1
Axis Capital Limited	23	3
HSBC Securities and Capital Markets (India) Private Limited	1	1
Common Issues of all the BRLMs*	39	7
Total	98	22

*Issues handled where there are common BRLMs

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE OPENED AND CLOSED ON TUESDAY, NOVEMBER 11, 2025

BID/OFFER OPENED ON WEDNESDAY, NOVEMBER 12, 2025

BID/OFFER CLOSED ON FRIDAY, NOVEMBER 14, 2025

The Offer was made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer was made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer was made available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company, in consultation with the BRLMs, allocated 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "Anchor Investor Portion"), of which one-third was reserved for domestic Mutual Funds, subject to valid Bids having being received from the domestic Mutual Funds at or above the price at which allocation was made to Anchor Investors ("Anchor Investor Allocation Price"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares were required to be added to the Net QIB Portion ("Net QIB Portion"). Further, 5% of the Net QIB Portion was made available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids having been received at or above the Offer Price, and the remainder of the Net QIB Portion was made available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. Further, not less than 15% of the Offer was made available for allocation to Non-Institutional Investors ("Non-Institutional Portion") of which one-third of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion was made available for allocation to Bidders with an application size of more than ₹ 1,000,000 and undersubscription in either of these two sub-categories of Non-Institutional Portion could have been allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. Further, not less than 35% of the Offer was available for allocation to Retail Individual Investors ("Retail Portion"), in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Offer Price. All Bidders (except Anchor Investors) were required to mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("ASBA") process by providing the details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter)) in which the Bid Amount was blocked by the Self Certified Syndicate Banks ("SCSBs") or the Sponsor Bank(s), as the case may be Anchor Investors were not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" beginning on page 576 of the Prospectus.

The Bidding for Anchor Investors opened and closed on Tuesday, November 11, 2025. The Company received 58 applications from 34 Anchor Investors for 27,491,777 Equity Shares. The Anchor Investor Offer Price was finalized at ₹397 per Equity Share. A total of 27,204,030 Equity Shares were allocated under the Anchor Investor Portion aggregating to ₹10,799,999,910.

The Offer received 4,077,352 applications for 3,924,166,831 Equity Shares (including applications from Anchor Investors and prior to rejections considering only valid bids) resulting in 61.82 times subscription. The details of the applications received in the Offer from various categories (including Anchor Investors) are as under (before rejections):

					•	
SR. NO.	CATEGORY	NO. OF APPLICATIONS RECEIVED	NO. OF EQUITY SHARES APPLIED	NO. OF EQUITY SHARES RESERVED AS PER PROSPECTUS	NO. OF TIMES SUBSCRIBED	AMOUNT (₹)
Α	Retail Individual Investors	3,656,616	171,547,762	31,738,035	5.41	68,104,272,333.00
В	Qualified Institutional Investors (excluding Anchors Investors)	274	3,166,863,337	18,136,020	174.62	1,257,244,744,789.00
С	Non-Institutional Investors - Up to ₹1,000,000	248,626	135,654,284	4,534,005	29.92	53,852,446,610.00
D	Non-Institutional Investors - Above ₹1,000,000	171,836	450,101,448	9,068,010	49.64	178,689,579,848.00
Е	Anchor Investors	58	27,491,777	27,204,030	1.01	10,914,235,469.00
TOTAL		4,077,410	3,951,658,608	90,680,100	43.58	1,568,805,279,049.00

Final Demand

A summary of the final demand as per BSE and NSE as on the Bid/Offer Closing Date at different Bid prices is as under

SR. NO.	BID PRICE	NO. OF EQUITY SHARES	% TO TOTAL	CUMULATIVE TOTAL	CUMULATIVE % OF TOTAL
1	378	505,087	0.01	505,087	0.01
2	379	40,737	0.00	545,824	0.01
3	380	110,778	0.00	656,602	0.02
4	381	10,619	0.00	667,221	0.02
5	382	11,877	0.00	679,098	0.02
6	383	4,736	0.00	683,834	0.02
7	384	5,291	0.00	689,125	0.02
8	385	99,715	0.00	788,840	0.02
9	386	10,656	0.00	799,496	0.02
10	387	39,220	0.00	838,716	0.02
11	388	55,685	0.00	894,401	0.02
12	389	15,577	0.00	909,978	0.02
13	390	132,275	0.00	1042,253	0.03
14	391	18,759	0.00	1061,012	0.03
15	392	20,350	0.00	1081,362	0.03
16	393	14,430	0.00	1095,792	0.03
17	394	22,422	0.00	1118,214	0.03
18	395	231,361	0.01	1349,575	0.03
19	396	278,499	0.01	1628,074	0.04
20	397	3,794,465,995	95.92	3,796,094,069	95.96
21	CUT-OFF	159,742,394	4.04	3,955,836,463	100.00
	TOTAL	3,955,836,463	100.00		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being NSE on November 17, 2025.

A. Allotment to Retail Individual Investors (after rejections) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Investors, who have bid at the Cut-Off Price or at the Offer Price of ₹397 per Equity Share, was finalized in consultation with NSE. This category has been subscribed to the extent of 5.41 times (after rejections). The total number of Equity Shares Allotted in Retail Portion is 31,738,035 Equity Shares to 857,784 successful Retail Individual Investors. The category-wise details of the Basis of Allotment are as under:

SR. NO.	CATEGORY	NO. OF APPLICATIONS RECEIVED	% OF TOTAL	TOTAL NO. OF EQUITY SHARES APPLIED	% TO TOTAL	NO. OF EQUITY SHARES ALLOTTED PER BIDDER	RATIO	TOTAL NO. OF EQUITY SHARES ALLOTTED
1	37	32,52,295	91.31	12,03,34,915	72.02	37	59:24	2,89,79,140
2	74	1,55,177	4.36	1,14,83,098	6.87	37	59:24	13,82,690
3	111	51,827	1.46	57,52,797	3.44	37	59:24	4,61,797
4	148	22,962	0.64	33,98,376	2.03	37	59:24	2,04,610
5	185	19,361	0.54	35,81,785	2.14	37	59:24	1,72,494
6	222	9,472	0.27	21,02,784	1.26	37	59:24	84,397
7	259	9,250	0.26	23,95,750	1.43	37	59:24	82,436
8	296	3,042	0.09	9,00,432	0.54	37	59:24	27,084
9	333	2,470	0.07	8,22,510	0.49	37	59:24	22,015
10	370	7,362	0.21	27,23,940	1.63	37	59:24	65,601
11	407	1,912	0.05	7,78,184	0.47	37	59:24	17,020
12	444	1,951	0.05	8,66,244	0.52	37	59:24	17,390
13	481	24,841	0.70	1,19,48,521	7.15	37	59:24	2,21,334
14	0	74564 Allottees from	Serial no 2 to 1	Serial no 2 to 13 Additional 1(one) share		1	27:74	27
	TOTAL	3,561,922	100.00	16,70,89,336	100.00			31,738,035

B. Allotment to QIBs (Excluding Anchor Investors) (after rejections)

24

1,369

Allotment to QIBs, who have bid at the Offer Price of ₹397 per Equity Share or above, has been done on a proportionate basis in consultation with NSE. This category has been subscribed to the extent of 174.62 times of Net QIB portion (after rejection). As per the SEBI Regulations, Mutual Funds were allotted 5% of the Equity Shares of Net QIB portion available i.e. 9,06,801 Equity Shares on a proportionate basis. The total number of Equity Shares allotted in the QIB category is 18,136,020 Equity Shares which were allotted to 274 successful Applicants.

CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FPC	VC'S	TOTAL
ALLOTMENT	7,691,215	2,224,126	688,174	2,243,679	651,050	4,637,776	-	18,136,020

C. Allotment to Non-Institutional Investors (More than ₹ 2,00,000 and up to ₹ 1,000,000) (after rejections)

0.01

The Basis of Allotment to the Non-Institutional Investors (More than ₹2,00,000 and up to ₹1,000,000), who have bid at the Offer Price of ₹397 per Equity Share was finalized in consultation with NSE. The sub-category of the Non-Institutional Portion comprising Non-Institutional Investors Bidding (More than ₹2,00,000 and up to ₹1,000,000) has been subscribed to the extent of 29.92 times (after rejections). The total number of Equity Shares Allotted in this category is 4,534,005 Equity Shares to 8,752 successful Non- Institutional Investors. The category-wise details of the Basis of Allotment are as under:

SR. NO.	CATEGORY	NO. OF APPLICATIONS RECEIVED	% OF TOTAL	TOTAL NO. OF EQUITY SHARES APPLIED	% TO TOTAL	NO. OF EQUITY SHARES ALLOTTED PER BIDDER	RATIO	TOTAL NO. OF EQUITY SHARES ALLOTTED
1	518	230,382	94.15	119,337,876	89.44	518	23:64	4,268,838
2	555	3977	1.63	2,207,235	1.65	518	23:64	73,556
3	592	817	0.33	483,664	0.36	518	29:81	15,022
4	629	655	0.27	411,995	0.31	518	23:65	11,914
5	666	530	0.22	352,980	0.26	518	19:53	9,842
6	703	205	0.08	144,115	0.11	518	7:20	3,626
7	740	786	0.32	581,640	0.44	518	28:78	14,504
8	777	546	0.22	424,242	0.32	518	20:54	10,360
9	814	154	0.06	125,356	0.09	518	5:15	2,590
10	851	111	0.05	94,461	0.07	518	4:11	2,072
11	888	154	0.06	136,752	0.10	518	5:15	2,590
12	925	184	0.08	170,200	0.13	518	7:18	3,626
13	962	80	0.03	76,960	0.06	518	3:80	1,554
14	999	282	0.12	281,718	0.21	518	10:28	5,180
15	1,036	1,161	0.47	1,202,796	0.90	518	42:11	21,756
16	1,073	81	0.03	86,913	0.07	518	3:81	1,554
17	1,110	316	0.13	350,760	0.26	518	11:31	5,698
18	1,147	66	0.03	75,702	0.06	518	2:66	1,036
19	1,184	62	0.03	73,408	0.06	518	2:62	1,036
20	1,221	156	0.06	190,476	0.14	518	6:15	3,108
21	1,258	1820	0.74	2,289,560	1.72	518	65:18	33,670
22	1,295	191	0.08	247,345	0.19	518	7:19	3,626
23	1,332	73	0.03	97,236	0.07	518	3:73	1,554

47,915

0.04

518

1:35

SR. NO.	CATEGORY	NO. OF APPLICATIONS RECEIVED	% OF TOTAL	TOTAL NO. OF EQUITY SHARES APPLIED	% TO TOTAL	NO. OF EQUITY SHARES ALLOTTED PER BIDDER	RATIO	TOTAL NO. OF EQUITY SHARES ALLOTTED
25	1,406	34	0.01	47,804	0.04	518	1:34	518
26	1,443	29	0.01	41,847	0.03	518	1:29	518
27	1,480	95	0.04	140,600	0.11	518	3:95	1,554
28	1,517	70	0.03	106,190	0.08	518	2:70	1,036
29	1,554	197	0.08	306,138	0.23	518	7:19	3,626
30	1,591	15	0.01	23,865	0.02	518	1:15	518
31	1,628	20	0.01	32,560	0.02	518	1:20	518
32	1,665	27	0.01	44,955	0.03	518	1:27	518
33	1,702	6	0.00	10,212	0.01	518	0:60	0
34	1,739	26	0.01	45,214	0.03	518	1:26	518
35	1,776	27	0.01	47,952	0.04	518	1:27	518
36	1,813	20	0.01	36,260	0.03	518	1:20	518
37	1,850	88	0.04	162,800	0.12	518	3:88	1,554
38	1,887	24	0.01	45,288	0.03	518	1:24	518
39	1,924	10	0.00	19,240	0.01	518	0:10	0
40	1,961	19	0.01	37,259	0.03	518	1:19	518
41	1,998	34	0.01	67,932	0.05	518	1:34	518
42	2,035	50	0.02	101,750	0.08	518	2:50	1,036
43	2,072	116	0.05	2,40,352	0.18	518	4:11	2,072
44	2,109	21	0.01	44,289	0.03	518	1:21	518
45	2,146	11	0.00	23,606	0.02	518	0:11	0
46	2,183	11	0.00	24,013	0.02	518	0:11	0
47	2,220	46	0.02	102,120	0.08	518	2:46	1,036
48	2,257	28	0.01	63,196	0.05	518	1:28	518
49	2,294	20	0.01	45,880	0.03	518	1:20	518
50	2,331	18	0.01	41,958	0.03	518	1:18	518
51	2,368	16	0.01	37,888	0.03	518	1:16	518
52	2,405	24	0.01	57,720	0.04	518	1:24	518
53	2,442	16	0.01	39,072	0.03	518	1:16	518
54	2,479	41	0.02	101,639	0.08	518	1:41	518
55	2,516	713	0.29	1,793,908	1.34	518	25:71	12,950
56	0	511 Allottees from S	511 Allottees from Serial no 2 to 55 Additional 1(one) share				11:12	469
	TOTAL	244,696	100.00	133,424,812	100.00			4,534,005

D. Allotment to Non-Institutional Investors (More than ₹1,000,000) (After rejections) (including ASBA Applications)

The Basis of Allotment to the Non-Institutional Investors (More than ₹1,000,000), who have bid at the Offer Price of ₹397 Equity Share was finalized in consultation with the NSE. The sub-category of the Non-Institutional Portion comprising Non-Institutional Investors Bidding above ₹397 has been subscribed to the extent of 49.64 times (after rejections). The total number of Equity Shares Allotted in this category is 9,068,010 Equity Shares to 17,505 successful applicants Non-Institutional Investors. The category-wise details of the Basis of Allotment are as under: (Sample)

SR. NO.	CATEGORY	NO. OF APPLICATIONS RECEIVED	% OF TOTAL	TOTAL NO. OF EQUITY SHARES APPLIED	% TO TOTAL	NO. OF EQUITY SHARES ALLOTTED PER APPLICANT	RATIO	TOTAL NO. OF EQUITY SHARES ALLOTTED
1	2,553	163809	96.01	418,204,377	93.62	518	67:65	8,706,026
10	2,886	55	0.03	158,730	0.04	518	6:55	3,108
17	3,145	38	0.02	119,510	0.03	518	4:38	2,072
18	3,182	10	0.01	31,820	0.01	518	1:10	518
27	3,552	8	0.00	28,416	0.01	518	1:8	518
37	3,922	21	0.01	82,362	0.02	518	2:21	1,036
38	3,959	26	0.02	102,934	0.02	518	3:26	1,554
39	3,996	25	0.01	99,900	0.02	518	3:25	1,554
40	4,033	19	0.01	76,627	0.02	518	2:19	1,036
41	4,070	21	0.01	85,470	0.02	518	2:21	1,036
51	4,477	7	0.00	31,339	0.01	518	1:70	518
52	4,514	15	0.01	67,710	0.02	518	2:15	1,036
66	5,106	155	0.09	791,430	0.18	518	16:15	8,288
67	5,143	6	0.00	30,858	0.01	518	1:6	518
90	6,956	7	0.00	48,692	0.01	518	1:7	518
99	7,770	11	0.01	85,470	0.02	518	1:11	518
100	7,881	7	0.00	55,167	0.01	518	1:70	518
101	7,955	7	0.00	55,685	0.01	518	1:70	518
106	8,251	6	0.00	49,506	0.01	518	1:60	518
107	8,806	8	0.00	70,448	0.02	518	1:80	518
108	9,139	6	0.00	54,834	0.01	518	1:60	518
112	9,990	6	0.00	59,940	0.01	518	1:60	518
113	10,138	5	0.00	50,690	0.01	518	1:50	518
117	11,618	7	0.00	81,326	0.02	518	1:70	518
118	12,062	11	0.01	132,682	0.03	518	1:11	518
121	13,579	6	0.00	81,474	0.02	518	1:6	518
123	15,836	5	0.00	79,180	0.02	518	1:5	518
124	25,160	8	0.00	201,280	0.05	518	1:8	518
125	25,530	5	0.00	127,650	0.03	518	1:5	518
274	42,846	1	0.00	42,846	0.01	518	0:10	C
294	0	All applicants from	Serial no 126 to 2	293 for 1 (one) lot of 518	shares	518	7:25	3,626
295	0	17505 Allottees from	n Serial no 1 to 2	94 Additional 1(one) sha	1	84:35	420	
	TOTAL	170,615	100.00	446,721,572	100.00			9,068,010

F. Allotment to Anchor Investors

The Company, in consultation with the BRLMs has allotted 27,491,777 Equity Shares to 34 Anchor Investors (through 58 Anchor Investor Application Forms, including 17 domestic Mutual Funds through 41 Mutual Fund schemes) at an Anchor Investor Offer Price of ₹397 per Equity Share in accordance with the SEBI ICDR Regulations. This represents 50% of total QIB portion.

ALLOTMENT	-	14,731,440	1,639,915	-	-	10,832,675	-	27,204,030		
The IPO Committee in its meeting held on November 17, 2025 has taken on record the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange,										
being NSE and allotment resolution was passed on November 17, 2025. The Allotment Advice-cum-Unblocking intimations have been dispatched to the email ids of the										
investors as registered with the Depositories. Further, the instructions to the Self Certified Syndicate Banks for unblocking of funds, transfer to Public Offer Account have										
been issued on November 17, 2025 and payments to non-Syndicate brokers have been issued on November 18, 2025. In case the same is not received within ten days,										
investors may contact the Registrar to the Offer at the address given below. The Equity Shares Allotted to the successful Allottees have been uploaded on November										
18, 2025 for credit into the respective beneficiary accounts subject to validation of the account details with the Depositories concerned. The Company filed the listing										
application with NSE and BSE on November 18, 2025. The Company has received listing and trading approval from NSE and BSE and the trading will commence on										

CATEGORY FIS/BANKS MF'S IC'S NBFC'S AIF FPC OTHERS TOTAL

Note: All capitalised terms used and not specifically defined herein shall have the same meaning as ascribed to them in the Prospectus

INVESTORS PLEASE NOTE

November 19, 2025

The details of the Allotment made will be hosted on the website of the Registrar to the Offer, MUFG Intime India Private Limited at https://in.mpms.mufg.com/

All future correspondence in this regard may kindly be addressed to the Registrar to the Offer quoting full name of the First/Sole Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of submission of Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and a copy of the Acknowledgment Slip received from the Designated Intermediary at the address given below:

MUFG

MUFG Intime India Private Limited (formerly Link Intime India Private Limited)

C-101, Embassy 247 , 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

section titled "Risk Factors" beginning on page 59 of the Prospectus.

Website: https://in.mpms.mufg.com/ Contact person: Shanti Gopalkrishnar SEBI registration no.: INR000004058

For **Tenneco Clean Air India Limited**on and behalf of the Board of Directors

Place: Gurugram, Haryana

Roopali Singh Company Secretary and Compliance Officer

Date: November 18, 2025

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF TENNECO CLEAN AIR INDIA LIMITED.

Tenneco Clean Air India Limited has filed the Prospectus with the RoC, SEBI and the Stock Exchanges. The Prospectus is available on the website of the Company at www.tennecoindia.com, on the websites of the BRLMs, i.e., JM Financial Limited, Citigroup Global Markets India Private Limited, Axis Capital Limited and HSBC Securities and Capital Markets (India) Private Limited at www.jmfl.com, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, www.axiscapital.co.in and www.business. hsbc.co.in, respectively, on the website of SEBI at www.sebi.gov.in, as well as on the websites of the Stock Exchanges, i.e., BSE and NSE at www.bseindia.com and www.nseindia.com, respectively. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see the

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("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 applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (i) in the United States solely to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) 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 in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made. There will be no public offering in the United States.