



(Please scan this QR Code to view the Draft Red Herring Prospectus)

**DRAFT RED HERRING PROSPECTUS**  
Dated June 30, 2025  
Please read Section 32 of the Companies Act, 2013  
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)  
100% Book Built Offer



**TENNECO CLEAN AIR INDIA LIMITED**  
**CORPORATE IDENTITY NUMBER: U29308TN2018FLC126510**

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 <sup>th</sup> Floor, Tower B, Paras Twin Towers, Sector-54, Golf Course Road, Gurugram – 122 002, Haryana, India	Garima Sharma <i>Company Secretary and Compliance Officer</i>	<b>Telephone:</b> +91 124 4784 530 <b>E-mail:</b> 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 PUBLIC**

Type	Fresh Issue size	Offer For Sale size	Total Offer size	Eligibility and Share Reservation among QIBs, NIIs and RIIs
Offer for Sale	Not applicable	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 30,000.00 million	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 30,000.00 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 476. For details of share reservation among QIBs, NIIs and RIIs, see “Offer Structure” beginning on page 503.

**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 (₹) <sup>(1)</sup>
Tenneco Mauritius Holdings Limited	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 30,000.00 million	138.14

<sup>(1)</sup> As certified by B.B. & Associates (FRN No. 023670N), Chartered Accountants, by way of their certificate dated June 30, 2025.

**RISKS IN RELATION TO THE FIRST OFFER**

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer 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 SEBI ICDR Regulations, and as stated in “Basis for Offer Price” beginning on page 140 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or 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 offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to “Risk Factors” beginning on page 45.

**ISSUER’S AND PROMOTER SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held, and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder, accepts responsibility for and confirms only statements and undertakings expressly made by it in this Draft Red Herring Prospectus solely in relation to itself and the Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect.

**LISTING**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the stock exchanges being the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”, and together with the BSE, the “Stock Exchanges”). For the purposes of the Offer, [●] is the Designated Stock Exchange.

**BOOK RUNNING LEAD MANAGERS**

Name Of the Book Running Lead Manager and logo	Contact Person(S)	Telephone And E-Mail
<b>JM FINANCIAL</b>	JM Financial Limited Prachee Dhuri	<b>Telephone:</b> +91 22 6630 3030 <b>E-mail:</b> tenneco ipo@jmfml.com
<b>citi</b>	Citigroup Global Markets India Private Limited Jitesh Agarwal	<b>Telephone:</b> +91 22 6175 9999 <b>E-mail:</b> tenneco ipo@citi.com
<b>AXIS CAPITAL</b>	Axis Capital Limited Harish Patel	<b>Telephone:</b> +91 22 4325 2183 <b>E-mail:</b> tenneco ipo@axiscap.in
<b>HSBC</b>	HSBC Securities and Capital Markets (India) Private Limited Harsh Thakkar / Harshit Tayal	<b>Telephone:</b> +91 22 6864 1289 <b>E-mail:</b> tenneco ipo@hsbc.co.in

**DETAILS OF REGISTRAR TO THE OFFER**

Name Of Registrar	Contact Person	Telephone And E-Mail
<b>MUFG Intime India Private Limited</b> (formerly Link Intime India Private Limited)	Shanti Gopalkrishnan	<b>Telephone:</b> +91 81081 14949 <b>E-mail:</b> tennecocleanair ipo@in.mpms.mufg.com

**BID/OFFER PERIOD**

Anchor Investor Bidding date <sup>(1)</sup>	[●]	Bid/Offer opens on <sup>(1)</sup>	[●]	Bid/Offer closes on <sup>(2)(3)</sup>	[●]
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<sup>(1)</sup> 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.

<sup>(2)</sup> Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.

<sup>(3)</sup> UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.



## 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.

**Registered Office:** RNS2, Nissan Supplier Park SIPCOT Industrial Park, Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram District - 602 105, Tamil Nadu, India

**Corporate Office:** 10<sup>th</sup> Floor, Tower B, Paras Twin Towers, Sector-54, Golf Course Road, Gurugram – 122 002, Haryana, India

**Contact Person:** Garima Sharma, Company Secretary and Compliance Officer; **Tel:** +91 124 4784 530

**E-mail:** [TennecoIndiaInvestors@tenneco.com](mailto:TennecoIndiaInvestors@tenneco.com); **Website:** [www.tennecoindia.com](http://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

**INITIAL PUBLIC OFFER OF UP TO [●] 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 ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ 30,000.00 MILLION (THE "OFFER") THROUGH AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ 30,000.00 MILLION") (THE "OFFER FOR SALE" AND SUCH EQUITY SHARES, THE "OFFERED SHARES") BY TENNECO MAURITIUS HOLDINGS LIMITED ("PROMOTER SELLING SHAREHOLDER"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER), AND [●] EDITION OF [●] (A WIDELY CIRCULATED TAMIL DAILY NEWSPAPER, TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU WHERE OUR REGISTERED OFFICE IS SITUATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE AND NSE FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.**

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company, may in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public notice and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being 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 is being 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 shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company, in consultation with the BRLMs, may allocate up to 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 shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is 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 shall be added to the remaining QIB Portion ("Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors ("Non-Institutional Portion") of which one-third of the Non-Institutional Portion shall be 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 shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Investors ("Retail Portion"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("ASBA") process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter)) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("SCSBs") or the Sponsor Bank(s), as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" beginning on page 507.

### RISKS IN RELATION TO THE 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. The Offer Price/Floor Price/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 140, 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 this 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 this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer 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 this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 45.

### ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held, and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder, accepts responsibility for and confirms only statements and undertakings expressly made in this Draft Red Herring Prospectus solely in relation to itself and the Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, the Promoter Selling Shareholder, in such capacity, does not assume any responsibility for any other statements and undertakings, including without limitation, any and all of the statements and undertakings made by or in relation to our Company or its business or any other person, in this Draft Red Herring Prospectus.

### LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 587.

### BOOK RUNNING LEAD MANAGERS

### REGISTRAR TO THE OFFER

JM FINANCIAL	citi	AXIS CAPITAL	HSBC	MUFG
<b>JM Financial Limited</b> 7 <sup>th</sup> Floor, Energy Appasaheb Marathe Marg Prabhadevi, Mumbai, 400025 Maharashtra, India <b>Tel:</b> +91 22 6630 3030 <b>E-mail:</b> <a href="mailto:tenneco ipo@jmfml.com">tenneco ipo@jmfml.com</a> <b>Investor grievance e-mail:</b> <a href="mailto:grievance.ibd@jmfml.com">grievance.ibd@jmfml.com</a> <b>Website:</b> <a href="http://www.jmfml.com">www.jmfml.com</a> <b>Contact person:</b> Prachee Dhuri <b>SEBI registration no.:</b> INM000010361	<b>Citigroup Global Markets India Private Limited</b> 1202, 12 <sup>th</sup> Floor, First International Financial Centre, G Block Bandra Kurla Complex Bandra (East), Mumbai - 400 098 Maharashtra, India <b>Tel:</b> +91 22 6175 9999 <b>E-mail:</b> <a href="mailto:tenneco ipo@citigroup.com">tenneco ipo@citigroup.com</a> <b>Investor grievance e-mail:</b> <a href="mailto:investors.cgmib@citigroup.com">investors.cgmib@citigroup.com</a> <b>Website:</b> <a href="https://www.citigroup.com/global/about-us/global-presence/india/disclaimer">https://www.citigroup.com/global/about-us/global-presence/india/disclaimer</a> <b>Contact person:</b> Jitesh Agarwal <b>SEBI registration no.:</b> INM000010718	<b>Axis Capital Limited</b> 1 <sup>st</sup> Floor, P. B. Marg Worli, Mumbai 400 025 Maharashtra, India <b>Tel:</b> +91 22 4325 2183 <b>E-mail:</b> <a href="mailto:tenneco ipo@axiscapital.in">tenneco ipo@axiscapital.in</a> <b>Investor Grievance E-mail:</b> <a href="mailto:complaints@axiscapital.in">complaints@axiscapital.in</a> <b>Website:</b> <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> <b>Contact Person:</b> Harish Patel <b>SEBI Registration No:</b> INM000012029	<b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Maharashtra, India <b>Tel:</b> +91 22 6864 1289 <b>E-mail:</b> <a href="mailto:tenneco ipo@hsbc.co.in">tenneco ipo@hsbc.co.in</a> <b>Investor grievance e-mail:</b> <a href="mailto:investorgrievance@hsbc.co.in">investorgrievance@hsbc.co.in</a> <b>Website:</b> <a href="http://www.business.hsbc.co.in">www.business.hsbc.co.in</a> <b>Contact person:</b> Harsh Thakkar / Harshit Tayal <b>SEBI registration no.:</b> INM000010353	<b>MUFG Intime India Private Limited (formerly Link Intime India Private Limited)</b> C-101, 247 Park, 1 <sup>st</sup> Floor LBS Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India <b>Tel:</b> +91 81081 14949 <b>E-mail:</b> <a href="mailto:tennecocleanair ipo@in.mpms.mufg.com">tennecocleanair ipo@in.mpms.mufg.com</a> <b>Investor grievance e-mail:</b> <a href="mailto:tennecocleanair ipo@in.mpms.mufg.com">tennecocleanair ipo@in.mpms.mufg.com</a> <b>Website:</b> <a href="https://in.mpms.mufg.com/">https://in.mpms.mufg.com/</a> <b>Contact person:</b> Shanti Gopalkrishnan <b>SEBI registration no.:</b> INR000004058

### BID/OFFER PROGRAMME

Anchor Investor Bidding Date <sup>(1)</sup>	[●]	Bid/Offer opens on <sup>(1)</sup>	[●]	Bid/Offer closes on <sup>(2)(3)</sup>	[●]
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<sup>(1)</sup> 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.

<sup>(2)</sup> Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.

<sup>(3)</sup> UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

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## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the respective rules and regulations made thereunder.*

*Notwithstanding the foregoing, terms in “Basis for Offer Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies in India”, “Restated Consolidated Financial Information”, “Other Financial Information”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of Articles of Association”, beginning on pages 140, 153, 165, 276, 324, 421, 462, 507 and 529, respectively, will have the meaning ascribed to such terms in those respective sections.*

#### General Terms

Term	Description
Our Company/ the Company/the Issuer/ TCAIL/ Parent/ Parent Company	Tenneco Clean Air India Limited, a public limited company incorporated under the Companies Act, 2013 with its registered office at RNS2, Nissan Supplier Park, SIPCOT Industrial Park, Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram District – 602 105, Tamil Nadu, India
we/ us/ our/ Tenneco India	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, on a consolidated basis at and during the relevant period/Fiscal

#### Company Related Terms

Term	Description
Articles of Association/AoA/Articles	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board, as described in “ <b>Our Management – Corporate Governance – Committees of the Board</b> ” on page 301
Auditors/Statutory Auditors	The current independent statutory auditors of our Company, being, Deloitte Haskins and Sells LLP
Bawal Facility	Manufacturing facility of TAIPL situated at Plot no. 321, sector -3, Phase-II, Growth Centre, HSIIDC, Bawal – 123 501, Rewari, Haryana, India
Bhiwadi Facility	Manufacturing facility of FMIPL situated at SP-812/B-1&2 RIICO Industrial Area, Phase III, Bhiwadi – 301 019, Rajasthan, India
Board/Board of Directors	The board of directors of our Company, as described in “ <b>Our Management – Board of Directors</b> ” on page 295
Chairman	The chairman of our Board, being Niranjana Kumar Gupta. For further details, see “ <b>Our Management – Board of Directors</b> ” on page 295
Chakan I Facility	Manufacturing facility of our Company situated at G6, Chakan Industrial Area, Phase - III, MIDC, Kuruli, Khed taluka, Pune - 410 501, Maharashtra, India
Chakan II Facility	Manufacturing facility of our Company situated at Gat No. 278/1/A Village-Nighoje, Khed Taluka, Pune – 410 501, Maharashtra, India
Chakan ART Facility	Manufacturing facility of TAIPL situated at Gat No. 864 & 865, Village Nighoje, Khed Taluka, Pune – 410 501, Maharashtra, India
Chakan Sealings Facility	Manufacturing facility of FMSIL situated at 152/223, Mahalunge village, Chakan, Talegaon, Road, Khed Taluka, Pune - 410 501, Maharashtra, India
Chennai Facility	Manufacturing facility of our Company situated at RNS2, Renault & Nissan Supplier Park, SIPCOT Industrial Park, Oragadam Industrial Corridor, Sriperumbudur Taluk Kancheepuram – 602 105, Tamil Nadu, India
Chief Financial Officer	The chief financial officer of our Company, being Mahender Chhabra. For further details,

Term	Description
	see <b><i>“Our Management – Key Managerial Personnel”</i></b> on page 309
Committee(s)	Duly constituted committee(s) of our Board of Directors. For further details, see <b><i>“Our Management – Corporate Governance – Committees of the Board”</i></b> on page 301
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Garima Sharma. For further details, see <b><i>“Our Management – Key Managerial Personnel”</i></b> on page 309
Corporate Office	The corporate office of our Company located at 10 <sup>th</sup> Floor, Tower B, Paras Twin Towers, Sector-54, Golf Course Road, Gurugram – 122 002, Haryana, India
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in <b><i>“Our Management - Committees of our Board”</i></b> on page 301
CRISIL	CRISIL Intelligence, a division of CRISIL Limited
CRISIL Report	Report on <b><i>‘Industry assessment for Clean Air systems, Ignition systems, Bearings, Sealings, Shock Absorbers &amp; Struts and Aftermarket for Ignition, Bearings, Sealings and Shock Absorbers &amp; Struts’</i></b> dated June, 2025 prepared by CRISIL, appointed by our Company on February 17, 2025, exclusively commissioned and paid for by our Company in connection with the Offer, a copy of which will be available on the website of our Company at <a href="https://tennecoindia.com/industry-report/">https://tennecoindia.com/industry-report/</a> from the date of this Draft Red Herring Prospectus until the Bid/Offer Closing Date
Director(s)	Director(s) on our Board, as appointed from time to time, as described in <b><i>“Our Management – Board of Directors”</i></b> on page 295
ESOP 2025	The Employee Stock Option Scheme 2025, of our Company
Equity Shares	Equity shares of our Company of face value of ₹ 10 each, unless otherwise stated
FMBIL	Federal-Mogul Bearings India Limited
FMIPL	Federal - Mogul Ignition Products India Limited
FMSIL	Federal-Mogul Sealings India Limited
Group Companies	The companies identified as ‘group companies’ in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations, including the Materiality Policy, as described in <b><i>“Group Companies”</i></b> beginning on page 472
Hosur Facility	Manufacturing Facility of TAIPL situated at Plot No. 122, SIPCOT’S Industrial Complex, Hosur (Phase – I), Zuzuvadi Village, Taluk of Hosur, Krishnagiri Revenue District – 635 126, Tamil Nadu, India
Independent Director(s)	Non-executive independent Director(s) of our Company, as described in <b><i>“Our Management – Board of Directors”</i></b> on page 295
Key Managerial Personnel/KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as described in <b><i>“Our Management – Key Managerial Personnel”</i></b> on page 309
License Agreement	The license agreement dated June 10, 2025, as amended by the amendment #1 to the license agreement dated June 17, 2025 between Tenneco Holdings LLC, our Company and our Subsidiaries, each with effect from April 1, 2024, as described in <b><i>“History and Certain Corporate Matters – Summary of key agreements”</i></b> on page 288
Materiality Policy	The policy adopted by our Board in its meeting held on June 27, 2025 for identification of (i) companies, considered material by our Company, for the purposes of disclosure as group companies in this DRHP, (ii) material outstanding litigation involving our Company, our Subsidiaries, our Promoters, our Directors; and (iii) outstanding dues to material creditors of our Company, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Material Subsidiary(ies)	For the purposes of preparation of Statement of Special Tax Benefits and disclosures in this Draft Red Herring Prospectus in relation to our material subsidiary (unless expressly stated otherwise), TAIPL is considered as a material subsidiary, determined as per Regulation 16(1)(c) of the SEBI Listing Regulations, in compliance with Paragraph 9(M) of Schedule VI of the SEBI ICDR Regulations. For further details, see <b><i>“Statement of Special Tax Benefits”</i></b> beginning on page 153  Further, for the purposes of disclosure of financial statements on our Company’s website, FMIPL and TAIPL for the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, are considered as material subsidiaries, determined in accordance with paragraph 11, I(A)(ii)(b) of Schedule VI of the SEBI ICDR Regulations. For further details, see <b><i>“Other Financial Information”</i></b> beginning on page 421  Furthermore, for the purpose of appointment of an independent director on the board of our subsidiaries, TAIPL is considered as a material subsidiary, determined in accordance with Regulation 24 of the SEBI Listing Regulations
Memorandum of Association/MoA	Memorandum of association of our Company, as amended from time to time
Motocare	Motocare India Private Limited
Nomination and Remuneration	The nomination and remuneration committee of our Board, as described in <b><i>“Our</i></b>

Term	Description
Committee	<b>Management – Corporate Governance – Committees of the Board</b> ” on page 301
Non-Executive Directors	The non-executive Directors on the Board of our Company, as described in “ <b>Our Management – Board of Directors</b> ” on page 295
P3 Operating System	Tenneco’s operating system that is focused on people, performance and pride, and standardizes processes across our plants, facilitating enhanced efficiency, agility and performance management
Parwanoo Facility	Manufacturing facility of FMBIL situated at Plot No.3, 4 and 5, Sector-II, Parwanoo, Tehsil Kasauli, Solan – 173 220, Himachal Pradesh, India
Pithampur Facility	Manufacturing facility of our Company situated at Plot No 81, Smart Industrial Park, Near Natrip, Pithampur – 454 774, Madhya Pradesh, India
Puducherry Facility	Manufacturing facility of TAIPL situated at Plot No. B-80-84 and B-91-95, 12th cross, 3rd Main Road, PIPDIC Industrial Estate, Mettupalayam – 605 009, Puducherry, India
Practicing Company Secretary	Jaya Yadav & Associates
Promoter(s)	The promoters of our Company, being Tenneco Mauritius Holdings Limited, Tenneco (Mauritius) Limited, Federal-Mogul Investments B.V., Federal-Mogul Pty Ltd and Tenneco LLC ( <i>formerly known as Tenneco Inc.</i> ). For further details, see “ <b>Our Promoters and Promoter Group – Our Promoters</b> ” on page 312
Promoter Group	The entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in “ <b>Our Promoters and Promoter Group – Promoter Group</b> ” on page 319
Registered Office	The registered office of our Company located at RNS2, Nissan Supplier Park, SIPCOT Industrial Park Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram District - 602 105, Tamil Nadu, India
Registrar of Companies/RoC	Registrar of Companies, Tamil Nadu and Andaman at Chennai
Restated Consolidated Financial Information	Restated consolidated financial information of our Company, together with its subsidiaries (“ <b>Group</b> ”), comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the Years ended March 31, 2025, March 31, 2024 and March 31, 2023, and a summary of material accounting policies and other explanatory information, prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”) read with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book Running Lead Managers, as applicable
Risk Management Committee	The risk management committee of our Board, as described in “ <b>Our Management – Corporate Governance – Committees of the Board</b> ” on page 301
Scheme of Arrangement for Demerger	The scheme of arrangement for demerger among Tenneco Automotive India Private Limited, our Company, their respective shareholders and creditors sanctioned <i>vide</i> the order dated April 26, 2019 by the NCLT, Chennai under sections 230 to 232 of the Companies Act, as described in “ <b>History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation</b> ” on page 285
Sanand Facility	Manufacturing Facility of TAIPL situated at Plot No. AV-35, Sanand-II Industrial Estate, Ahmedabad – 382 170, Gujarat
Senior Management/SMP	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in “ <b>Our Management – Senior Management of our Company</b> ” on page 309
Shareholder(s)	The holders of Equity Shares of our Company, from time to time
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of our Board, as described in “ <b>Our Management – Corporate Governance – Committees of the Board</b> ” on page 301
Subsidiary(ies)	Federal-Mogul Ignition Products India Limited, Federal-Mogul Bearings India Limited, Federal-Mogul Sealings India Limited and Tenneco Automotive India Private Limited, as described in “ <b>History and Certain Corporate Matters – Subsidiaries</b> ” on page 290
TAIPL	Tenneco Automotive India Private Limited
Tenneco Group	Tenneco LLC ( <i>formerly known as Tenneco, Inc.</i> ), and its consolidated subsidiaries
Whole-Time Director and Chief Executive Officer / Chief Executive officer/ Whole-time Director	The whole-time director and chief executive officer of our Company, being Arvind Chandrasekharan. For further details, see “ <b>Our Management – Board of Directors</b> ” on page 295

## Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to the Bidder as proof of registration of the Bid cum Application Form
Allot/Allotment/Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the transfer of the Offered Shares pursuant to the Offer for Sale to successful Bidders
Allotment Advice	The note or advice or intimation of Allotment sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allottee(s)	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price
	The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, 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. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
ASBA/Application Supported by Blocked Amount	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis Capital	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in “ <b>Offer Procedure</b> ” beginning on page 507
Bid(s)	An indication by an ASBA Bidder to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR

Term	Description
	Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable
	In the case of Retail Individual Investors Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Investors and mentioned in the Bid cum Application Form
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of the Tamil Nadu, where our Registered Office is located), and in case of any revision, the extended Bid/Offer Closing Date shall also be widely disseminated by notification to the Stock Exchanges by issuing a public notice and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s) and shall also be notified in an advertisement in the same newspapers in which the advertisement for Bid / Offer Opening Date was published, as required under the SEBI ICDR Regulations
	Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of the Tamil Nadu, where our Registered Office is located) and in case of any revision, the extended Bid/Offer Opening Date also be widely disseminated by notification to the Stock Exchanges by issuing a public notice and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, may in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers/BRLMs	The book running lead managers to the Offer, being, JM Financial Limited, Axis Capital Limited, Citigroup Global Markets India Private Limited and HSBC Securities and Capital Markets (India) Private Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the



Term	Description
	names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a>
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The agreement to be entered into amongst our Company, the Promoter Selling Shareholder, the Syndicate Members, the Registrar to the Offer, the BRLMs, and the Banker(s) to the Offer in accordance with UPI Circulars, for inter alia, the appointment of the Banker(s) to the Offer, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account(s), and where applicable, remitting refunds, if any, to such Bidders, on the terms and conditions thereof
CDP(s)/Collecting Depository Participant(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and other applicable circulars issued by SEBI as per the lists available on the websites of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> , as updated from time to time
Citi	Citigroup Global Markets India Private Limited
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Collecting Registrar and Share Transfer Agents/CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the lists available on the websites of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> , as updated from time to time
Cut-Off Price	Offer Price, which shall be any price within the Price Band, finalized by our Company, in consultation with the BRLMs  Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Cut-Off Time	For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on after the Bid/Offer Closing Date
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> as updated from time to time
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Offer Account(s) or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIIs, NIIs Bidding with an application size of up to ₹ 0.50 million (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs  In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, Registered Brokers, CDPs SCSBs and RTAs  In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIIs with an application size of more than ₹ 0.50 million (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs and CRTA
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders can submit the ASBA Forms to RTAs.

Term	Description
	The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/DRHP	This draft red herring prospectus dated June 30, 2025 filed with SEBI and the Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid Cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Accounts in relation to the Offer for Bids by Anchor Investors will be opened, in this case being [●]
First or sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document/GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Independent Chartered Accountant	B.B. & Associates, Chartered Accountants, the independent chartered accountants appointed by our Company in connection with the Offer
HSBC	HSBC Securities and Capital Markets (India) Private Limited
JM Financial	JM Financial Limited
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares of face value of ₹ 10 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Net Proceeds	Proceeds of the Offer less Offer expenses
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer consisting of [●] Equity Shares of face value of ₹ 10 each, available for allocation to Non-Institutional Investors, of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors subject to valid Bids being received at or above the Offer Price
Non-Institutional Investors/NIIs	Bidders that are not QIBs or RIIs and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
NPCI	National Payments Corporation of India
NR/Non-Resident	Person resident outside India, as defined under FEMA and includes non-resident Indians, FVCIs and FPIs
Offer	Initial public offering of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ 30,000.00 million comprising the

Term	Description
	Offer for Sale
Offer Agreement	The agreement dated June 30, 2025 among our Company, the Promoter Selling Shareholder and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to [●] Offered Shares aggregating up to ₹ 30,000.00 million by Tenneco Mauritius Holdings Limited, being the Promoter Selling Shareholder, in the Offer. For further information, see “ <i>The Offer</i> ” beginning on page 104
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Red Herring Prospectus which will be decided by our Company, in consultation with the BRLMs, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company, in consultation with the BRLMs, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus
Offered Shares	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 30,000.00 million being offered for sale by the Promoter Selling Shareholder in the Offer
Price Band	<p>The price band ranging from the Floor Price of ₹ [●] per Equity Share to the Cap Price of ₹ [●] per Equity Share, including any revisions thereto. The Cap Price shall be at least 105% of the Floor Price and shall not be greater than 120% of the Floor Price</p> <p>The Price Band and minimum Bid Lot, as decided by our Company, in consultation with the BRLMs, will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of the Tamil Nadu, where our Registered Office is located) , at least two Working Days prior to the Bid/Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites</p>
Pricing Date	The date on which our Company, in consultation with the BRLMs, will finalise the Offer Price
Promoter Selling Shareholder Prospectus	<p>Tenneco Mauritius Holdings Limited</p> <p>The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, inter alia, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto</p>
Public Offer Account(s)	The bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	Bank(s) which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened
QIB Portion	The portion of the Offer being not more than 50% of the Offer or [●] Equity Shares of face value of ₹ 10 each, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price
QIBs/Qualified Institutional Buyers	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus/RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
Refund Bank(s)	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, and other applicable circulars issued by SEBI
Registrar Agreement	The agreement dated June 30, 2025 entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer

<b>Term</b>	<b>Description</b>
Registrar to the Offer/Registrar	MUFG Intime India Private Limited ( <i>formerly Link Intime India Private Limited</i> )
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Investor(s)/RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares of face value of ₹ 10 each, available for allocation to Retail Individual Investors as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable  QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date
RTAs/Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
Self Certified Syndicate Bank(s)/SCSB(s)	The banks registered with SEBI, offering services: (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time  Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the “list of mobile applications for using UPI in Public Issues” displayed on SEBI website at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> . The said list shall be updated on SEBI website from time to time
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The agreement to be entered into between our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time
Sponsor Bank(s)	[●], being Banker(s) to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and/or payment instructions of UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Stock Exchanges	Together, BSE and NSE
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement to be entered into between our Company, the Registrar to the Offer, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members in relation to the procurement of Bids by the Syndicate
Syndicate Member(s)	Intermediaries (other than the BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, [●]
Syndicate/Members of the Syndicate	Together, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into between the Underwriters, our Company and the Promoter Selling Shareholder, on or after the Pricing Date but prior to filing of the

Term	Description
	Prospectus, with the RoC as the case may be
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by the NPCI
UPI Bidders	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Collecting Registrar and Share Transfer Agents  Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI ICDR Master Circular along with the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022 (to the extent any of these circulars are not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to the UPI Mechanism), along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by BSE having reference number 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard from time to time
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application, by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorize blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that shall be used by a UPI Bidder to make an ASBA Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Working Day(s)	All days on which commercial banks in Mumbai, Maharashtra, India are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the expression “Working Day” shall mean all days on which commercial banks in Mumbai, Maharashtra, India are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression ‘Working Day’ shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI

## Technical or Industry Related Terms

Term	Description
Advanced Ride Technologies/ART	Division where we design, manufacture and sell shock absorbers, struts and advanced suspension systems under the Monroe brand to original equipment manufacturers and the aftermarket
Adjusted PAT	Refers to Adjusted Restated Profit for the Year and is calculated as restated profit for the year less other income (net of tax)
Adjusted PAT Margin (%) (Basis Revenue from Operations)	Refers to adjusted Restated Profit for the Year Margin and is calculated as Adjusted PAT as a percentage revenue from operations
Adjusted PAT Margin (%) (Basis VAR)	Calculated as Adjusted PAT as a percentage of VAR
Adjusted ROE	Adjusted Return on Equity (“ROE”) is calculated as Adjusted PAT divided by adjusted average equity. Adjusted average equity is calculated as the average of adjusted closing equity and opening equity. Adjusted closing equity is calculated as closing equity less exceptional items
Apollo	Apollo Global Management, Inc. and its subsidiaries
Average Net Fixed Assets	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
BS6	Bharat Stage 6 emission standard



<b>Term</b>	<b>Description</b>
BS7	Bharat Stage 7 emission standard
CAFE	Corporate Average Fuel Efficiency/Economy
CEV-IV	Construction Equipment Vehicle Stage 4 emission standard
CEV-V	Construction Equipment Vehicle Stage 5 emission standard
CFD	Computational fluid dynamics
Clean Air Solutions	Our business where we design, manufacture and sell exhaust aftertreatment systems, such as catalytic converters, mufflers and exhaust pipes to original equipment manufacturers
Clean Air & Powertrain Solutions	Division that comprises Clean Air Solutions and Powertrain Solutions businesses
CNC	Computerized numeric controlled
CNG	Compressed natural gas
Cost of goods sold	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
CPCB	Central Pollution Control Board
CPV	Content per vehicle
CT	Commercial trucks
Customer	Refers to any party, uniquely identified by their Permanent Account Number (PAN), to whom at least one invoice has been raised by the Company during the relevant fiscal, provided that where a customer operates through multiple legal entities, and/or group companies such as subsidiaries, holding entities and joint venture/associates, etc., all such entities are considered as a single customer
CV(s)	Commercial vehicles which comprise commercial trucks and off-highway vehicles
CV+	Upgraded version of compression valve
CVSAe2/Kinetic	Continuously variable semi active - external two valves with kinetic technology (for hydraulic anti-role pitch control system)
DEF	Diesel exhaust fluid
Delivery rate	The ratio of the number of parts shipped to customers compared to the number of parts that were scheduled to be shipped according to customer forecasts (adjusted for customer production line stoppages), expressed as a percentage
DFMEA	Design failure mode and effect analysis
DOC	Diesel oxidation catalysts
DPF	Diesel particulate filters
DVP	Design validation plan
EBIT	EBIT is calculated as restated profit for the year plus finance cost plus total tax expense less other income
ECU	Electronic control unit
EHS	Environment, Health and Safety
EV	Electric vehicle
Exceptional item	Exceptional item includes gain on the sale of Motocare recorded in Other equity – Adjustment for sale of investment by subsidiary
FDD RC1	Frequency dependent damping, revision control 1
GHG	Greenhouse gas
GPF	Gasoline particulate filters
ICE	Internal combustion engine
ICOFR	Internal Controls Over Financial Reporting
IDC	Industrial development corporations
Incident rate	The number of recordable accidents divided by the number of labor hours per year multiplied by 200,000, which assumes a standard plant having 200,000 labor hours per year
Industrial / Others	Industrial and other applications, which comprises generator sets, small commercial vehicles with gross weight of less than 3.5 tons, two wheelers and three wheelers
Inventory Days	Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365), rounded to the nearest whole number
IT	Information Technology
Kaizen	A philosophy of continuous improvement to enhance efficiency, quality, and productivity
LNT	Lean nitrogen oxide traps
MLS	Multi layer-steel
MTV	Multi-tune valve
MTV CL	Multi-tune valve control logic
NCI	Non-Controlling Interest
NCR	National capital region
Net Asset Value / NAV	Net Asset Value per share is calculated by dividing net worth as at the end of the Fiscal by the closing number of equity shares adjusted on account of business combination

Term	Description
Net Worth	The aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as on March 31, 2025, 2024 and 2023. Therefore, net worth for the group includes paid-up share capital, retained earnings, securities premium, Deemed Equity Contribution from Parent Company and Share Application Money Pending Allotment and excludes Capital Reserve, Capital Reserve on Business Combination under Common Control, Capital Redemption Reserve, Stock Compensation Reserve and NCI
NOx	Nitrogen oxide
NVH	Noise, vibration, and harshness
OEM	Original equipment manufacturers
OES	Original equipment spare parts
OH	Off-highway vehicles
OSE	Refers to Office of Strategic Execution. The OSE is responsible for driving rapid change, specifically targeting cost of goods sold and revenue growth across the company. It functions as a “skunk works” style team with a dotted line reporting structure to business units to drive changes across operations, including procurement, manufacturing, selling, general and administrative expenses, and R&D, as well as enabling revenue growth through volume targets, new customer acquisition, and pricing strategy
PFMEA	Process Failure Mode and Effect Analysis
Payable Days	Payable Days is calculated as average trade payables divided by (total purchases divided by 365), rounded to the nearest whole number
PM	Particulate matter
Powertrain Solutions	Our business where we design, manufacture and sell engine bearings, sealing systems and ignition products (such as spark plugs and ignition coils) to original equipment manufacturers and the aftermarket under the Champion brand
PPAP	Production part approval process
PV	Passenger vehicles
QCFI	Quality Circle Forum of India
R&R	Reward and recognition
RDE	Real driving emissions standards
Receivable Days	Receivable Days is calculated as average trade receivables divided by (revenue from operations divided by 365), rounded to the nearest whole number.
Return on Net Worth / RoNW	Calculated as restated profit for the year divided by average net worth of our company. Average net worth is computed as average of opening and closing net worth
RFQ	Request for quote
RV	Rebound valve
SAP	Systems Applications and Products – a software system used for enterprise resource planning
SCR	Selective catalytic reduction convertor
SDD	Stroke dependent damping
SDPF	Catalytic reduction convertor-coated diesel particulate filters
STV	Standard-tune valve
Tier I Supplier	Suppliers that supply manufactured products directly to original equipment manufacturers
Tier II Supplier	Suppliers that provide products and services to Tier 1 Suppliers
TISAX	Trusted Information Security Assessment Exchange
Total Debt	Calculated as the sum of borrowings and lease liabilities (both current and non-current)
Total Equity	Total equity refers to the sum of Equity attributable to owners of Parent and Non-Controlling Interest.
Trade Working Capital	Calculated as the sum of account receivables and inventory less trade payables (trade payables include vendor bill financing).
TREM IV	Tractor Emission Norms Stage IV emission standard
TREM V	Tractor Emission Regulation of India V emission standard
TWC	Three-way catalysts
VAVE	Value Analysis and Value Engineering
5S	A system for maintaining shop floor cleanliness and visual standards

**Key Performance Indicators (as identified in “Basis for Offer Price” beginning on page 140)**

<b>Metric</b>	<b>Explanation</b>
Business Divisions-wise Revenue	Business Divisions-wise Revenue from Operations consists 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
Cash Conversion Cycle	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), rounded to the nearest whole number. Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365), 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), 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
EBITDA	EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit for the year plus total tax expense, finance cost, depreciation and amortization expense minus other income
EBITDA Growth (%)	EBITDA Growth (%) is calculated as EBITDA for the current fiscal less EBITDA for the previous fiscal as a percentage of EBITDA for the previous Fiscal
EBITDA Margin (%) (Basis Revenue from Operations)	EBITDA Margin (%) (Basis Revenue from Operations) is calculated as EBITDA as a percentage of revenue from operations
EBITDA Margin (%) (Basis VAR)	EBITDA Margin (%) (Basis VAR) is calculated as EBITDA as a percentage of VAR
Fixed Assets Turnover Ratio	Fixed Assets 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
Net Debt	Net Debt is Calculated as Total Debt (including Lease Liabilities) less cash and cash equivalents
Net Debt to EBITDA Ratio	Net Debt to EBITDA Ratio is calculated as Net Debt divided by EBITDA
Net Debt to Equity Ratio	Net Debt to Equity Ratio is calculated as Net Debt divided by Total Equity
Net Working Capital	Net Working Capital is calculated as Current Assets (excluding assets classified as held for sale) less Current Liabilities (excluding liabilities relating to assets held for sale) as per Restated Consolidated Financial Information
Net Working Capital Days	Net Working Capital Days is calculated as 365 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
PAT/Profit After Tax	PAT/ Profit After Tax refers to Restated profit for the year as appearing in Restated Consolidated Financial Information
PAT Growth (%)	PAT Growth (%) is calculated as PAT for the current fiscal less PAT for the previous fiscal as a percentage of PAT for the previous Fiscal
PAT Margin (%) / PAT Margin (%) (Basis Revenue from Operations)	PAT Margin (%) or PAT Margin (%) (Basis Revenue from Operations) is calculated as Restated profit for the year as a percentage of Revenue from Operations
PAT Margin (%) (Basis VAR)	PAT Margin % (Basis VAR) is calculated as Restated profit for the year as a percentage of VAR
Return on Capital Employed/ROCE	Return on Capital Employed is calculated as earning before interest and taxes (EBIT) as a percentage of Capital Employed. EBIT is calculated as Restated profit for the 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
Return on Equity/ROE	Return on Equity is calculated as restated profit for the 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 fiscal. Total equity refers to the sum of Equity attributable to owners of Parent and Non-Controlling Interest

Metric	Explanation
Revenue from Operations	Refers to revenue from operations as appearing in the Restated Consolidated Financial Information
Revenue Growth (%)	Revenue Growth (%) is calculated as Revenue from operations for the current fiscal minus Revenue from operations for the previous fiscal as a percentage of Revenue from operations for the previous Fiscal
Value added Revenue/VAR	Revenue from operations after excluding 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 for 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 delivery 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
VAR Growth (%)	VAR Growth (%) is calculated as VAR for the current Fiscal minus VAR for the previous Fiscal as a percentage of VAR for the previous Fiscal

## Conventional and General Terms and Abbreviations

Term	Description
₹/ Rs./ Rupees/ INR	Indian Rupees
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under the SEBI AIF Regulations
Air Act	The Air (Prevention and Control of Pollution) Act, 1981
Banking Regulation Act	The Banking Regulation Act, 1949
BSE	The BSE Limited
CAGR	Compounded annual growth rate
Calendar Year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
Category I AIF	AIFs registered as “Category I alternative investment funds” under the SEBI AIF Regulations
Category I FPIs	FPIs registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II AIF	AIFs registered as “Category II alternative investment funds” under the SEBI AIF Regulations
Category II FPIs	FPIs registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III AIF	AIFs registered as “Category III alternative investment funds” under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CLRA	The Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 1956	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
Companies Act/Companies Act, 2013	The Companies Act, 2013 read with rules, regulations, clarifications and modifications thereunder
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	The Consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
Consumer Protection Act	The Consumer Protection Act, 2019
CSR	Corporate social responsibility
CST	Central sales tax
Depositories Act	The Depositories Act, 1996, read with the rules, regulations, clarifications and

Term	Description
	modifications thereunder
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DP ID	Depository Participant's identity number.
DP/Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India
EPS	Earnings per share
Factories Act	The Factories Act, 1948
FC-GPR	Foreign Currency Gross Provisional Return
FCNR	Foreign Currency Non-Resident
FDI	Foreign direct investment
FDI Circular	The Consolidated FDI Policy Circular dated October 15, 2020 issued by the DPIIT (formerly Department of Industrial Policy & Promotion)
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder.
FEMA Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal/Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIRC	Foreign Inward Remittance Certificate
FPIs	Foreign portfolio investor registered with SEBI pursuant to the SEBI FPI Regulations.
FRN	Firm registration number
FTA	The Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder
FVCI	Foreign venture capital investors registered with SEBI pursuant to the SEBI FVCI Regulations
GoI/Central Government	The Government of India
GST	The Goods and Services Tax
HUF(s)	Hindu undivided family(ies)
ICAI	Institute of Chartered Accountants of India
ICAI Guidance Note	Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as updated from time to time
IFRS	The International Financial Reporting Standards issued by the International Accounting Standard Board
Income Tax Act	The Income-tax Act, 1961
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 37	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS Rules	The Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
IPO	Initial public offer
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT Act	The Information Technology Act, 2000
KPI	Key Performance Indicator
KYC	Know Your Customer
MCA/Ministry of Corporate Affairs	The Ministry of Corporate Affairs, Government of India
MSME	Micro, Small or a Medium Enterprise
NACH	National Automated Clearing House
N.A.	Not applicable
NEFT	National electronic fund transfer
NBFC-SI/ Systemically Important NBFCs	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
NCLT	National Company Law Tribunal



Term	Description
Non-Resident	A person resident outside India, as defined under FEMA
NRE	Non-Resident External
NRI	Non-Resident Indian
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
Patents Act	The Patents Act, 1970
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SCORES	SEBI complaints redress system
SEBI	The Securities and Exchange Board of India, constituted under section 3 of the SEBI Act.
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI ICDR Master Circular	The SEBI master circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI RTA Master Circular	The SEBI master circular bearing number SEBI/HO/MIRSD/MIRSD-POD/P/CIR/2025/91 dated June 23, 2025
SEBI SBEBSE Regulations	SEBI SBEBSE Regulations Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
STT	Securities Transaction Tax
TAN	Tax deduction account number
Trade Marks Act	The Trade Marks Act, 1999
U.S. GAAP	The Generally Accepted Accounting Principles in the United States of America
U.S. QIBs	Persons that are “qualified institutional buyers”, as defined in Rule 144A
U.S. Securities Act	The U.S. Securities Act of 1933, as amended.
US\$/USD/US Dollar	United States Dollar
USA/U.S./US	United States of America
VAT	Value added tax
VCF	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 ( <i>now repealed</i> ) or the SEBI AIF Regulations, as the case may be
Water Act	The Water (Prevention and Control of Pollution) Act, 1974

## SUMMARY OF THE OFFER DOCUMENT

*This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including in “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Consolidated Financial Information”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of Articles of Association” beginning on pages 45, 104, 121, 137, 165, 228, 312, 324, 462, 507 and 529, respectively.*

### Summary of our primary business

We manufacture and supply critical, highly engineered and technology intensive clean air, powertrain and suspension solutions tailored for Indian original equipment manufacturers (“OEMs”) and export markets. Our customer base spans 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”). We also sell to the aftermarket primarily through Motocare India Private Limited (“Motocare”), a subsidiary of Tenneco LLC and our Group Company.

For further details, see “**Our Business**” beginning on page 228.

### Summary of the industry in which we operate

According to the CRIISL Report, Indian auto component production (which includes sales to OEMs, exports and the replacement market) has increased at a 8.7% CAGR to ₹7,881 billion in Fiscal 2024 from ₹5,196 billion in Fiscal 2019. Auto component exports grew at a strong 11% CAGR during Fiscals 2019 to 2024. The auto component market size is expected to grow between Fiscals 2025 and 2030 to reach ₹13,000 to ₹14,000 billion. Domestic auto-component production revenue is estimated to increase by 8-10% in Fiscal 2025 and 10-12% in Fiscal 2026, driven by demand from the OEM segment followed by replacement and export markets. Auto component exports (accounting for 22% of the overall demand in Fiscal 2024) are projected to record a 7-9% on year growth in Fiscal 2025.

For further details, see “**Industry Overview**” beginning on page 165.

### Promoters

Our Promoters are Tenneco Mauritius Holdings Limited, Tenneco (Mauritius) Limited, Federal-Mogul Investments B.V., Federal-Mogul Pty Ltd and Tenneco LLC.

For further details, see “**Our Promoters and Promoter Group – Our Promoters**” on page 312.

### Offer size

The Offer comprises an Offer for Sale of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 30,000.00 million by the Promoter Selling Shareholder. For details, see “**Other Regulatory and Statutory Disclosures**” beginning on page 476.

The Offer would constitute [●]% of the post-Offer paid-up Equity Share capital of our Company. For further details, see “**The Offer**” beginning on page 104.

### Objects of the Offer

The Promoter Selling Shareholder will be entitled to the entire proceeds of the Offer after deducting the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer. The objects of the Offer are to (i) 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 ₹ 30,000.00 million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details, see “**Objects of the Offer**” beginning on page 137.

## Aggregate pre-Offer and post-Offer Shareholding of our Promoters, members of our Promoter Group and Promoter Selling Shareholder

Except as disclosed below, our Promoters, members of our Promoter Group and the Promoter Selling Shareholder, do not hold any Equity Shares in our Company:

S. No.	Name of Shareholder	Pre-Offer		Post-Offer*	
		No. of Equity Shares of face value of ₹ 10 each held	% of Equity Share capital	No. of Equity Shares of face value of ₹ 10 each held	% of Equity Share capital
1.	Tenneco Mauritius Holdings Limited <sup>(1)</sup>	344,808,654 <sup>(2)</sup>	85.43	[●]	[●]
2.	Tenneco (Mauritius) Limited	26,734,261	6.62	[●]	[●]
3.	Federal-Mogul Investments B.V.	10,607,654 <sup>(3)</sup>	2.63	[●]	[●]
4.	Federal-Mogul Pty Ltd	14,478,794 <sup>(3)</sup>	3.59	[●]	[●]
5.	Tenneco LLC	6,974,946 <sup>(3)</sup>	1.73	[●]	[●]
<b>Total</b>		<b>403,604,309</b>	<b>100.00</b>	<b>[●]</b>	<b>[●]</b>

\* To be updated in the Prospectus prior to filing with the RoC.

<sup>(1)</sup> Also the Promoter Selling Shareholder.

<sup>(2)</sup> 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:

<sup>(a)</sup> 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

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

<sup>(3)</sup> 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.

For further details, see “**Capital Structure**” beginning on page 121.

## Shareholding of our Promoters, members of the Promoter Group, and additional top 10 Shareholders of our Company

The aggregate pre-Offer and post-Offer shareholding, of each of our Promoters members of our Promoter Group, and additional top 10 Shareholders (apart from Promoters and Promoter Group), is set forth below:

S. No.	Pre-Offer shareholding as at the date of the price band advertisement <sup>(1)</sup>			Post-Offer Shareholding as at Allotment <sup>(1)(2)</sup>			
	Name of the Shareholder <sup>(3)</sup>	Number of Equity Shares of face value of ₹ 10 each	Pre-Offer Shareholding (%)	At the lower end of the price band (₹[●]) Number of Equity Shares of face value of ₹ 10 each	Post-offer Shareholding (%)	At the upper end of the price band (₹[●]) Number of Equity Shares of face value of ₹ 10 each	Post-offer Shareholding (%)
<b>Promoters</b>							
1.	Tenneco Mauritius Holdings Limited <sup>(4)</sup>	[●]	[●]	[●]	[●]	[●]	[●]
2.	Tenneco (Mauritius) Limited	[●]	[●]	[●]	[●]	[●]	[●]
3.	Federal-Mogul Investments B.V.	[●]	[●]	[●]	[●]	[●]	[●]
4.	Federal-Mogul Pty Ltd	[●]	[●]	[●]	[●]	[●]	[●]
5.	Tenneco LLC	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total</b>		<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

<sup>(1)</sup> To be updated in the Prospectus prior to filing with the RoC.

<sup>(2)</sup> Assuming full subscription in the Offer, the post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment.

- <sup>(3)</sup> Our Company has seven Shareholders as on the date of this Draft Red Herring Prospectus and these Shareholders comprise our five Promoters and two members of our Promoter Group as nominees of one of our Promoter, being Tenneco Mauritius Holdings Limited. Accordingly, the above-mentioned details include the shareholding of our top ten Shareholders.
- <sup>(4)</sup> Also the Promoter Selling Shareholder.

### Summary of selected financial information derived from the Restated Consolidated Financial Information

The details of certain financial information as at and for 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 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	3,134.06
Revenue from operations	48,904.30	54,676.12	48,273.68
Profit for the year	5,531.43	4,167.87	3,810.43
Restated earnings per Equity Share			
- Basic earnings per share <sup>(1)</sup>	13.68	8.90	7.58
- Diluted earnings per share <sup>(1)</sup>	13.68	8.90	7.58
Net Asset Value Per Share <sup>(2)</sup>	31.10	27.67	27.42
Borrowings	-	-	139.72
Net Worth <sup>(3)</sup>	12,550.93	11,165.92	13,788.22

\*Note:

<sup>(1)</sup> 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 Fiscal 2025, 2024 and 2023 was 403.60 million, 467.92 million and 502.92 million respectively.

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

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

For a reconciliation of non-GAAP measures, see “**Management’s Discussion and Analysis of our Results of Operations – Non-GAAP Financial Measures**” on page 442. For further details, see “**Restated Consolidated Financial Information**” beginning on page 324.

### Qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications by the Statutory Auditors in their examination report dated June 29, 2025 on our Restated Consolidated Financial Information, which have not been given effect to in the Restated Consolidated Financial Information.

### Summary of outstanding litigation

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 this Draft Red Herring Prospectus in accordance with the SEBI ICDR Regulations and as per the Materiality Policy in “**Outstanding Litigation and Material Developments**” is provided below:

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) <sup>(1)</sup>
<b>Company</b>						
By our Company	1	Nil	NA	NA	Nil	0.50
Against our Company	Nil	11	1	NA	Nil	387.95
<b>Subsidiaries<sup>(2)</sup></b>						
By our Subsidiaries	4	Nil	NA	NA	Nil	0.04
Against our Subsidiaries	Nil	58	1	NA	Nil	759.43
<b>Promoters</b>						
By our Promoters	Nil	Nil	NA	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
<b>Directors</b>						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	1	Nil	Nil	NA	Nil	Nil
<b>Key Managerial Personnel/members of Senior Management</b>						
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	Nil	NA	Nil	NA	NA	Nil
<b>Group Companies<sup>(3)</sup></b>						
Outstanding litigation which may have a material impact on our Company				Nil		

<sup>(1)</sup> Inclusive of interests and penalties, to the extent quantifiable.

<sup>(2)</sup> This does not include matters disclosed under “**Outstanding Litigation and Material Developments- Litigation involving our Subsidiaries- Compounding applications involving our Subsidiaries**” on page 464.

<sup>(3)</sup> 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 466 for certain matter relating to one of our Group Companies.

For further details of the outstanding litigation proceedings, see “**Outstanding Litigation and Material Developments**” beginning on page 462.

## Risk factors

Specific attention of the investors is invited to “**Risk Factors**” beginning on page 45. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. Set forth below are the top 10 risk factors as per our Company:

S.No.	Description of risk
1.	We derived a significant portion of our revenue from operations, i.e. 82.04%, 83.87% and 83.06% 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 could adversely impact our business, results of operations and financial condition.



S.No.	Description of risk
2.	We are dependent on our top ten customers. Our top ten customers (based on Fiscal 2025) contributed 81.54%, 83.92% and 77.79% of our revenue from operations in 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.
3.	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.
4.	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.
5.	Our operations and profitability are substantially dependent on the availability and cost of raw materials, including steel and components such as pressed parts, electrodes and bimetal strips. In Fiscals 2025, 2024 and 2023, cost of materials consumed accounted for 65.05%, 70.15% and 70.37% of our revenue from operations, and any volatility in the prices of these materials may adversely impact our business, results of operations and financial condition.
6.	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.
7.	We are dependent on Motocare India Private Limited ("Motocare"), an indirect subsidiary of Tenneco LLC and one of our Group Companies for sales to the aftermarket. We also enter into other related-party transactions with entities in the Tenneco Group in the ordinary course and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties, which may adversely affect our business and results of operations.
8.	We may not be successful in implementing our growth strategies, including our export strategy, due to global headwinds and tariff structure changes, which could have an adverse effect on our business, financial condition, cash flows and results of operations.
9.	Our Clean Air & Powertrain Solutions division contributed 57.51%, 65.90%, and 62.98% of our revenue from operations for Fiscals 2025, 2024 and 2023, respectively, and is subject to electrification risks that affect the automotive industry generally, which could reduce the demand for internal combustion engine vehicles and in turn the demand for our products.
10.	We depend on a limited number of suppliers to procure our raw materials and certain components (such as pressed parts, electrodes and bimetal strips). In Fiscals 2025, 2024 and 2023 our purchases of raw materials from our top ten suppliers for the respective Fiscals contributed to 30.18%, 39.52%, and 42.47% of our raw material purchases (net), respectively. For certain of our components such as pressed parts, electrodes and bimetal strips, we are dependent on a single supplier. Interruptions in the supply of raw materials and components could adversely affect our ability to manufacture our products, execute our projects and consequently our business and results.

### Summary of contingent liabilities

The summary of our contingent liabilities as at March 31, 2025, as derived from the Restated Consolidated Financial Information, are set forth below:

Particulars	Amount (in ₹ millions)
Stamp Duty on demerger (including penalty)	196.57
Income Tax matters	736.60
Customs	134.10
Central excise	5.54
Goods & Service tax	68.28
Others	23.59
<b>Total</b>	<b>1,164.68</b>

*\*The above amounts do not include interest and penalty amounts which may be payable till the date of settlements, if any. We believe that none of these matters, either individually or in aggregate, are expected to have any material adverse effect on its financial statements.*

For further details, see "**Restated Consolidated Financial Information–Note 32-Commitments and Contingent liabilities-Contingent liabilities**" on page 400.

### Summary of related party transactions

The summary of related party transactions entered into by us in the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, as derived from the Restated Consolidated Financial Information, are as set out in the table below:

(in ₹ million)					
Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Sale of products	Tenneco Japan Ltd	Fellow subsidiary	16.57	46.80	151.24
Sale of products	Tenneco Industria de Autopecas Ltda, Brazil	Fellow subsidiary			122.44
Sale of products	Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	274.11	151.28	1.42
Sale of products	Tenneco Zwickau GmbH	Fellow subsidiary	22.81	0.01	0.43
Sale of products	Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	0.37	-	0.30
Sale of products	Tenneco GmbH	Fellow subsidiary	0.21	-	0.87
Sale of products	Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	0.14	-	-
Sale of products	Federal Mogul Global Aftermarket EMEA BV	Fellow subsidiary	49.23	38.60	33.39
Sale of products	Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow subsidiary	0.32	-	0.97
Sale of products	Federal Mogul Motorparts LLC	Fellow subsidiary	2.15	2.53	4.45
Sale of products	Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	-	-	3.51
Sale of products	Federal-Mogul de Mexico S. de RL de CV	Fellow subsidiary	-	-	0.14
Sale of products	Motocare India Private Limited	Fellow subsidiary	2,315.97	1,757.26	610.37
Sale of products	Federal-Mogul Goetze (India) Limited	Fellow subsidiary	10.17	1.27	0.04
Sale of products	Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	-	-	2.37
Sale of products	Federal-Mogul (China) Co., Ltd	Fellow subsidiary	-	-	1.09
Sale of products	Federal-Mogul Powertrain LLC	Fellow subsidiary	-	-	1.49
Sale of products	Tenneco LLC	Controlling party	3.73	8.77	2.97
Sale of products	Federal-Mogul Bimet, S.A	Fellow subsidiary	38.73	48.37	39.75
Sale of products	Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	38.51	11.36	5.30
Sale of products	Federal-Mogul of South Africa (Propriety) Limited	Fellow subsidiary	52.88	35.64	43.86
Sale of products	Federal-Mogul Sejong Co., Ltd	Fellow subsidiary	13.98	24.08	24.79
Sale of products	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	67.96	45.60	63.42
Sale of products	Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	26.13	73.00	259.54
Sale of products	Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	15.00	50.33	57.70
Sale of products	Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow subsidiary	21.87	21.48	37.78

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Sale of products	Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	0.22	0.29	0.33
Sale of products	Monroe Mexico S. de R. L de C.V	Fellow subsidiary	3.58	64.05	55.29
Sale of products	Driv Japan Ltd., Japan	Fellow subsidiary	24.49	29.42	6.01
Sale of products	Tenneco Automotive Brazil Ltd	Fellow subsidiary	1.32	24.60	30.09
Sale of products	Fric Rot S.A.I.C., Argentina	Fellow subsidiary	22.26	12.95	4.91
Sale of products	Tenneco Automotive Trading Company LLC (formerly known as Tenneco Automotive Trading Company)	Fellow subsidiary	-	1.56	5.25
Sale of products	Federal-Mogul Motorparts (Singapore) Pte. Ltd	Fellow subsidiary	2.14	-	-
Sale of products	Federal-Mogul Ignition LLC	Fellow subsidiary	45.07	55.25	76.16
Sale of services	Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	13.95	20.30	13.84
Sale of services	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	68.94	19.67	13.60
Sale of services	Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	5.18	0.58	-
Sale of services	Tenneco GmbH	Fellow subsidiary	10.31	8.63	6.71
Sale of services	Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow subsidiary	6.58	7.17	4.37
Sale of services	Federal-Mogul Goetze (India) Limited	Fellow subsidiary	10.66	-	3.69
Sale of services	Tenneco LLC	Controlling party	94.77	154.60	148.70
Sale of services	Federal-Mogul Powertrain LLC	Fellow subsidiary	219.45	-	33.12
Sale of services	Federal Mogul Motorparts LLC	Fellow subsidiary	5.41	-	11.01
Sale of services	Tenneco Japan Ltd	Fellow subsidiary	1.48	-	2.46
Sale of services	Tenneco Automotive Brazil Ltd	Fellow subsidiary	-	-	2.17
Purchase of goods	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	2.88	0.89	4.10
Purchase of goods	Walker Exhaust (Thailand) Co., Ltd., Thailand	Fellow subsidiary	-	-	0.11
Purchase of goods	Tenneco Japan Ltd	Fellow subsidiary	-	0.42	0.03
Purchase of goods	Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	31.79	28.83	14.61
Purchase of goods	Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	-	13.50	-
Purchase of goods	Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	15.52	13.90	4.90

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Purchase of goods	Tenneco (Suzhou) Co., Ltd., China	Fellow subsidiary	1.05	0.73	3.19
Purchase of goods	Tenneco GmbH	Fellow subsidiary	-	-	1.41
Purchase of goods	Tenneco Silesia SP. Z.O.O	Fellow subsidiary	22.97	38.13	36.80
Purchase of goods	Tenneco Zwickau GmbH	Fellow subsidiary	0.17	-	1.85
Purchase of goods	Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	192.77	118.85	99.44
Purchase of goods	Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow subsidiary	4.24	3.22	1.73
Purchase of goods	Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	2.49	9.49	6.41
Purchase of goods	Monroe Czechia S.R.O., Czech Republic	Fellow subsidiary	0.34	0.90	3.04
Purchase of goods	Tenneco (Changzhou) Ride Control System Co., Ltd., China	Fellow subsidiary	1.57	0.20	0.50
Purchase of goods	Tenneco Automotive Brazil Ltd	Fellow subsidiary	2.49	2.21	0.90
Purchase of goods	Monroe Mexico S. de R. L de C.V	Fellow subsidiary	-	-	0.05
Purchase of goods	Driv Japan Ltd., Japan	Fellow subsidiary	-	0.28	-
Purchase of goods	Tenneco (Beijing) Ride Control System Co. Ltd, China	Fellow subsidiary	-	-	0.41
Purchase of goods	Tenneco (Suzhou) Ride Control Co., Ltd. China	Fellow subsidiary	0.07	2.64	-
Purchase of goods	Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	1.10	0.45	0.18
Purchase of goods	Federal Mogul Coventry Limited, UK	Fellow subsidiary	2.96	3.40	1.65
Purchase of goods	The Pullman Company LLC (formerly, The Pullman Company)	Fellow subsidiary	-	1.67	5.47
Purchase of services	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	0.11	4.71	26.33
Purchase of services	Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	2.92	4.27	-
Purchase of services	Tenneco GmbH	Fellow subsidiary	10.75	20.20	94.52
Purchase of services	Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow subsidiary	3.41	1.69	6.25
Purchase of services	Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	0.24	-	2.21
Purchase of services	Tenneco Japan Ltd	Fellow subsidiary	-	1.37	0.09
Purchase of services	Federal-Mogul Goetze (India) Limited	Fellow subsidiary	4.50	-	-
Purchase of services	Tenneco Silesia SP. Z.O.O	Fellow subsidiary	0.96	-	-

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Royalty Expenses	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	1,003.04	2,373.67	888.93
Royalty Expenses	Tenneco GmbH	Fellow subsidiary	-	101.06	158.41
Royalty Expenses	Federal-Mogul Powertrain LLC	Fellow subsidiary	99.70	99.74	71.97
Management support charges	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	169.60	339.22	362.40
Management support charges	Tenneco LLC	Controlling party	19.42	17.95	-
Management services (income)	Federal-Mogul Powertrain LLC	Fellow subsidiary	4.00	1.95	1.73
Management services (income)	Federal Mogul Ignition GmbH	Fellow subsidiary	-	0.41	-
Management services (income)	Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	0.16	0.57	0.60
Management services (income)	Federal-Mogul Goetze (India) Limited	Fellow subsidiary	-	0.45	1.14
Reimbursement of expenses paid	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	17.04	9.76	11.05
Reimbursement of expenses paid	Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	0.52	0.31	-
Reimbursement of expenses paid	Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	-	0.51	0.09
Reimbursement of expenses paid	Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	-	-	0.53
Reimbursement of expenses paid	Federal-Mogul Goetze (India) Limited	Fellow subsidiary	2.40	2.40	3.79
Reimbursement of expenses paid	Tenneco Silesia SP. Z.O.O	Fellow subsidiary	-	0.36	-
Reimbursement of expenses paid	Tenneco Korea Ltd, South Korea	Fellow subsidiary	-	-	1.94
Reimbursement of expenses paid	Driv Japan Ltd., Japan	Fellow subsidiary	2.26	-	1.01
Reimbursement of expenses paid	Fric Rot S.A.I.C., Argentina	Fellow subsidiary	0.80	-	-
Reimbursement of expenses paid	Federal-Mogul Powertrain Italy Srl	Fellow subsidiary	-	-	0.02
Reimbursement of expenses paid	Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	-	-	0.43
Reimbursement of expenses paid	Federal-Mogul Powertrain LLC	Fellow subsidiary	60.67	-	-
Reimbursement of expenses received	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	-	7.87	29.89
Reimbursement of expenses received	Federal Mogul Motorparts LLC	Fellow subsidiary	-	0.45	2.56
Reimbursement of expenses received	Tenneco GmbH	Fellow subsidiary	-	0.62	-
Reimbursement of expenses received	Tenneco Japan Ltd	Fellow subsidiary	-	3.64	3.50

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Reimbursement of expenses received	Tenneco Silesia SP. Z.O.O	Fellow subsidiary	-	0.29	-
Reimbursement of expenses received	Federal-Mogul Holding Ltd, Mauritius	Fellow subsidiary	-	0.32	24.28
Reimbursement of expenses received	Federal-Mogul Goetze (India) Limited	Fellow subsidiary	3.09	13.93	7.83
Reimbursement of expenses received	Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	-	0.18	0.22
Reimbursement of expenses received	Federal-Mogul Powertrain LLC	Fellow subsidiary	36.19	66.84	14.32
Reimbursement of expenses received	Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	1.09	3.77	4.02
Reimbursement of expenses received	Federal Mogul Ignition GmbH	Fellow subsidiary	-	2.75	-
Reimbursement of expenses received	Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	2.45	1.88	-
Reimbursement of expenses received	Tenneco LLC	Controlling party	(1.31)	2.84	5.34
Reimbursement of expenses received	Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow subsidiary	-	-	0.68
Reimbursement of expenses received	Federal-Mogul (China) Co., Ltd	Fellow subsidiary	1.34	1.34	0.12
Reimbursement of expenses received	Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	3.59	0.05	-
Reimbursement of expenses received	Federal-Mogul of South Africa (Propriety) Limited	Fellow subsidiary	-	0.17	-
Reimbursement of expenses received	Motocare India Private Limited	Fellow subsidiary	-	9.84	-
Reimbursement of expenses received	Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	0.61	-	-
Reimbursement of expenses received	Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow subsidiary	-	1.28	-
Purchase of raw material, components and finished goods	Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	54.24	36.63	49.29
Purchase of raw material, components and finished goods	Federal-Mogul de Mexico S. de RL de CV	Fellow subsidiary	38.28	41.77	40.13
Purchase of raw material, components and finished goods	Federal - Mogul Italy S.r.l	Fellow subsidiary	80.78	69.67	26.40
Purchase of raw material, components and finished goods	Federal Mogul Ignition Products SAS	Fellow subsidiary	0.08	0.07	-
Purchase of raw material, components and finished goods	Federal Mogul Ignition GmbH	Fellow subsidiary	1.25	1.60	0.53
Purchase of raw material, components and finished goods	Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow subsidiary	0.13	1.75	1.56
Purchase of raw material, components and finished goods	Federal-Mogul Powertrain Italy Srl	Fellow subsidiary	29.27	18.08	31.86

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Purchase of raw material, components and finished goods	Federal-Mogul Powertrain LLC	Fellow subsidiary	-	2.23	0.25
Purchase of raw material, components and finished goods	Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	8.08	0.77	0.77
Purchase of raw material, components and finished goods	Tenneco LLC	Controlling party	11.16	7.32	(0.25)
Purchase of raw material, components and finished goods	Federal-Mogul Bimet, S.A	Fellow subsidiary	74.03	58.85	63.87
Purchase of raw material, components and finished goods	Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	-	0.36	0.31
Purchase of raw material, components and finished goods	Federal-Mogul Operations France S.A.S	Fellow subsidiary	4.76	7.52	9.60
Purchase of raw material, components and finished goods	Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	10.36	31.80	42.71
Purchase of raw material, components and finished goods	Federal-Mogul Sejong Co., Ltd	Fellow subsidiary	455.27	442.64	537.08
Purchase of raw material, components and finished goods	Federal-Mogul Shanghai Compound Material Co., Ltd	Fellow subsidiary	356.84	330.19	298.39
Purchase of raw material, components and finished goods	Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow subsidiary	2.34	-	-
Purchase of raw material, components and finished goods	Federal Mogul Motorparts LLC	Fellow subsidiary	1.04	-	-
Purchase of raw material, components and finished goods	Federal-Mogul Ignition LLC	Fellow subsidiary	747.70	694.97	734.34
Corporate support services	Federal Mogul Holding Deutschland GmbH	Fellow subsidiary	70.52	62.93	51.25
Purchases of Services/traded goods	Federal-Mogul Powertrain LLC	Fellow subsidiary	0.80	3.56	1.01
Purchases of Services/traded goods	Federal Mogul Motorparts LLC	Fellow subsidiary	0.32	-	-
Loans (repaid)/taken during year	Federal-Mogul Goetze (India) Limited	Fellow subsidiary	-	-	(330.00)
Interest expense	Federal-Mogul Goetze (India) Limited	Fellow subsidiary	-	-	22.04
Purchase of capital goods	Tenneco GmbH	Fellow subsidiary	-	1.21	-
Purchase of capital goods	Tenneco Walker (U.K.) Ltd	Fellow subsidiary	-	1.53	9.65
Purchase of capital goods	Tenneco Automotive Portugal – Componentes para Automóvel Unipessoal, Lda.	Fellow subsidiary	-	2.24	-
Purchase of capital goods	Tenneco Japan Ltd	Fellow subsidiary	-	-	2.75

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Purchase of capital goods	Tenneco Emission Control (PTY) Ltd	Fellow subsidiary	-	2.69	3.83
Purchase of capital goods	Tenneco LLC	Controlling party	2.59	4.40	4.85
Purchase of capital goods	Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	-	1.00	-
Purchase of capital goods	Federal-Mogul Powertrain LLC	Fellow subsidiary	-	1.06	-
Purchase of capital goods	Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	-	-	0.41
Purchase of capital goods	Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	-	7.29	11.32
Purchase of capital goods	Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	-	-	1.83
Purchase of capital goods	Monroe Australia Pty Ltd	Fellow subsidiary	-	11.60	-
Purchase of capital goods	Federal-Mogul Goetze (India) Limited	Fellow subsidiary	13.68	-	-
Purchase of capital goods	Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	1.26	-	-
Purchase of capital goods	Federal Mogul Ignition GmbH	Fellow subsidiary	1.48	-	-
Purchase of capital goods	Federal-Mogul Ignition LLC	Fellow subsidiary	-	-	16.08
Dividend paid	Federal-Mogul Investment B V	Fellow subsidiary	-	160.59	-
Dividend paid	Tenneco LLC	Controlling party	-	171.37	-
Dividend paid	Tenneco Mauritius Holdings Limited	Immediate Parent Company	3,298.14	4,880.75	2,602.45
Dividend paid	Tenneco Mauritius Limited	Fellow subsidiary	255.71	378.46	201.83
Dividend paid	Federal-Mogul Pty Ltd	Fellow subsidiary	538.57	-	-
Purchase of goods (Repairs and maintenance)	Tenneco GmbH	Fellow subsidiary	-	0.71	-
Income from Business support services	Tenneco LLC	Controlling party	8.27	13.29	18.78
Income from Business support services	Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	42.06	40.83	30.12
Income from Business support services	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	20.24	19.74	26.35
Income from Business support services	Federal Mogul Motorparts LLC	Fellow subsidiary	2.50	1.89	-
Technical support services	Driv Japan Ltd., Japan	Fellow subsidiary	-	-	0.72
Technical support services	Fric Rot S.A.I.C., Argentina	Fellow subsidiary	-	-	0.22
Dividend received	Motocare India Private Limited	Fellow subsidiary	294.19	497.54	431.88



Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Trade Payables	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	232.18	1,160.50	457.47
Trade Payables	Monroe Czechia S.R.O., Czech Republic	Fellow Subsidiary	0.01	0.18	1.35
Trade Payables	Tenneco GmbH	Fellow Subsidiary	0.20	4.70	55.55
Trade Payables	Tenneco Japan Ltd	Fellow Subsidiary	-	0.05	0.17
Trade Payables	Walker Exhaust (Thailand) Co., Ltd., Thailand	Fellow Subsidiary	-	-	0.06
Trade Payables	Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	4.00	11.10	11.57
Trade Payables	Tenneco Emission Control (PTY) Ltd	Fellow Subsidiary	-	2.69	-
Trade Payables	Tenneco (Suzhou) Co., Ltd., China	Fellow Subsidiary	0.32	0.10	0.22
Trade Payables	Tenneco Silesia SP. Z.O.O	Fellow Subsidiary	2.61	7.94	17.20
Trade Payables	Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	3.66	5.54	5.01
Trade Payables	Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	-	3.14	-
Trade Payables	Tenneco Industria de Autopecas Ltda, Brazil	Fellow Subsidiary	-	-	0.01
Trade Payables	Tenneco Zwickau GmbH	Fellow Subsidiary	-	-	0.32
Trade Payables	Tenneco Automotive U.K. Ltd	Fellow Subsidiary	-	-	9.85
Trade Payables	Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow Subsidiary	17.39	7.30	13.19
Trade Payables	Federal Mogul Holding Deutschland GmbH	Fellow Subsidiary	70.52	14.86	-
Trade Payables	Federal-Mogul de Mexico S. de RL de CV	Fellow Subsidiary	11.61	16.63	7.51
Trade Payables	Federal - Mogul Italy S.r.l	Fellow Subsidiary	8.38	9.54	2.05
Trade Payables	Federal Mogul Ignition Products SAS	Fellow Subsidiary	0.08	-	-
Trade Payables	Federal-Mogul Powertrain LLC	Fellow Subsidiary	79.73	84.54	14.83
Trade Payables	Federal Mogul Ignition GmbH	Fellow Subsidiary	1.48	0.04	0.53
Trade Payables	Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow Subsidiary	0.14	-	0.45
Trade Payables	Federal-Mogul Powertrain Italy Srl	Fellow Subsidiary	30.31	10.29	1.97
Trade Payables	Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	8.57	-	1.03
Trade Payables	Tenneco LLC	Controlling party	29.25	31.63	13.19
Trade Payables	Federal-Mogul Bimet, S.A	Fellow Subsidiary	(0.15)	(2.52)	13.93

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Trade Payables	Federal-Mogul Operations France S.A.S	Fellow Subsidiary	1.11	2.32	1.17
Trade Payables	Federal-Mogul Wiesbaden GmbH, Germany	Fellow Subsidiary	(38.32)	14.19	5.61
Trade Payables	Federal-Mogul of South Africa (Propriety) Limited	Fellow Subsidiary	-	(15.13)	-
Trade Payables	Tenneco Sistemas Automotivos LTDA	Fellow Subsidiary	(0.35)	(3.76)	0.31
Trade Payables	Federal-Mogul Sejong Co., Ltd	Fellow Subsidiary	133.78	79.90	48.63
Trade Payables	Federal-Mogul Shanghai Compound Material Co., Ltd	Fellow Subsidiary	142.47	114.40	56.60
Trade Payables	Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	34.09	28.96	19.27
Trade Payables	Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	2.31	1.73	2.90
Trade Payables	Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	2.01	0.99	-
Trade Payables	Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	0.81	0.87	0.56
Trade Payables	Driv Japan Ltd., Japan	Fellow Subsidiary	0.61	2.13	2.28
Trade Payables	Tenneco Automotive Brazil Ltd	Fellow Subsidiary	0.36	0.96	0.53
Trade Payables	Tenneco Korea Ltd, South Korea	Fellow Subsidiary	-	0.54	0.53
Trade Payables	Tenneco (Changzhou) Ride Control System Co., Ltd., China	Fellow Subsidiary	1.20	0.10	-
Trade Payables	Tenneco (Suzhou) Ride Control Co., Ltd. China	Fellow Subsidiary	0.02	-	1.87
Trade Payables	Federal Mogul Coventry Limited, UK	Fellow Subsidiary	0.52	0.52	0.13
Trade Payables	The Pullman Company LLC (formerly, The Pullman Company)	Fellow Subsidiary	-	-	5.59
Trade Payables	Tenneco Mauritius Holdings Limited	Immediate Parent company	42.20	-	-
Trade Payables	Tenneco Mauritius Limited	Fellow subsidiary	3.27	-	-
Trade Payables	Federal Mogul Motorparts LLC	Fellow Subsidiary	1.33	-	-
Trade Payables	Federal-Mogul Ignition LLC	Fellow Subsidiary	146.92	99.99	134.35
Trade Receivables	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	105.91	18.98	32.36
Trade Receivables	Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	13.92	34.09	13.41
Trade Receivables	Tenneco GmbH	Fellow Subsidiary	1.55	1.57	0.12
Trade Receivables	Tenneco Japan Ltd	Fellow Subsidiary	17.95	2.24	37.36

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Trade Receivables	Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	-	-	0.16
Trade Receivables	Tenneco Industria de Autopecas Ltda, Brazil	Fellow Subsidiary	-	-	75.26
Trade Receivables	Shanghai Tenneco Exhaust System Co., China	Fellow Subsidiary	8.24	16.83	9.06
Trade Receivables	Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	1.18	0.24	5.81
Trade Receivables	Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	5.41	0.89	4.38
Trade Receivables	Federal-Mogul Powertrain LLC	Fellow Subsidiary	213.55	3.89	34.40
Trade Receivables	Federal Mogul Global Aftermarket EMEA BV	Fellow Subsidiary	19.95	15.42	6.03
Trade Receivables	Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow Subsidiary	-	0.04	0.04
Trade Receivables	Federal Mogul Motorparts LLC	Fellow Subsidiary	2.36	7.73	4.34
Trade Receivables	Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow Subsidiary	-	0.07	0.07
Trade Receivables	Federal Mogul Holding Deutschland GmbH	Fellow Subsidiary	7.82	7.82	5.57
Trade Receivables	Motocare India Private Limited	Fellow Subsidiary	331.66	288.68	98.21
Trade Receivables	Federal Mogul Ignition GmbH	Fellow Subsidiary	-	0.05	-
Trade Receivables	Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	4.64	5.91	37.99
Trade Receivables	Federal-Mogul (China) Co., Ltd	Fellow Subsidiary	0.93	0.79	0.39
Trade Receivables	Federal-Mogul Powertrain Solutions India Private Limited	Fellow Subsidiary	-	0.23	0.23
Trade Receivables	Tenneco LLC	Controlling party	13.46	11.97	18.05
Trade Receivables	Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	24.48	30.98	19.50
Trade Receivables	Tenneco Automotive Trading Company LLC (formerly known as Tenneco Automotive Trading Company)	Fellow Subsidiary	-	-	1.77
Trade Receivables	Federal-Mogul Motorparts (Singapore) Pte. Ltd	Fellow Subsidiary	0.63	-	-
Trade Receivables	Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	0.35	3.05	8.82
Trade Receivables	Monroe Mexico S. de R. L de C.V	Fellow Subsidiary	7.92	9.07	17.09
Trade Receivables	Driv Japan Ltd., Japan	Fellow Subsidiary	5.61	28.42	1.64
Trade Receivables	Tenneco Automotive Brasil Ltd., Brazil	Fellow Subsidiary	0.43	7.41	7.57
Trade Receivables	Fric Rot S.A.I.C., Argentina	Fellow Subsidiary	12.21	11.42	2.45
Trade Receivables	Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	0.06	0.09	0.20

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Trade Receivables	Federal-Mogul of South Africa (Propriety) Limited	Fellow Subsidiary	8.69	-	-
Trade Receivables	Tenneco Zwickau GmbH	Fellow Subsidiary	15.02	-	-
Trade Receivables	Federal-Mogul Ignition LLC	Fellow Subsidiary	22.46	22.36	10.39
Trade Receivables	Tenneco Sistemas Automotivos LTDA	Fellow Subsidiary	127.36	33.67	-
Advance received	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	-	0.10	-
Advance received	Federal-Mogul Investment BV	Fellow subsidiary	1.13	-	-
Advance received	Federal-Mogul Pty Ltd	Fellow subsidiary	8.82	-	-
Advance received	Tenneco LLC	Controlling party	2.24	-	-
Advance received	Federal Mogul Motorparts LLC	Fellow subsidiary	0.16	-	-
Advance paid	Monroe Czechia S.R.O., Czech Republic	Fellow subsidiary	-	-	0.04
Advance paid	Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	-	-	0.05
Advance paid	Shanghai Tenneco Exhaust System Co., China	Fellow subsidiary	0.11	0.11	0.20
Advance paid	Tenneco GmbH	Fellow subsidiary	-	0.43	-
Advance paid	Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	41.01	-	-
Other receivables	Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	10.51	9.02	4.62
Other receivables	Federal-Mogul Powertrain LLC	Fellow subsidiary	9.00	16.20	11.07
Other receivables	Federal Mogul Ignition GmbH	Fellow subsidiary	-	1.40	-
Other receivables	Federal Mogul Goetze (India) Limited	Fellow subsidiary	-	12.69	8.27
Other receivables	Federal-Mogul Motorparts India Limited	Fellow subsidiary	8,293.51	2,559.03	2,559.03
Capital Creditors	Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	-	0.31	-
Capital Creditors	Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	-	1.83	2.14
Capital Creditors	Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	-	0.47	11.32
Loss allowance for trade receivables	Multiple Entities- Controlling Party/ Fellow subsidiary		10.92	12.10	1.02
Remuneration to KMP	Gangasagar Neminath Hemade	Director	48.94	27.25	41.81
Remuneration to KMP	Rishi Verma	Managing Director	54.72	22.02	16.25

Nature of the transaction	Name of the related party	Nature of relationship / Designation	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Remuneration to KMP	Priya Dekate (from 29 September 2022)	Company Secretary	0.62	0.54	0.24
Remuneration to KMP	Nadella Phani Kishor Rao	Director	13.85	10.27	7.55
Remuneration to KMP	Digambar Jagannath Parkhi	Director	18.21	13.64	10.07

For details of the related party transactions and the related party transaction eliminated on consolidation, as per the requirements under Ind AS 24 'Related Party Disclosures' read with the SEBI ICDR Regulations for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, see "**Restated Consolidated Financial Information – Note 28 – Related Party Disclosures**" on page 384.

### Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, directors of our Promoters, our Directors and their relatives (as defined under Companies Act) have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

### Details of price at which specified securities were acquired by our Promoters, members of the Promoter Group, Promoter Selling Shareholder and Shareholders with the right to nominate Directors or any other special rights in the three years preceding the date of this Draft Red Herring Prospectus

Except as disclosed below, none of our Promoters, members of our Promoter Group, and Promoter Selling Shareholder, have acquired any Equity Shares in the three years immediately preceding the date of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, there are no Shareholders with right to nominate directors or any other special rights in our Company.

Name of the shareholder/acquirer	Number of Equity Shares acquired of face value ₹10 each <sup>(2)</sup>	Date of acquisition of Equity Shares	Cost of acquisition per Equity Share (in ₹) <sup>(2)</sup>	Mode of acquisition
Tenneco Mauritius Holdings Limited. <sup>(1)</sup>	146,123,690	March 26, 2025	288.85	Other than cash
Tenneco Limited (Mauritius)	11,330,396	March 26, 2025	288.85	Other than cash
Federal-Mogul Investments B.V.	10,607,654	March 26, 2025	288.85	Other than cash
Federal-Mogul Pty Ltd	14,478,794	March 26, 2025	288.85	Other than cash
Tenneco LLC	6,974,946	March 26, 2025	288.85	Other than cash

\*As certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), by way of certificate dated June 30, 2025

<sup>(1)</sup> Also the Promoter Selling Shareholder.

<sup>(2)</sup> These Equity Shares were acquired pursuant to share swap agreements, each dated March 25, 2025, wherein our Company acquired the shareholding in the Subsidiaries pursuant to which 189,515,480 Equity Shares of face value of ₹ 10 each were allotted to the above-mentioned entities. For details, see "**History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**" on page 285.

### Weighted average price at which specified securities were acquired by our Promoters and the Promoter Selling Shareholder in the one year preceding the date of this Draft Red Herring Prospectus

Except as disclosed below, our Promoters and the Promoter Selling Shareholder, have not acquired any Equity Shares in the one year immediately preceding the date of this Draft Red Herring Prospectus:

Name of the shareholder	Number of Equity Shares acquired of face value ₹10 each <sup>(2)</sup>	Weighted average price per Equity Share (in ₹) <sup>(2)</sup>
Tenneco Mauritius Holdings Limited. <sup>(1)</sup>	146,123,690	288.85
Tenneco (Mauritius) Limited	11,330,396	288.85
Federal-Mogul Investments B.V.	10,607,654	288.85
Federal-Mogul Pty Ltd	14,478,794	288.85
Tenneco LLC	6,974,946	288.85

\*As certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), by way of certificate dated June 30, 2025

<sup>(1)</sup> Also the Promoter Selling Shareholder.

<sup>(2)</sup> These Equity Shares were acquired pursuant to share swap agreements, each dated March 25, 2025, wherein our Company acquired the shareholding in the Subsidiaries pursuant to which 189,515,480 Equity Shares of face value of ₹ 10 each were allotted to the above-mentioned entities. For details, see “History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation” on page 285.

### Average cost of acquisition of Equity Shares held by our Promoters and the Promoter Selling Shareholder

The average cost of acquisition per Equity Share held by our Promoters and Promoter Selling Shareholder, as on the date of this Draft Red Herring Prospectus, 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 <sup>(1)</sup>	344,808,654 <sup>(2)</sup>	138.14
Tenneco (Mauritius) Limited	26,734,261	138.15
Federal-Mogul Investments B.V.	10,607,654 <sup>(3)</sup>	288.85
Federal-Mogul Pty Ltd	14,478,794 <sup>(3)</sup>	288.85
Tenneco LLC	6,974,946 <sup>(3)</sup>	288.85

\*As certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), by way of their certificate dated June 30, 2025.

<sup>(1)</sup> Also the Promoter Selling Shareholder.

<sup>(2)</sup> 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:

<sup>(a)</sup> 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

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

<sup>(3)</sup> 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.

For further details, see “Capital Structure - History of build-up of Promoters shareholding in our Company” on page 128.

### Weighted average cost of acquisition of all shares transacted in the one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus

The weighted average cost of acquisition of all Equity Shares transacted in one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus is as set forth below:

Period	Weighted average cost of acquisition per Equity Share (in ₹)**	Cap Price is ‘X’ times the weighted average cost of acquisition <sup>(1)</sup>	Range of acquisition price per Equity Share: lowest price - highest price (in ₹) <sup>(2)</sup>
Last one year	288.85	[●]	288.85
Last 18 months	288.85	[●]	288.85
Last three years	288.85	[●]	288.85

\*As certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), by way of their certificate dated June 30, 2025.

<sup>(1)</sup> To be updated upon finalization of the Price Band.

<sup>(2)</sup> There is no range given that all transactions in Equity Shares in one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus have been effected at ₹288.85 per Equity Share.

### Details of Pre-IPO Placement

Our Company is not contemplating a pre-IPO placement.

### Issue of Equity Shares for consideration other than cash in the last one year

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Date of allotment	Reason for / nature of allotment	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
March 26, 2025	Private placement <sup>(1)</sup>	Federal-Mogul Pty Ltd	14,478,794	10	288.85	Other than cash <sup>(1)</sup>
March 26, 2025	Private placement <sup>(2)</sup>	Federal-Mogul Investments B.V.	3,992,380	10	288.85	Other than cash <sup>(2)</sup>
March 26, 2025	Private placement <sup>(3)</sup>	6,615,274 Equity Shares allotted to Federal-Mogul Investments B.V. and 6,974,946 Equity Shares allotted to Tenneco LLC	13,590,220	10	288.85	Other than cash <sup>(3)</sup>
March 26, 2025	Private placement <sup>(4)</sup>	146,123,690 Equity Shares allotted to Tenneco Mauritius Holdings Limited and 11,330,396 Equity Shares allotted to Tenneco (Mauritius) Limited	157,454,086	10	288.85	Other than cash <sup>(4)</sup>

<sup>(1)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Ignition Products India Limited and Federal-Mogul Pty Ltd pursuant to which 14,478,794 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Pty Ltd as consideration for acquiring 42,789,029 equity shares of face value ₹10 each of Federal-Mogul Ignition Products India Limited. For details see “**History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(2)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Sealings India Limited and Federal-Mogul Investments B.V. pursuant to which 3,992,380 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Investments B.V. as consideration for acquiring 7,491,712 equity shares of face value ₹1 each of Federal-Mogul Sealings India Limited. For details see “**History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(3)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Bearings India Limited, Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.), pursuant to which 13,590,220 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.) as consideration for acquiring 8,721,086 equity shares of face value of ₹10 each of Federal-Mogul Bearings India Limited. For details see “**History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(4)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Tenneco Automotive India Private Limited, Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited pursuant to which 157,454,086 Equity Shares of our Company of face value of ₹10 each were allotted to Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited as consideration for acquiring 100,000 equity shares of face value of ₹10 each of Tenneco Automotive India Private Limited. For details see “**History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

### Split/consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

**Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

Our Company has not sought for any exemptions from SEBI from complying with any provisions of securities laws including the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus.



## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references to “Rupee(s)”, “Rs.” or “₹” or “INR” in this Draft Red Herring Prospectus are to Indian Rupees, the official currency of the Republic of India and references to “US\$” or “U.S. Dollars” or “USD” in this Draft Red Herring Prospectus are to United States Dollars, the official currency of the United States of America. All References to “GBP” or “British Pound” in this Draft Red Herring Prospectus are to the Great Britain Pound, the official currency of United Kingdom of Great Britain and Northern Island, to “EUR” in this Draft Red Herring Prospectus are to the Euro, the official currency of the Kingdom of the Netherlands, a member of the European Union. References to “ZAR” in this Draft Red Herring Prospectus are to the South African Rand, the official currency of the Republic of South Africa, to “Chinese Yuan” in this Draft Red Herring Prospectus are to the Chinese Yuan Renminbi, the official currency of the People’s Republic of China, and references to the “South Korean Won” in this Draft Red Herring Prospectus are to the South Korean Won, the official currency of the Republic of Korea.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the corresponding page numbers of this Draft Red Herring Prospectus.

### Currency and Units of Presentation

All references to “Rupee(s)”, “Rs.” or “₹” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “U.S. Dollars” or “USD” are to United States Dollars. References to “AUD” are to the Australian Dollar, “MUR” are to the Mauritian Rupee, “EUR” are to the Euro, “GBP” or “British Pound” are to the Great Britain Pound, “ZAR” are to the South African Rand, “Chinese Yuan” are to the Chinese Yuan Renminbi and to the “South Korean Won” are to the South Korean Won.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in ‘million’ units or in whole numbers where the numbers have been too small to represent in such units. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000.

### Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

Currency <sup>(1)</sup>	Exchange rate as on*		
	March 31, 2025	March 31, 2024	March 31, 2023
USD	85.58	83.37	82.22
AUD	53.76	54.25	55.02
GBP	110.64	105.15	101.47
Chinese Yuan	11.77	11.53	11.94
EUR	92.60	89.93	89.34
South Korean Won	0.06	0.06	0.06
ZAR	4.63	4.41	4.57

<sup>(1)</sup> Source: [www.fbil.org.in](http://www.fbil.org.in) and [www.oanda.com](http://www.oanda.com)

\* In the event that any of the aforementioned date is a public holiday, the previous calendar day not being a public holiday has been considered. The exchange rate is rounded off to two decimal places.

## Financial and other data

Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular Financial Year or FY or Fiscal, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

Unless stated otherwise or the context otherwise requires, the financial data and financial ratios in this Draft Red Herring Prospectus are derived from the Restated Consolidated Financial Information of our Company. Certain other financial information pertaining to our Subsidiaries and Group Companies is derived from their respective audited financial statements.

The Restated Consolidated Financial Information included in this Draft Red Herring Prospectus under "**Financial Information**" beginning on page 324 have been prepared basis the restated consolidated financial information of our Company and our Subsidiaries (together, the "**Group**"). The Restated Consolidated Financial Information of the Group comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, 2024 and 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the years ended March 31, 2025, 2024 and 2023 and a summary of material accounting policies and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "**Guidance Note**") read with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI). For further information, see "**Restated Consolidated Financial Information**" beginning on page 324.

Until the financial year ended March 31, 2024, the Company did not have any subsidiary and hence it prepared a set of standalone Ind AS financial statements for itself. In view of the proposed Offer, Tenneco LLC did a reorganisation in which certain fellow subsidiaries of the Company (namely, Federal-Mogul Ignition Products India Limited, Federal-Mogul Sealings India Limited, Federal-Mogul Bearings India Limited and Tenneco Automotive India Private Limited ("**TAIPL**")) became subsidiaries of the Company with effect from March 26, 2025 through a share swap arrangement wherein the Company acquired the shareholding in the Subsidiaries through an issue of its Equity Shares. Prior to such reorganisation, TAIPL was owning DRiV business segment through its wholly-owned subsidiary i.e. Motocare India Private Limited ("**Motocare**") and the shareholding in Motocare was transferred on March 24, 2025 ("**Motocare Transfer**") before the reorganisation got effected to Federal-Mogul Motorparts India Limited, a fellow subsidiary, as DRiV business segment was not meant to be part of the reorganisation for the proposed Offer. This reorganisation is considered as a common control transaction as required under Appendix C of Ind AS 103 ("**Business Combinations**"). As a result, as per Appendix C of Ind AS 103, the Company prepared and presented consolidated financial statements including Federal-Mogul Ignition Products India Limited, Federal-Mogul Sealings India Limited, Federal-Mogul Bearings India Limited and Tenneco Automotive India Private Limited (standalone only) for the comparative period financial information presented as part of restated consolidated financial information as at and for the year ended March 31, 2025. Considering, Motocare was not acquired by the Company as part of the reorganisation, the Restated Consolidated Financial Information of the Company does not include the financial information of Motocare (DRiV business segment) for the comparative period presented.

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data.

Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar, and the impact on our financial data. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Red Herring Prospectus would accordingly be limited. Also see "**Risk Factors – External Risk Factors – Significant differences exist between Ind AS used to prepare our financial information and other accounting principles,**

*such as IFRS and U.S. GAAP, with which investors may be more familiar*” on page 97.

All figures, including financial information, in decimals (including percentages) have been rounded off to two decimals. However, figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off other than to two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Unless the context otherwise requires, any percentage, amounts, as set in “*Summary of the Offer Document*”, “*Risk Factors*”, “*Basis for Offer Price*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on pages 17, 45, 140, 228 and 428, respectively and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Financial Information unless otherwise stated.

### **Non-Generally Accepted Accounting Principles (Non-GAAP) Financial Measures**

Certain non-GAAP financial measures included in this Draft Red Herring Prospectus, for instance VAR, EBITDA, EBITDA Margin (%) (Basis Revenue from Operations), EBITDA Margin (%) (Basis VAR), PAT Margin (%) (Basis VAR), PAT Margin (%) (Basis Revenue from Operations), Adjusted PAT, Adjusted PAT Margin (%) (Basis Revenue from Operations), Adjusted PAT Margin (%) (Basis VAR), FCF / EBITDA, ROCE, and ROE, Adjusted ROE, Net Debt, Net Debt to Equity Ratio, Net Debt to EBITDA Ratio, Fixed Assets Turnover Ratio, Net Working Capital and Net Working Capital Days (the “**Non-GAAP Measures**”), are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or U.S. GAAP. These Non-GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. For further details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures*” and “*Risk Factors – Internal Risk Factors – This Draft Red Herring Prospectus contains certain non-GAAP financial measures and other statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies*” on pages 442 and 91, respectively.

### **Industry and Market Data**

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Accordingly, no investment decision should be made solely on the basis of such information. The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in “*Risk Factors – Internal Risk Factors – This Draft Red Herring Prospectus contains certain non-GAAP financial measures and other statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies*” on page 91.

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or is derived from the report titled, “**Industry assessment for Clean Air systems, Ignition systems, Bearings, Sealings, Shock Absorbers & Struts and Aftermarket for Ignition, Bearings, Sealings and Shock Absorbers & Struts**” dated June, 2025 (“**CRISIL Report**”) commissioned by and paid for by our Company, pursuant to an engagement letter dated February 17, 2025. The CRISIL Report has been prepared and issued by CRISIL, for the purpose of understanding the industry exclusively in connection with the Offer. Further, CRISIL, vide their consent letter dated June 27, 2025 (“**Letter**”) has accorded their no objection and consent to use the CRISIL Report. CRISIL, vide their Letter has also confirmed that they are an independent agency, and confirmed that it is not related to our Company, Subsidiaries, Promoters, Promoter Group, Group Companies, Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. The CRISIL Report is available on the website of our Company at <https://tennecoindia.com/industry-report/>.

In accordance with the SEBI ICDR Regulations, the section “**Basis for Offer Price**” beginning on page 140 includes information relating to our peer group companies, which has been derived from publicly available sources, and accordingly no investment decision should be made solely on the basis of such information.

#### **Notice to Prospective Investors in the United States**

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. 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 (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 (a) in 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 this Draft 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 this Draft Red Herring Prospectus as “QIBs”) in transactions exempt from or not subject to, the registration requirements of the U.S. Securities Act and (b) outside the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. See “**Other Regulatory and Statutory Disclosures – Eligibility and Transfer Restrictions**” on page 480.

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.

#### **Notice to Prospective Investors in the European Economic Area**

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity Shares will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129, as applicable in the Relevant Member State (each a “**Relevant Member State**”). Accordingly, any person making or intending to make an offer within the European Economic Area (“**EEA**”) of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company, the Promoter Selling Shareholder or any of the BRLMs to produce a prospectus for such offer. None of our Company, the Promoter Selling Shareholder and the BRLMs have authorised, nor do they authorise, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Members of the Syndicate which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

#### **Information to Distributors (as defined below)**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract

or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, “distributors” (for the purposes of the MiFID II Product Governance Requirements) (“**Distributors**”) should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the BRLMs will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

### **Notice to Prospective Investors in the United Kingdom**

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity shares will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression “**UK Prospectus Regulation**” means Prospectus Regulation (EU) 2017/1129, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. Accordingly, any person making or intending to make an offer within the United Kingdom of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company, the Promoter Selling Shareholder or any of the BRLMs to produce a prospectus for such offer. None of our Company, the Promoter Selling Shareholder and the BRLMs have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Members of the Syndicate which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

### **Information to UK Distributors**

Solely for the purposes of the product governance requirements contained within the FCA Handbook Product Intervention and Product Governance Sourcebook (“**PROD**”) (the “**UK MiFIR Product Governance Rules**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the UK Product Governance Rules) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of: (a) investors who meet the criteria of professional clients as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; (b) eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”); and (c) retail clients who do not meet the definition of professional client under (a) or eligible counterparty per (b); and (ii) eligible for distribution through all distribution channels (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors (for the purposes of the UK MiFIR Product Governance Rules) (“**UK Distributors**”) should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer.

Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Book Running Lead Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of COBS 9A and COBS 10A respectively; or (b) a recommendation to any

investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Equity Shares. Each UK Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

## FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “*aim*”, “*believe*”, “*expect*”, “*intend*”, “*plan*”, “*project*”, “*will*”, “*seek to*”, “*strive to*”, “*continue*”, “*achieve*”, or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All statements in this Draft Red Herring Prospectus that are not statements of historical fact are ‘forward-looking statements’.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. This could be due to risks or uncertainties associated with expectations relating to, and including, regulatory changes pertaining to the industry in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, growth and expansion plans, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, changes in the incidence of any natural calamities and/or violence, regulations and taxes and changes in competition in the industry in which we operate. Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Deriving a significant portion of our revenue from operations, i.e. 82.04%, 83.87% and 83.06% 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 could adversely impact our business, results of operations and financial condition.
- Dependence on our top ten customers. Our top ten customers (based on Fiscal 2025) contributed 81.54%, 83.92% and 77.79% of our revenue from operations in 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.
- Inability 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.
- Heavy influence on our business of 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.
- Substantial dependence of our operations and profitability on the availability and cost of raw materials, including steel and components such as pressed parts, electrodes and bimetal strips. In Fiscals 2025, 2024 and 2023, cost of materials consumed accounted for 65.05%, 70.15% and 70.37% of our revenue from operations, and any volatility in the prices of these materials may adversely impact our business, results of operations and financial condition.
- Dependence 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.
- Dependence on Motocare India Private Limited (“Motocare”), an indirect subsidiary of Tenneco LLC and one of our Group Companies for sales to the aftermarket. We also enter into other related-party transactions with entities in the Tenneco Group in the ordinary course and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties, which may adversely affect our business and results of operations.

- We may not be successful in implementing our growth strategies, including our export strategy, due to global headwinds and tariff structure changes, which could have an adverse effect on our business, financial condition, cash flows and results of operations.
- Our Clean Air & Powertrain Solutions division contributed 57.51%, 65.90%, and 62.98% of our revenue from operations for Fiscals 2025, 2024 and 2023, respectively, and is subject to electrification risks that affect the automotive industry generally, which could reduce the demand for internal combustion engine vehicles and in turn the demand for our products.
- Dependence on a limited number of suppliers to procure our raw materials and certain components (such as pressed parts, electrodes and bimetal strips). In Fiscals 2025, 2024 and 2023 our purchases of raw materials from our top ten suppliers for the respective Fiscals contributed to 30.18%, 39.52%, and 42.47% of our raw material purchases (net), respectively. For certain of our components such as pressed parts, electrodes and bimetal strips, we are dependent on a single supplier. Interruptions in the supply of raw materials and components could adversely affect our ability to manufacture our products, execute our projects and consequently our business and results.

For a further discussion of factors that could cause our actual results to differ, see “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 45, 228 and 428, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, Promoters, the Promoter Selling Shareholder, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with requirements of SEBI and as prescribed under applicable law, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares forming part of the Offer from the date of this Draft Red Herring Prospectus until the date of Allotment. In accordance with the requirements of SEBI and as prescribed under the applicable law, the Promoter Selling Shareholder, in respect of statements made by them in this Draft Red Herring Prospectus, shall ensure (through our Company and the BRLMs) that the investors are informed of material developments in relation to statements specifically confirmed or undertaken by them in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus until the date of Allotment, with respect to their Offered Shares pursuant to the Offer.



## SECTION II: RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares.*

*We have described the risks and uncertainties that we consider material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we operate. The risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future and may also adversely affect our business, results of operations, cash flows and financial condition. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually materialize, or if any of the risks that are currently not known or deemed not to be relevant or material now actually materialize or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For more details on our business and operations, see “**Our Business**”, “**Industry Overview**”, “**Key Regulations and Policies in India**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 228, 165, 276 and 428, respectively, as well as other financial information included elsewhere in this Draft Red Herring Prospectus. In making an investment decision, you must rely on your own examination of us and the terms of the Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.*

*This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below. For details, see “**Forward-Looking Statements**” beginning on page 43.*

*We have included in this section various metrics based on ‘revenue from operations’ (which primarily comprises revenue generated from the sale of manufactured goods) as included in our Restated Consolidated Financial Information as well as value-added revenue (“**VAR**”). We define VAR as revenue from operations after excluding 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 for 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 delivery 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. Therefore, we have included metrics based on both revenue from operations and VAR in certain risk factors below. For details on the computation of VAR, see “**Other Financial Information**” beginning on page 421.*

*Unless otherwise indicated, industry and market data used in this section have been derived from the CRISIL Report prepared and released by CRISIL and commissioned and paid for by us in connection with the Offer. The CRISIL Report has been prepared and issued by CRISIL exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. The data included herein include excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. A copy of the CRISIL Report is available on the website of our Company at [www.tennecoindia.com](http://www.tennecoindia.com). Unless otherwise indicated, all financial, operational, industry and other related information included herein with respect to any particular year refers to such information for the relevant year.*

*Our financial year ends on March 31 of each year, and references to a particular financial year are to the 12 months ended March 31 of that year. Unless otherwise stated, references to “we”, “us”, or “our” are to our*

Company and its Subsidiaries. Unless the context otherwise requires, references to “our Company” or “the Company” refers to Tenneco Clean Air India Limited on a standalone basis.

## Internal risk factors

- We derived a significant portion of our revenue from operations, i.e. 82.04%, 83.87% and 83.06% 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 could adversely impact our business, results of operations and financial condition.***

We derive a significant portion of our revenue from operations from the design, manufacture and sale of components and solutions to Indian OEMs of PVs and CVs, which comprise commercial trucks (“CTs”) and off-highway vehicles (“OHs”) and are therefore heavily dependent on the performance of the PV and CV sectors in India.

The table below sets forth our VAR and revenue from operations from sales to PV and CV OEMs in India, for the Fiscals indicated:

	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
PV OEMs in India	26,549.98	60.62%	29,955.17	61.26%	24,355.39	57.06%	33,580.29	61.42%	22,398.76	57.40%	29,350.45	60.80%
CV OEMs in India	8,559.83	19.54%	10,164.26	20.78%	9,589.33	22.46%	12,274.10	22.45%	8,511.57	21.81%	10,748.05	22.26%
Others <sup>(1)</sup>	8,691.40	19.84%	8,784.87	17.96%	8,741.35	20.48%	8,821.73	16.13%	8,109.67	20.79%	8,175.18	16.94%
<b>Total</b>	<b>43,801.21</b>	<b>100.00%</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>42,686.07</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>39,020.00</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>

Note: (1) Others include industrial and other end markets applications, which comprises small commercial vehicles with gross vehicle weight of less than 3.5 tons, two wheelers and three wheelers, aftermarket, export sales, tool sales, sales of services and other operating revenue

The decrease in revenue from operations attributable to sales to Indian PV and CV OEMs in Fiscal 2025 compared to Fiscal 2024 was primarily due to a fall in substrate prices and some customers switching to lower cost Indian substrate suppliers. The decrease in VAR from CV OEMs in Fiscal 2025 compared to Fiscal 2024 was primarily due to a pull forward of demand in the last quarter of Fiscal 2024, which increased our customers’ inventory and reduced the demand for our clean air products in Fiscal 2025. Long-term medium and heavy CV sales are likely to be driven by several factors, including India’s improving industrial activity, consistent agricultural output, and the government’s continued emphasis on infrastructure development (Source: CRISIL Report). Additionally, fluctuations in commodity prices, interest rates, and availability of financing can affect demand. (Source: CRISIL Report).

The Indian PV sector has historically seen significant periodic fluctuations in overall demand (Source: CRISIL Report). The length and timing of any cycle in the vehicle industry cannot be predicted with certainty, and we cannot predict when manufacturers will increase or reduce production. PV production and sales are influenced by various factors that are beyond our control, including changes in government policies and consumer demand. Consumer demand is affected by employment and income levels, fuel prices, economic conditions, demographic trends, interest rates, urbanization, and the availability of automobile financing.

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.

- We are dependent on our top ten customers. Our top ten customers (based on Fiscal 2025) contributed 81.54%, 83.92% and 77.79% of our revenue from operations in 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.***

The table below sets forth the revenue from operations derived from our top ten customers (based on Fiscal 2025) for the Fiscals indicated:

Particulars <sup>(1)(2)</sup>	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Customer 1	9,236.42	18.89%	8,298.70	15.18%	7,344.12	15.21%
Customer 2	8,070.01	16.50%	6,714.08	12.28%	4,820.96	9.99%
Customer 3	5,356.02	10.95%	5,661.89	10.36%	5,276.95	10.93%
Customer 4	4,755.70	9.72%	10,802.26	19.76%	7,859.00	16.28%
Customer 5	3,034.89	6.21%	5,294.20	9.68%	4,231.69	8.77%
Motocare India Private Limited	2,315.97	4.74%	1,757.26	3.21%	610.37	1.26%
Customer 7	2,131.22	4.36%	2,147.04	3.93%	1,727.12	3.58%
Customer 8	2,109.57	4.31%	2,593.58	4.74%	2,182.08	4.52%
Customer 9	1,517.33	3.10%	1,241.72	2.27%	2,095.95	4.34%
Customer 10	1,347.48	2.76%	1,373.52	2.51%	1,405.31	2.91%
<b>Revenue from top five customers</b>	<b>30,453.04</b>	<b>62.27%</b>	<b>36,771.13</b>	<b>67.25%</b>	<b>29,532.72</b>	<b>61.18%</b>
<b>Revenue from top ten customers</b>	<b>39,874.61</b>	<b>81.54%</b>	<b>45,884.25</b>	<b>83.92%</b>	<b>37,553.55</b>	<b>77.79%</b>

Notes:

(1) The names of the top 10 customers other than Motocare India Private Limited have not been disclosed because they have not provided their consent to disclose their revenue contributions in this Draft Red Herring Prospectus.

(2) The top 10 customers have been identified based on their contribution to our revenue from operations in Fiscal 2025.

We do not have exclusivity agreements with our customers and compete for new business through our customers' supplier selection processes, which range from six to over 18 months, starting from the issuance of a request for quote ("RFQ") to the awarding of a program. This product development process includes design analysis and validation, prototyping, and product testing, with our engineering teams collaborating closely with customers beginning with the design stage. The approval process often includes audits and inspections by our customers' quality assurance teams, who assess our manufacturing facilities, production processes, and quality control measures. As of March 31, 2025, our top ten customers had been with us for an average of 19.2 years. While we did not lose any of our top 10 customers in Fiscals 2025, 2024 and 2023, losing a top 10 customer could have a material adverse effect on our results of operations, financial condition and cash flow.

For risks related to contractual arrangements with our customers, see "*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.*" on page 47.

3. ***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.***

The programs awarded to us are typically long-term, lasting three to seven years for PV and CV programs. The table below sets forth details of the programs we were awarded and the programs that commenced production for the Fiscals indicated:

Particular	Number of Programs	
	Programs awarded	Programs that commenced production
<i>Clean Air &amp; Powertrain Solutions</i>		
Fiscal 2025	54	55
Fiscal 2024	53	45
Fiscal 2023	56	55
<i>Advanced Ride Technologies</i>		
Fiscal 2025	60	40
Fiscal 2024	22	21
Fiscal 2023	22	23

Future sales volumes from awarded programs are inherently subject to various risks and uncertainties, including the accuracy of OEM customer estimates of the number of vehicles to be produced and sold, the timing of such production and the success of the vehicles proposed to be manufactured under the program. Program awards do not include firm commitments or long-term supply agreements with our customers. Under the nomination agreements, our customers provide us only with forecast volumes for the program and there is no commitment on their part to purchase the quantities specified in the volume projections. In addition, our 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. While we have not experienced material instances where a customer cancelled a program or forecasts provided by a customer were materially inaccurate in Fiscals 2025, 2024 and 2023, there can be no assurance that no such instances will occur in the future.

In addition, our customers may terminate their program arrangements with us for cause or otherwise by way of a written notice or may reject our products if we fail to comply with delivery timelines or quality standards. In such cases, our customers are generally not required to reimburse us for lost profits, unabsorbed overhead, capital investments, product development and engineering costs, facilities and equipment rental and other related costs or administrative charges incurred in connection with cancelled orders. In addition, failing to comply with our contractual obligations to our customers may in some cases result in imposition of financial penalties on us. While we have not experienced termination of program arrangements, product rejections, or contractual penalties that had a material impact on our business in Fiscals 2025, 2024, and 2023, such events could have a material adverse effect on our results of operations, financial condition and cash flow.

**4. *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.***

Government policies regarding emission standards directly affect the design, production, and sale of our clean air and powertrain products. Globally, countries including India are adopting stricter emission norms and zero-emission targets (*Source: CRISIL Report*). The change in emission standards has, in the past, impacted and will continue to impact the revenue generated by our Clean Air & Powertrain Solutions division. Stricter emission standards require us to use advanced technologies, which add cost and complexity to manufacturing after-treatment systems. For instance, the Government of India's transition from the Bharat Stage ("BS") 4 emission standard to BS6 for PVs and CVs in 2020 required us to expand our manufacturing facilities and introduce new manufacturing processes, such as calibrated canning and laser welding, to produce products that meet the new standard and satisfy increased demand. As a result, we invested approximately ₹2,098.11 million in our Clean Air Solutions manufacturing and testing facilities in Fiscals 2019 and 2020. Given that the Clean Air & Powertrain Solutions division contributed 57.51%, 65.90% and 62.98% to our revenue from operations in Fiscals 2025, 2024 and 2023, respectively, if we are unable to keep pace with or develop products that meet the requirements of new emission standards within prescribed timeframes, 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.

While tightening emission standards drive the development and demand for Clean Air & Powertrain Solutions products, we are generally unable to commercialize and sell these products until the new standards are implemented. Any delay in implementing stricter emission standards can slow our growth, as it prevents us from bringing products designed to meet higher regulatory requirements to market. For instance, the delay in TREM V emission standards in the OH segment from Fiscal 2026 to Fiscal 2027 is anticipated to delay our expected revenue from TREM V compliant products, though we cannot quantify the impact. Any further delay in the implementation of TREM V or other government regulations could adversely impact our results of operations, financial condition and cash flow. In addition, the implementation of CAFE, BS7 norms may affect the scale of PV electrification, which might adversely affect our Clean Air & Powertrain Solutions division.

5. *Our operations and profitability are substantially dependent on the availability and cost of raw materials, including steel and components such as pressed parts, electrodes and bimetal strips. In Fiscals 2025, 2024 and 2023, cost of materials consumed accounted for 65.05%, 70.15% and 70.37% of our revenue from operations, and any volatility in the prices of these materials may adversely impact our business, results of operations and financial condition.*

Our cost of materials consumed constituted a significant portion of our revenue from operations. The table below sets forth our cost of materials consumed for the Fiscals indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations (%)	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Cost of materials consumed	31,813.40	65.05%	38,355.04	70.15%	33,968.92	70.37%

While the cost of substrates is included in the cost of materials consumed set out above, 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. The table below sets forth our cost of substrates included in our cost of materials consumed for the Fiscals indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of cost of materials consumed	Amount (₹ millions)	% of cost of materials consumed	Amount (₹ millions)	% of cost of materials consumed
Cost of substrates	5,103.09	16.04%	11,990.05	31.26%	9,253.68	27.24%

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 Fiscals indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of cost of materials consumed excluding substrates	Amount (₹ millions)	% of cost of materials consumed excluding substrates	Amount (₹ millions)	% of cost of materials consumed excluding substrates
Cost of steel	16,653.45	62.35%	16,195.52	61.43%	17,640.91	71.38%
<b>Cost of materials consumed excluding substrates</b>	<b>26,710.31</b>	<b>100.00%</b>	<b>26,364.99</b>	<b>100.00%</b>	<b>24,715.24</b>	<b>100.00%</b>

Pricing and availability of commodities like steel can be volatile due to numerous factors beyond our control, including general domestic and international economic conditions, geopolitical tensions, extreme weather changes, import duties and tariffs and foreign currency exchange rates. Other factors such as tariffs and economic or political conditions of the countries from which we procure supplies may also result in increases in costs of components and materials. With respect to raw materials such as steel, we obtain price adjustments at regular intervals. We obtain most of our components from our suppliers based on purchase orders rather than definitive long-term agreements. Without long-term pricing agreements, we may be subject to price volatility, resulting in increased costs for raw materials.

Although we seek to pass on cost increases to our customers, our cash flows may be adversely affected in case of a time lag between the date of procurement of our raw materials and the date on which we can reset the component prices for our customers to account for the increase in raw material prices. Furthermore, such price increases are subject to negotiation and agreement between our customers and us. Our customers may not agree to price escalation or dispute these increased costs, limiting our ability to pass on cost increases, which could adversely affect our business.

The availability of raw materials may also be subject to government regulations. For example, in Fiscal 2025, the Government of India restricted the import of certain grades of steel. As a result, we had to obtain a no objection certificate from the Government of India for import approval, which included restrictions on the quantity imported and the period during which imports were permitted.

Although we have not been materially affected by price volatility or unavailability of steel and other raw materials in Fiscals 2025, 2024 and 2023, we may experience volatility in the cost of raw materials or a shortage of raw materials and components in the future that could materially impact our business, results of operations and financial condition.

6. ***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 enter into various transactions with entities in the Tenneco Group from time to time, including for (i) the sale of our products and services; (ii) the purchase of parts and materials for use in the manufacturing of our shock absorbers and struts, exhaust aftertreatment systems, sealing, ignition and bearings products; (iii) product validation and testing services outside of India; (iv) technical training and R&D support; and (v) the leasing of the premises where our Corporate Office is situated. As the entities in the Tenneco Group are our related parties, there is no assurance that conflicts of interest will not arise between our Company and such entities in the Tenneco Group in the future. Such conflicts of interest could negatively impact our business and prospects. For further details, see ***"Our Business – Overview – Our Group Leverage"***, ***"–Our Competitive Strengths–Innovation-focused approach aided by our ability to leverage Tenneco Group's global R&D initiatives to cross-deploy global technologies for proprietary, modular and customized products at Indian price points"*** and ***"Other Financial Information – Related Party Transactions"*** on pages 231, 239 and 427, respectively.

We have also entered into a License Agreement with Tenneco Holdings LLC ("**Licensor**") pursuant to which our Company and Subsidiaries (together, the "**Licensees**") have received a non-exclusive, non-transferable right and license to use certain intellectual property rights, including the Monroe Trademarks, Champion Trademarks and Tenneco Trademarks (each as defined in the License Agreement), as applicable to each of the Licensees and other intellectual property related to the design, development, manufacture, and use of Advanced Suspension Technology Products, Bearings Products, Clean Air Products, Ignition Products, and Sealings Products (each as defined in the License Agreement), provided that the Licensee's Business (as defined under the License Agreement), as applicable to each of the Licensees, and all goods and services offered and sold in connection with the Licensee's Business complies with the quality standards laid down in the License Agreement and as approved by the Licensor from time to time. The license covers the use of such intellectual property rights within India and any other territory that may be designated by written agreement between the parties to the License Agreement. Under the terms of the License Agreement, all Licensees, viz. our Company and each of our Subsidiaries, other than Federal-Mogul Bearings India Limited ("**FMBIL**"), are required to pay the Licensor a royalty equal to 2.50% of the gross revenue of such Licensees. FMBIL is required to pay the Licensor a royalty equal to 2.00% of its gross revenue. The License Agreement is effective since April 1, 2024, and will continue to be effective until terminated in accordance with the terms included therein, provided that the Licensor may not terminate the License Agreement prior to January 1, 2031. However, the Licensor may terminate the License Agreement (a) immediately if the Licensees cease to be affiliates of the Licensor; or (b) on 30 days' written notice if the Licensees (i) materially breach the License Agreement and fail to cure such breach within 30 days, or (ii) go into liquidation. Further, the Licensor may immediately terminate the license granted to Tenneco Automotive India Private Limited in relation to the Monroe Trademarks in the event Tenneco Automotive India Private Limited ceases to be an affiliate of Federal-Mogul Motorparts LLC.

Any such termination could prevent us from using the Licensed IP, which in turn would adversely impact our business and operations. If any material adverse change occurs in the Licensor's business or if the Licensor ceases to provide its inputs for our business operations, our business and results of operations may be adversely affected. Further, there is no assurance that the License Agreement will be renewed with the same or favourable commercial terms or at all, once it is terminated by the Licensor in accordance with the License Agreement. For further details, see ***"History and Certain Corporate Matters – Summary of key agreements"*** on page 288.

The License Agreement also grants the Licensees non-exclusive rights to use certain trademarks of the Licensor in connection with certain operations of our Company, including use of the “Tenneco” trademark, name, and logo for our corporate purposes, such as in our company name and consequently on our letterhead. Thus, any termination of the License Agreement could have an adverse impact on our right to use the “Tenneco” trademark, name and logo which may in turn impact our operations and overall brand recognition amongst our customers. Any material adverse change to the Licensor’s business or any cessation on part of the Licensor to provide its inputs for our business operations could adversely affect our business and results of operations.

The table below sets forth the royalty expenses we paid to various entities in the Tenneco Group for the Fiscals indicated:

Particulars	For Fiscal 2025 <sup>(1)</sup>	For Fiscal 2024 <sup>(2)</sup>	For Fiscal 2023 <sup>(2)</sup>
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	1,003.04	2,373.67	888.93
Tenneco GmbH, Germany	-	101.06	158.41
Federal-Mogul Powertrain LLC	99.70	99.74	71.97
<b>Total<sup>(3)</sup> (₹ millions)</b>	<b>1,102.74</b>	<b>2,574.47</b>	<b>1,119.31</b>
Royalty expenses as a percentage of revenue from operations (%)	2.25%	4.71%	2.32%

Notes:

(1) Royalty payments made pursuant to the License Agreement.

(2) Royalty payments made pursuant to past license and royalty arrangements, which have been superseded by the License Agreement.

(3) Royalty expense comprises the rights to use brands and technical know-how.

Under the SEBI Listing Regulations, any transaction involving payments to a related party for brand usage or royalty, taken individually or together with previous transactions during a Fiscal, exceeding 5% of the annual consolidated turnover of the listed entity (as per the last audited financial statements of the listed entity) is considered material and requires prior approval of the shareholders (i.e., shareholders not related to such transaction). We cannot assure you that royalty payments made by us to the Licensor under the License Agreement or otherwise will not attract regulatory scrutiny or action. Further, if the royalty fee payable to the Licensor is increased, it could result in a decline in our profits and our earnings per share.

7. ***We are dependent on Motocare India Private Limited (“Motocare”), an indirect subsidiary of Tenneco LLC and one of our Group Companies for sales to the aftermarket. We also enter into other related-party transactions with entities in the Tenneco Group in the ordinary course and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties, which may adversely affect our business and results of operations.***

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 Fiscals indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Motocare	2,315.97	4.74%	1,757.26	3.21%	610.37	1.26%
Others	69.08	0.14%	823.39	1.51%	2,066.07	4.28%
<b>Revenue from Aftermarket</b>	<b>2,385.05</b>	<b>4.88%</b>	<b>2,580.65</b>	<b>4.72%</b>	<b>2,676.44</b>	<b>5.54%</b>

(1)

Note: (1) Until October 2023, our Advance 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.

In the aftermarket, brand building depends on the effectiveness of sales and promotional activities and choice of channel partners. These activities are managed by Motocare and we have limited or no control over such activities. There can be no assurance that Motocare's efforts in these areas would always be effective. Any adverse development or decline in Motocare's brand value and reputation may adversely affect our business, results of operations and financial condition.

We have also entered into, and will continue to enter into, certain transactions with entities in the Tenneco Group which are our related parties. These transactions include sales of products and services, purchase of goods and services, purchase of raw materials, components and finished goods, royalty and research development and management support, among others. For instance, we source certain key supplies such as electrodes and insulators of spark plugs from Federal-Mogul Ignition LLC, which is one of the members of our Promoter Group. We facilitate R&D activities at Tenneco Group's global engineering tech centers located in Pune, Maharashtra, and Bengaluru, Karnataka. These centers support Tenneco Group's engineering centers worldwide in design and simulation activities for Clean Air Solutions and Advanced Ride Technologies. For further information on our related party transactions, see ***“Other Financial Information - Related Party Transactions”*** beginning on page 427. See also ***“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.”*** on page 50.

The following table provides brief details of our related party transactions for the Fiscals indicated:

Particulars <sup>(1)</sup>	For Fiscal 2025	For Fiscal 2024	For Fiscal 2023
Sale of products and services	3,579.72	2,791.20	1,962.59
Other income <sup>(2)</sup>	298.35	500.92	435.35
<b>Total income from related party transactions</b>	<b>3,878.07</b>	<b>3,292.12</b>	<b>2,397.94</b>
<b>% of Total Income</b>	<b>7.86%</b>	<b>5.95%</b>	<b>4.91%</b>
Purchase of goods and services	2,182.03	2,022.44	2,154.03
Royalty Expenses	1,102.74	2,574.47	1,119.31
Other Charges	259.54	420.10	414.59
<b>Total expenses pertaining to related parties</b>	<b>3,544.31</b>	<b>5,017.01</b>	<b>3,687.93</b>
<b>% of total expenses</b>	<b>8.44%</b>	<b>10.07%</b>	<b>8.42%</b>

Note: (1) The above figures do not include the reimbursement of expenses paid/received and receivables/loans, interest expense, dividend paid, and purchase of capital goods.

(2) Other income includes other dividend received and management services.

Further, during Fiscal 2025, one of our Subsidiaries, Tenneco Automotive India Private Limited, transferred its entire shareholding of 20,664,039 equity shares in Motocare to a member of our Promoter Group, Federal-Mogul Motorparts India Limited, for consideration of ₹ 8,293.51 million. Our Company had acquired the entire shareholding of Tenneco Automotive India Private Limited through a share swap arrangement in Fiscal 2025. However, the investment by Tenneco Automotive India Private Limited in Motocare was not acquired by our Company as part of this share swap arrangement. The consideration of ₹ 8,293.51 million plus applicable interest is a receivable as of March 31, 2025 from Federal-Mogul Motorparts India Limited. Our Board has also noted on June 4, 2025 that such consideration and interest, once received through Tenneco Automotive India Private Limited, may be declared as a dividend by our Company to our Shareholders prior to filing of the Red Herring Prospectus with RoC. For details see ***“History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation”*** and ***“Dividend Policy”*** on pages 285 and 323, respectively.

While all our related party transactions for Fiscals 2025, 2024 and 2023 have been conducted on an arm's length basis, are in compliance with applicable law and have not been prejudicial to the interests of our Company, we cannot assure you that such transactions in the future, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have



achieved more favorable terms if such transactions had not been entered into with related parties. All related party transactions that we may enter into post-listing will be subject to approvals from the Audit Committee, Board or Shareholders, as may be required under the Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law. Further, it is likely that we may enter into additional related party transactions in the future. Such related-party transactions in the future may involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interest of our minority Shareholders and will not have an adverse effect on our business, financial condition, cash flows and results of operations.

**8. *We may not be successful in implementing our growth strategies, including our export strategy, due to global headwinds and tariff structure changes, which could have an adverse effect on our business, financial condition, cash flows and results of operations.***

We have demonstrated consistent growth and operational efficiency, driven by our strategic initiatives and a strong market presence. The table below highlights certain metrics highlighting our growth trend:

Particulars	Units	2025	Fiscal 2024	2023
VAR <sup>(1)</sup>	₹ million	43,801.21	42,686.07	39,020.00
VAR Growth (%) <sup>(2)</sup>	%	2.61%	9.40%	NA
EBITDA <sup>(3)</sup>	₹ million	8,152.39	6,120.85	5,706.34
EBITDA Growth (%) <sup>(4)</sup>	%	33.19%	7.26%	NA
EBITDA Margin (%) (Basis Revenue from Operations) <sup>(5)</sup>	%	16.67%	11.19%	11.82%
EBITDA Margin (%) (Basis VAR) <sup>(6)</sup>	%	18.61%	14.34%	14.62%
PAT <sup>(7)</sup>	₹ million	5,531.43	4,167.87	3,810.43
PAT Growth (%) <sup>(8)</sup>	%	32.72%	9.38%	NA
PAT Margin (%) (Basis Revenue from Operations) <sup>(9)</sup>	%	11.31%	7.62%	7.89%
PAT Margin (%) (Basis VAR) <sup>(10)</sup>	%	12.63%	9.76%	9.77%
Adjusted PAT <sup>(11)</sup>	₹ million	5,221.84	3,642.08	3,363.25
Adjusted PAT Margin (%) (Basis Revenue from Operations) <sup>(12)</sup>	%	10.68%	6.66%	6.97%
Adjusted PAT Margin (%) (Basis VAR) <sup>(13)</sup>	%	11.92%	8.53%	8.62%
ROCE <sup>(14)</sup>	%	56.78%	45.40%	33.51%
FCF / EBITDA <sup>(15)</sup>	%	61.04%	63.75%	83.08%
Cash Conversion Cycle <sup>(16)</sup>	Days	(24)	(18)	(10)
ROE <sup>(17)</sup>	%	42.65%	38.05%	32.88%
Adjusted ROE <sup>(18)</sup>	%	49.68%	33.25%	29.02%
Net Debt <sup>(19)</sup>	₹ million	(2,662.06)	(1,679.77)	(3,802.26)
Net Debt to Equity Ratio <sup>(20)</sup>	Number of times	(0.17)	(0.17)	(0.31)
Net Debt to EBITDA Ratio <sup>(21)</sup>	Number of times	(0.33)	(0.27)	(0.67)
Fixed Assets Turnover Ratio <sup>(22)</sup>	Number of times	8.37	9.07	7.76
Net Working Capital <sup>(23)</sup>	₹ million	1,778.29	806.30	2,915.34
Net Working Capital Days <sup>(24)</sup>	Number of Days	13	5	22

Notes:

<sup>(1)</sup> Value added Revenue (VAR) means revenue from operations after excluding the cost of substrates.

<sup>(2)</sup> VAR Growth (%) is calculated as VAR for the current Fiscal minus VAR Revenue for the previous Fiscal as a percentage of VAR for the previous Fiscal.

<sup>(3)</sup> EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit for the year plus total tax expense, finance cost, depreciation and amortization expense minus other income.

<sup>(4)</sup> EBITDA Growth (%) is calculated as EBITDA for the current fiscal less EBITDA for the previous fiscal as a percentage of EBITDA for the previous Fiscal.

<sup>(5)</sup> EBITDA Margin (%) (Basis Revenue from Operations) is calculated as EBITDA as a percentage of revenue from operations.

<sup>(6)</sup> EBITDA Margin (%) (Basis VAR) is calculated as EBITDA as a percentage of VAR.

<sup>(7)</sup> PAT/ Profit After Tax refers to Restated profit for the year as appearing in Restated Consolidated Financial Information.

<sup>(8)</sup> PAT Growth (%) is calculated as PAT for the current fiscal less PAT for the previous fiscal as a percentage of PAT for the previous Fiscal.

<sup>(9)</sup> PAT Margin (%) or PAT Margin (%) (Basis Revenue from Operations) is calculated as Restated profit for the year as a percentage of Revenue from Operations.

<sup>(10)</sup> PAT Margin % (Basis VAR) is calculated as Restated profit for the year as a percentage of VAR.

<sup>(11)</sup> Refers to Adjusted Restated Profit for the Year ("Adjusted PAT") is calculated as restated profit for the year less other income (net of tax).

- (12) Refers to revenue from operations as appearing in the Restated Consolidated Financial Information.
- (13) Adjusted PAT Margin (%) (Basis VAR) is calculated as Adjusted PAT as a percentage of VAR.
- (14) Return on Capital Employed is calculated as earning before interest and taxes (EBIT) as a percentage of Capital Employed. EBIT is calculated as Restated profit for the 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.
- (15) Free cash flow ("FCF") / EBITDA is calculated as FCF divided by EBITDA. FCF is calculated as net cash flow from operating activities less capital expenditure.
- (16) 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), rounded to the nearest whole number. Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365), 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), 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.
- (17) Return on Equity is calculated as restated profit for the 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 fiscal. Total equity refers to the sum of Equity attributable to owners of Parent and Non-Controlling Interest.
- (18) Adjusted Return on Equity ("**Adjusted ROE**") is calculated as Adjusted PAT divided by adjusted average equity. Adjusted average equity is calculated as the average of adjusted closing equity and opening equity. Adjusted closing equity is calculated as closing equity less exceptional items.
- (19) Net Debt is Calculated by Total Debt (including Lease Liabilities) less cash and cash equivalents.
- (20) Net Debt to Equity Ratio is calculated as Net Debt divided by Total Equity.
- (21) Net Debt to EBITDA Ratio is calculated as Net Debt divided by EBITDA.
- (22) Fixed Assets 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.
- (23) Net Working Capital is calculated as Current Assets (excluding assets classified as held for sale) less Current Liabilities (excluding liabilities relating to assets held for sale) as per Restated Consolidated Financial Information.
- (24) Net Working Capital Days is calculated as 365 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.

Our success depends on our ability to effectively manage our business and implement our strategies. As part of our growth strategies, we plan to capture market opportunities from tightening emission standards, capitalize on trends toward premiumization, SUVs, EVs and hybrids, continue strategic localization, position our operations in India as an export hub, continue to focus on R&D and innovation and further leverage efficiencies and cross-selling opportunities across business divisions. For further details, see "**Our Business – Our Strategies**" on page 243.

Pursuing our growth strategies may expose us to certain risks, including difficulties arising from operating a larger and more complex organization; the possibility of inefficient allocation of management, technology and other resources across our organization; ineffective competition with competitors; the failure to increase our production capacity; insufficient financing for expected capital expenditures or failure to control our costs; unexpected delays in completing projects or acquisitions; delays in the granting of regulatory approvals; and unforeseen legal, regulatory, property, workforce or other issues. In addition, the trends in tightening emissions standards and customer preferences for more premium products, SUVs and hybrids may not continue.

Our export strategy faces challenges due to global economic conditions, tariff structure changes, and regulatory compliance requirements. Changes in international trade policies and tariffs can impact the cost-effectiveness of exporting our products. For instance, new tariffs or trade barriers imposed by countries where we export could increase costs and reduce competitiveness. See also "**Changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition and results of operations**" on page 90. Exporting to new markets requires compliance with diverse regulatory standards, which can be complex and costly. Failure to meet these standards could limit our ability to penetrate new markets or expand in existing ones.

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. Further, we expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. We cannot assure you that our existing or future management, operational and financial systems, procedures and controls will be adequate to support future operations or establish or develop business relationships beneficial to future operations. Failure to manage growth effectively could have an adverse effect on our business, financial condition, results of operations and cash flows.

9. ***Our Clean Air & Powertrain Solutions division contributed 57.51%, 65.90%, and 62.98% of our revenue from operations for Fiscals 2025, 2024 and 2023, respectively, and is subject to electrification risks that affect the automotive industry generally, which could reduce the demand for internal combustion engine vehicles and in turn the demand for our products.***

Our future performance is closely tied to our ability to navigate the industry-wide shift from internal combustion engines (“ICE”) to electrification. While our Advanced Ride Technologies products are used in ICE, electric vehicles (“EVs”) and hybrid vehicles, our Clean Air & Powertrain Solutions division primarily operates within the ICE and hybrid segments of the automotive market.

The table below sets forth the breakdown of our VAR and revenue from operations by business division for the Fiscals indicated:

	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 total 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%
<b>Total</b>	<b>43,801.21</b>	<b>100.00%</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>42,686.07</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>39,020.00</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>

While the CRISIL Report anticipates that in India sales of EVs in the PV market will account for only 15% to 20% of total passenger car sales by Fiscal 2029, and EV adoption in the heavy commercial vehicle segment will be negligible in the near future, regulatory actions, changing customer preferences and artificial intelligence (“AI”) advancements in autonomous driving and battery improvements may accelerate the transition toward EVs and away from ICE vehicles, which could reduce the demand for our Clean Air & Powertrain Solutions products. Moreover, any shift from diesel engines in PVs and CVs to gasoline or compressed natural gas could reduce content per vehicle (“CPV”) and demand for our Clean Air Solutions products. While our business was not materially adversely impacted by the shift from ICE to electrification in Fiscals 2025, 2024 and 2023, electrification risks may affect the automotive industry generally, which could reduce the demand for internal combustion engine vehicles and in turn the demand for our products, and we cannot provide assurance that such shifts will not have an adverse impact on our revenue, results of operations, financial condition, cash flows, and prospects.

10. ***We depend on a limited number of suppliers to procure our raw materials and certain components (such as pressed parts, electrodes and bimetal strips). In Fiscals 2025, 2024 and 2023 our purchases of raw materials from our top ten suppliers for the respective Fiscals contributed to 30.18%, 39.52%, and 42.47% of our raw material purchases (net), respectively. For certain of our components such as pressed parts, electrodes and bimetal strips, we are dependent on a single supplier. Interruptions in the supply of raw materials and components could adversely affect our ability to manufacture our products, execute our projects and consequently our business and results.***

We depend on our suppliers for our raw materials, such as steel, ceramics and substrates, and certain components, such as pressed parts, electrodes and bimetal strips, to manufacture our products. Although we seek to purchase the raw materials used in our manufacturing process from more than one supplier, we source some components such as pressed parts, electrodes and bimetal strips from a single supplier for specific product categories because (i) alternative sources are not readily available, (ii) the relationships with those third-party suppliers are more advantageous due to their performance, quality, support, delivery, capacity, existing relationships or price considerations, or (iii) it is not economical to create different tooling or conduct multiple engineering tests for multiple suppliers. Accordingly, we are exposed to the risk that a supplier of one of our key components may be unable to supply enough products to meet our demand. In the event of a disruption of supplies, we may be unable to source such supplies from alternative suppliers on similar commercial terms and within a reasonable timeframe. Moreover, changes in a supplier may require our customers’ approval, which may entail product validation and testing, as well as substantial new investment in sourcing the components.

The table below set forth our costs to purchase raw materials (including commodities and components) including the cost of substrates attributable to our top, top 5 and top 10 suppliers for the Fiscals stated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of raw material purchases (net)	Amount (₹ millions)	% of raw material purchases (net)	Amount (₹ millions)	% of raw material purchases (net)
Purchases of raw material attributable to our top supplier	1,516.92	4.84%	4,551.18	12.01%	5,492.94	15.88%
Purchases of raw material attributable to our top five suppliers	5,882.42	18.78%	11,557.43	30.51%	11,080.47	32.02%
Purchases of raw material attributable to our top ten suppliers	9,452.77	30.18%	14,969.96	39.52%	14,695.46	42.47%

The table below set forth our costs to purchase raw materials (including commodities and components) excluding the cost of substrates attributable to our top, top 5 and top 10 suppliers for the Fiscals stated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of raw material purchases (net) excluding purchase of substrates	Amount (₹ millions)	% of raw material purchases (net) excluding purchase of substrates	Amount (₹ millions)	% of raw material purchases (net) excluding purchase of substrates
Purchases of raw material excluding purchase of substrates attributable to our top supplier	1,477.08	5.62%	1,210.50	4.62%	1,015.27	4.08%
Purchases of raw material excluding purchase of substrates attributable to our top ten suppliers	4,694.71	17.86%	4,237.84	16.17%	4,292.73	17.25%
Purchases of raw material excluding purchase of substrates attributable to our top ten suppliers	7,507.21	28.57%	6,953.01	26.52%	7,211.92	28.99%

The following table sets forth the number of suppliers of raw materials and substrates for the Fiscals indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Number of suppliers of raw materials	548	555	625
Number of suppliers of substrates	22	20	25

We select suppliers (other than suppliers of customer directed components including substrates) based on capability including their production capacities and financial condition. However, capacity limitations, industry shortages, labor or social unrest, natural disasters or other problems that our suppliers experience, including their financial or operational instability, may cause shortages or delays in their supply, which could disrupt our manufacturing processes and prevent us from delivering products to our customers. This also applies to suppliers of substrates, though we are not responsible for selecting them. While we did not experience material supply disruptions in Fiscals 2025, 2024 and 2023, any such disruptions could harm our reputation and business and result in additional costs such as exceptional transportation costs and costs related to finding alternative suppliers within constrained timelines, which could adversely impact our financial condition.

11. *In Fiscals 2025, 2024 and 2023, our cost of raw materials consumed from imported sources contributed to 16.46%, 29.59%, and 26.46% of our cost of raw material consumed, respectively. We are therefore exposed to international supply chain risks and any changes in the political relationship between India and such countries or the implementation of laws and policies affecting supplier relationships could adversely affect our ability to manufacture our products, execute our projects and consequently our business and results.*

We source the majority of parts and materials from suppliers based in India. However, we also import raw materials and components from several countries including Germany, Spain, USA, Macedonia, Belgium, China, France, Japan, South Korea, and Mexico. Negative incidents involving these regions may materially impede our supply chain and operations.

The table below sets forth the breakdown of our cost of materials consumed from domestic and imported sources for the Fiscals indicated:

	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Cost of materials consumed (₹ millions)	% of cost of materials consumed	Cost of materials consumed (₹ millions)	% of cost of materials consumed	Cost of materials consumed (₹ millions)	% of cost of materials consumed
Domestic	26,575.81	83.54%	27,004.14	70.41%	24,982.43	73.54%
Imported	5,237.59	16.46%	11,350.90	29.59%	8,986.49	26.46%
<b>Total</b>	<b>31,813.40</b>	<b>100.00%</b>	<b>38,355.04</b>	<b>100.00%</b>	<b>33,968.92</b>	<b>100.00%</b>

Additionally, for some materials such as steel, our domestic suppliers also import the material from their own end suppliers or suppliers as directed by us. Importing supplies exposes us and our suppliers to changes in the political relationship between India and such countries or the implementation of laws and policies affecting supplier relationships.

For example, in April 2025, China imposed export restrictions on certain rare earth magnets that are critical for manufacturing our ignition products, requiring exporters to obtain licenses. While our suppliers may have applied for the necessary licenses, any delay in their obtaining the necessary approvals may increase our supply costs, disrupt our production and adversely impact our operations. Similarly, the Government of India's ban on the import of steel weld wire or special fasteners in Fiscals 2025 and 2024 required us to switch to a local supplier for these products in Fiscal 2025. In addition, in Fiscal 2024, our supply schedules were impacted by attacks on commercial vessels through the Suez Canal by the Houthi rebels. As a result, ships had to take longer routes, which increased delivery times. This required close collaboration with our component suppliers and customers to effectively manage our supply chain and we had to reschedule production and resort to air freighting parts to ensure timely delivery. While these alternate arrangements did not result in any material financial impact on us in Fiscals 2025, 2024 and 2023, there is no assurance that such future changes in political relationships or implementation of laws and policies affecting supplier relationships will not materially affect our revenue, results of operations, financial condition, cash flows, and prospects.

12. *Pricing pressure from our customers or our inability to pass on costs to our customers, may materially and adversely impact our revenue from operations and profitability.*

OEMs in the automotive components industry may pursue aggressive and systematic price reduction initiatives with their suppliers. Pressure from our customers to reduce our prices may affect our profit margins in the future.

For example, we absorb discounts and price reductions sought by our customers from time to time in order to remain competitive. The table below sets forth the amount of discounts, rebates, and credits offered by us for the Fiscals stated:

	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
Particulars	Amount (₹ millions)	% revenue from operations	Amount (₹ millions)	% revenue from operations	Amount (₹ millions)	% revenue from operations
Discount, rebates and credits	1,439.08	2.94%	989.83	1.81%	448.25	0.93%

To maintain profitability despite price reductions stemming from negotiations and external factors beyond our control, we must reduce operating costs and increase operating efficiencies. As our business is capital intensive, requiring us to maintain a large, fixed cost base, our profitability is dependent in part on our ability to spread fixed costs over higher sales volume. However, we may not be able to spread such fixed costs effectively as our customers generally negotiate for larger discounts in price as the volume of their orders increases. If we are unable to offset customer price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives and other cost reduction initiatives, our results of operations and financial condition may be materially adversely affected.

**13. *We are subject to strict performance requirements, including, but not limited to, the quality of our products and delivery schedules, and failing to comply (including due to problems with our component suppliers) may lead to cancellation of orders, product recalls, product liability claims, warranty claims, litigation and other disputes and claims.***

We are subject to strict quality standards imposed by our customers. Our failure to comply with those standards, including as a result of our component suppliers' failing to comply with their obligations to us, could prevent us from delivering products to our customers or our customers rejecting the products we deliver. Non-compliance with applicable quality standards could also result in our products failing to perform as expected or being alleged to result in bodily injury, property damage or both. Such events could expose us to warranty, product recall and product liability claims. We may also be held liable for defects in the products we sell even if the defect originated with our suppliers. While a majority of our contracts with suppliers include indemnification provisions for liabilities arising from product defects or negligent or wrongful act or omission by the supplier, such recourse is subject to limitations set for the contracts, and there is no assurance that we will be able to claim losses from suppliers due to product liability claims or recalls resulting for defective supplies.

Some product warranties we provide to certain key customers may require us to bear the repair or replacement costs of defective products, and indemnify customers against losses, liability, costs, damages, and expenses resulting from *inter alia* claims that a defect in the part caused personal injury or property damage or any loss or damage caused by our failure or negligence in performing the contract. In addition, costs and expenses associated with warranties, product recalls and product liability claims could have a material adverse impact on our results of operations and financial condition and may differ materially from the estimated liabilities that we have recorded in our consolidated financial statements. Such financial and operational challenges may be further exacerbated if customers initiate any legal proceedings against us.

The table below sets forth the expenditure incurred for product warranties and product liability claims including as a percentage of our revenue from operations for the Fiscals indicated:

Particulars	For Fiscal 2025	For Fiscal 2024	For Fiscal 2023
Expenditure incurred for product warranties and product liability claims ( <i>₹ millions</i> )	59.02	5.95	121.06
Expenditure incurred for product warranties and product liability claims as a percentage of revenue from operations (%)	0.12%	0.01%	0.25%

A recall claim could require us to review our entire product portfolio to assess whether similar issues are present in other product lines, which could result in significant disruption to our business and have an adverse impact on our results of operations. In addition, the potential reputational harm that may result from defective products or product recalls could have a material adverse impact on our results of operations and financial condition. While we have not been subject to product recalls in Fiscals 2025, 2024 and 2023, there can be no assurance that we will not be subject to such product recalls in the future.

While we maintain insurance for product liability and recall, our insurance coverage may not be adequate to cover all insured claims and liabilities. Further, as a result of product liability legislation, civil claims may be brought against OEMs where damages may have been caused by any faulty products that we produced. As a result, our OEM customers are entitled to claim indemnity from us under our agreements. In Fiscals 2025, 2024 and 2023 we were not, and as of the date of this Draft Red Herring Prospectus we are not, subject to legal proceedings or disputes related to the quality of our products and delivery

schedules that had or we believe will have a material adverse effect on our results of operations or financial condition. However, there can be no assurance that we will not be subject to such legal proceedings or disputes in the future.

**14. *We outsource certain business operations such as transport, logistics, and certain manufacturing processes to third parties. Any failure by such third parties to deliver their services could have an adverse impact on our business, results of operations, financial condition and prospects.***

We rely on external logistics contractors to deliver our raw materials and products. While a few customers in India pick up or arrange for delivery of finished products directly from our manufacturing facilities, for other customers we bear the costs of engaging third-party logistics providers to ship finished goods to our customers by road, and typically enter into one-year agreements with these providers. Our overseas customers collect their products from our premises or designated locations according to agreed transport modes, pricing and international commercial terms, as specified in our invoices. We also outsource certain non-critical manufacturing processes.

The table below sets forth our freight and forwarding costs and outsourced manufacturing costs for the Fiscals indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Freight and forwarding costs	332.65	0.68%	357.37	0.65%	466.37	0.97%
Outsourced manufacturing costs	333.67	0.68%	324.70	0.59%	304.51	0.63%

As we do not control our third-party freight and transportation providers, we could be subject to transportation strikes that could disrupt supplies and deliveries to and from our customers and suppliers. Delays in the delivery of raw materials and products or a failure to deliver our products efficiently and reliably could adversely impact our customer relationships. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of delays and may not be able to repair the damage to our relationships with affected customers. We may also be affected by an increase in fuel costs, as this will have a corresponding impact on freight charges levied by our third-party transportation providers. While we have not experienced any failures to meet our customers' delivery schedules in Fiscals 2025, 2024 and 2023 due to any fault of our external transport and logistics contractors, there is no assurance on the reliability of delivery by our contractors.

Our Subsidiary FMBIL also outsources certain non-critical manufacturing processes such as electroplating. While we have a structured supplier selection process, quality assurance systems and infrastructure in place to meet the different standards required by our customers, we do not directly control our outsourced processes. Where our contractors fail to meet quality standards, we have no legal recourse as we do not have indemnity protection from these contractors. While we did not have any material issues arising from our manufacturing outsourcing in Fiscals 2025, 2024 and 2023, outsourcing manufacturing processes may increase the risks of non-compliance with quality standards which may adversely affect our customer relationships.

**15. *Any unscheduled, unplanned or prolonged disruption to our manufacturing and R&D operations could materially and adversely affect our business, financial condition and results of operations.***

Any disruption in our manufacturing facilities and R&D centers could hinder our ability to meet customer demand. Our manufacturing facilities and R&D centers are subject to risks of equipment breakdowns, disruptions in electrical power or water resources, fire and industrial accidents, which may entail significant repair and maintenance costs and delay our production schedules and hinder our ability to meet customer demand. For instance, in February 2025, a fire at the Parwanoo Facility of our Subsidiary FMBIL affected the electroplating facility and disrupted operations for several days. As a result, we had to manage electroplating through a third-party or intercompany vendor. We have filed an insurance claim of ₹40.00 million for machinery loss and ₹32.01 million for business disruption losses, subject to the installation date of new machinery. While these claims are covered under our Subsidiary's insurance policy, we cannot assure you that the full claimed amounts will be recovered.

In addition, our manufacturing facilities and R&D facilities are susceptible to local and regional factors, such as economic and weather conditions, natural disasters, political, demographic and population changes, and other unforeseen events and circumstances. While this did not occur in Fiscals 2025, 2024 and 2023, damage to or destruction of a significant portion of our manufacturing and R&D capabilities could cause significant delays in development and/or shipments of our products and/or otherwise materially adversely affect our business, financial condition and results of operations.

Also see “*–Our Bhiwadi Facility and Puducherry Facility currently operate at high-capacity utilization levels and we may not be able to meet additional demand for our products until we are able to increase our capacity. Further, if we underestimate or overestimate the demand for our products, the capacity utilization of our manufacturing plants may be under-utilized or over-utilized, respectively, which could adversely affect our manufacturing schedules and related costs*” on page 61 and “*–We may be subject to industrial unrest, unionization, slowdowns and increased employee costs, which may adversely affect our business and results of operations*” on page 73.

16. ***The development of technologically advanced products involves a lengthy and expensive process with uncertain timelines and outcomes. Some of our product or process development decisions, including R&D investments, or investments in technologies, may not meet our expectations, and our investment in such projects may be unprofitable.***

Developing new, technologically advanced products and critical engineering solutions is a complex and uncertain process requiring innovation and skilled engineering and development personnel, as well as the accurate prediction of technological and market trends. We invest in R&D (i.e., engineering, research and application development) to improve our existing products, processes and facilities and develop new products to meet customer demand and new emission standards. The technological requirements to comply with emission standards have required us to deploy significant resources to improve our components and test facilities for aftertreatment systems, resulting in increased costs. The table below sets forth the strength of our R&D and engineering department as of the dates stated:

Particulars	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Design, engineering and R&D staff	145	140	149
Total staff	1,992	1,963	1,991
Design, engineering and R&D as a percentage of total staff (%)	7.28%	7.13%	7.48%
Number of new projects developed by our Company	185	182	186
Number of new projects brought into production by our Company	170	168	164

In addition to our direct R&D expenses, we leverage Tenneco Group’s global R&D initiatives. The cost of the R&D benefits we obtain from Tenneco Group, including the rights to use brands and technical know-how, are included in the royalty fees we pay. See also “*– 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.*” on page 50.

Our R&D expenses and royalty expenses for Fiscals 2025, 2024 and 2023, including as a percentage of our revenue from operations, are set forth in the table below.

Particulars	For Fiscals		
	2025	2024	2023
R&D expenses <sup>(1)</sup> (₹ millions)	66.86	113.24	93.44
Royalty expense <sup>(2)</sup> (₹ millions)	1,102.74	2,574.47	1,119.31
<b>Total R&amp;D expenses and royalty expense (₹ millions)</b>	<b>1,169.60</b>	<b>2,687.71</b>	<b>1,212.75</b>
<b>R&amp;D and royalty expenses as a percentage of revenue from operations (%)</b>	<b>2.39%</b>	<b>4.92%</b>	<b>2.51%</b>

Note:

(1) R&D expenses comprise expenses related to engineering, research, and application development.

(2) Royalty expense comprises the rights to use brands and technical know-how.



Commencing development initiatives can take up to one to three years before the commercialization of new or improved solutions or products. During this time, unexpected shifts in technology, customer demand and the markets for our products may prevent us from capitalizing on a market opportunity in a timely manner or altogether. Furthermore, our customers may be unsatisfied with the outcome of our R&D activities, which could result in our failure to win program awards. While our R&D initiatives helped secure program awards from our customers in Fiscals 2025, 2024 and 2023, our existing and future R&D activities may not be successful, which could have a material adverse effect on our financial condition and relationships with customers.

17. ***Our Bhiwadi Facility and Puducherry Facility currently operate at high-capacity utilization levels and we may not be able to meet additional demand for our products until we are able to increase our capacity. Further, if we underestimate or overestimate the demand for our products, the capacity utilization of our manufacturing plants may be under-utilized or over-utilized, respectively, which could adversely affect our profitability and manufacturing schedules.***

As of March 31, 2025, we operated 12 manufacturing facilities in India. As of March 31, 2025, the annual installed production capacity for Clean Air Solutions business was 2.58 million units for “cold end” products (mufflers and exhaust pipes), with a utilization rate of 54.81%, and 1.87 million units for “hot end” products (catalytic converters), with a utilization rate of 80.57%. For Advanced Ride Technologies, the annual installed production capacity was 20.68 million units, with a utilization rate of 83.00%. The table below sets forth the capacity utilization across these facilities as of the dates indicated:

Plant	For Fiscal 2025	For Fiscal 2024 Capacity utilization <sup>(1)</sup>	For Fiscal 2023
<i>Clean Air Solutions</i>			
Chakan I Facility	76.18%	85.55%	97.31%
Chakan II Facility <sup>(2)</sup>	62.77%	-	-
Chennai Facility	42.93%	45.45%	78.22%
Pithampur Facility	60.53%	69.86%	60.35%
<i>Powertrain Solutions</i>			
Bhiwadi Facility	96.00%	91.65%	94.85%
Parwanoo Facility	77.11%	79.70%	68.05%
Chakan Sealings Facility	66.52%	72.95%	91.15%
<i>Advanced Ride Technologies</i>			
Hosur Facility	88.38%	82.87%	93.14%
Bawal Facility	83.52%	80.18%	91.11%
Sanand Facility	71.92%	62.70%	62.86%
Chakan ART Facility <sup>(3)</sup>	85.08%	68.42%	79.82%
Puducherry Facility <sup>(4)</sup>	99.68%	100.00%	99.00%

Notes:

Source: Certificate from Kunal Kantilal Vikamsey and Naresh Kanji Wadhia of Kanti Karamsey and Co. Advisors LLP (Chartered Engineer Registration Numbers: F-1307017 and M 115754/4, respectively) Independent Chartered Engineers, dated June 30, 2025.

(1) Capacity utilization is calculated as quantum of production in the relevant facility in the relevant Fiscal, divided by the capacity available of relevant manufacturing facility during the relevant Fiscal. Capacity available during the Fiscal represents the installed capacity that was available during the relevant Fiscal and is calculated based on the aggregate of monthly installed capacity.

(2) Production at the Chakan II Facility started in Fiscal 2025.

(3) The Chakan ART Facilities receives base shock absorbers from our Hosur and Bawal Facilities for the modular assembly of peripheral parts according to our customer requirements.

(4) The Puducherry Facility for our Advanced Ride Technologies division manufactures and supplies sintered parts to our Hosur, Bawal and Sanand Facilities to manufacture struts and shock absorbers.

For further details on our manufacturing facilities and capacities, see “***Our Business – Manufacturing – Facilities***” on page 255.

In Fiscals 2025, 2024 and 2023, our Bhiwadi Facility and Puducherry Facility operated at high utilization levels. As a result, we may be required to expand our manufacturing capacity in the future to meet the requirements of new business from existing customers or new customers. Conversely, our Chennai Facility, Pithampur Facility, and Chakan Sealings Facility operated at low utilization levels due to changes in production volumes and our capacity improvement initiatives. Utilization at our Chennai Facility was lower in Fiscals 2025 and 2024, primarily because customers transitioned from three-piece cold end systems to single-piece cold end systems in Fiscal 2024 which reduced our production volume when compared to Fiscal 2023. Additionally, we carried out capacity improvement projects at our

Chennai Facility in Fiscal 2024 and 2025. At our Pithampur Facility, while production volume increased from Fiscal 2023 to Fiscal 2024 and remained stable in Fiscal 2025, we implemented capacity improvements at our Pithampur Facility in Fiscal 2024 and 2025 which reduced our utilization level. At the Chakan Sealings Facility, utilization decreased in Fiscal 2024 due to a change in product mix that lowered production volume and implementation of capacity improvement projects.

The success of any capacity addition and expected return on investment in capital expenditure depends on, among other factors, the ability to generate adequate customer demand to ensure utilization of the additional capacity. In case of oversupply in the industry or lack of demand, we may not be able to utilize our expanded capacity efficiently. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, or an inability to fully realize the benefits of our recently implemented capacity expansion, could materially and adversely impact our business, growth prospects and future financial performance.

18. ***Our Registered Office, Corporate Office and manufacturing facilities (except for the Chakan Sealings Facility), warehouses and R&D centers are located on leased land. If we are unable to renew or extend such leases, our business operations may be adversely affected. Further, land title in India can be uncertain and we may not be able to identify or correct defects or irregularities in title to certain land which we own.***

Our business operations, including our Registered Office, Corporate Office, manufacturing facilities (other than the Chakan Sealings Facility), warehouses and R&D centers are located on leased land. The table below set forth our lease costs for the Fiscals indicated:

Particulars	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Lease costs (₹ million)	58.31	53.17	38.15

The details of our leased Registered Office and Corporate Office and manufacturing facilities are set forth in the table below:

	Name of the Entity	Nature/Purpose of the property	Address	Name of the Lessor	Period of lease	Related party lessor
1	Tenneco Clean Air India Limited	Registered Office and Chennai Facility	RNS2, Renault & Nissan Supplier Park, SIPCOT Industrial Park, Oragadam Industrial Corridor, Sriperumbudur Taluk Kancheepuram – 602 105, Tamil Nadu, India	State Industries Promotion Corporation of Tamil Nadu Limited (SIPCOT)	99 years	No
		Corporate Office	Paras Twins Towers, 10th floor Tower-B, Village – Haiderpur Viran, Sector-54, Gurgaon – 122 002, Haryana, India,	Federal Mogul Goetze (India) Limited <sup>(1)</sup>	11 months	Yes
		Pithampur Facility	Plot No 81, Smart Industrial Park, Near Natrip, Pithampur – 454 774, Madhya Pradesh, India	M.P. Industrial Development Corporation Limited	99 years	No
		Chakan II Facility	Gat No. 278/1/A Village-Nighoje, Khed Taluka, Pune – 410 501, Maharashtra, India	Regal Leasers and Infra Developers	Seven years	No
		Chakan I Facility	G6, Chakan Industrial Area, Phase - III, MIDC, Kuruli, Khed taluka, Pune - 410 501, Maharashtra India	Maharashtra Industrial Development Corporation	95 years	No
2	Federal-Mogul Ignition Products India Limited	Bhiwadi Facility	SP-812/B-1&2 RIICO Industrial Area, Phase III, Bhiwadi – 301 019, Rajasthan, India	Rajasthan State Industrial Development and Investment	99 years	No

	Name of the Entity	Nature/Purpose of the property	Address	Name of the Lessor	Period of lease	Related party lessor
				Corporation Ltd.		
3	Federal-Mogul Bearings India Limited	Parwanoo Facility	Plot No.3, 4 and 5, Sector-II, Parwanoo, Tehsil Kasauli, Solan – 173 220, Himachal Pradesh, India	Secretary cum-Chief Engineer, HP Housing Board	95 years	No
		Hosur Facility	122, SIPCOT Industrial Complex, Phase-I, Hosur – 635 126, Tamil Nadu, India	State Industries Promotion Corporation of Tamil Nadu Ltd.	99 years	No
		Puducherry Facility	Plot No. B-80-84 and B-91-95, 12th cross, 3rd Main Road, PIPDIC Industrial Estate, Mettupalayam – 605 009, Puducherry, India.	Pondicherry Industrial Promotion Development and Investment Corporation Limited	72 years	No
4	Tenneco Automotive India Private Limited	Chakan ART Facility	Gat No. 864 & 865, Village Nighoje, Khed Taluka, Pune – 410 501, Maharashtra, India	Ramdas Baban Yelwande and others.	Five years	No
		Sanand Facility	Plot no AV- 35 Sanand-II Industrial Estate, Ahmedabad – 382 170, Gujarat, India	Gujarat Industrial Development Corporation	99 years	No
		Bawal Facility	Plot no. 321, Sector -3, Phase-II, Growth Centre, HSIIDC, Bawal – 123 501, Rewari, Haryana, India	Haryana State Industrial and Infrastructure Development Corporation Ltd.	NA	No

<sup>(1)</sup> Federal - Mogul Goetze (India) Limited is a Group Company and a member of our Promoter Group.

The terms of most of our lease agreements range from 11 months to 99 years with restricted rights to terminate in most leases, and are subject to a lock-in period and renewal options available to us. In addition, as of March 31, 2025, we leased 12 warehouses in India, comprising three warehouses for the Clean Air Solutions business located in Bhopal, Anantapur, and Indore, three warehouses for the Advanced Ride Technologies business (one located in Chennai, and two in Hosur), four warehouses for ignition products located in Chennai, and Anantapur, and two for bearing products located in Pune and Chennai. While there are currently no instances of non-compliance with the terms of our lease agreements, any future non-compliance may lead to the termination of such leases. Any change in the terms and conditions and any premature termination of such lease agreements may have an adverse impact on our operations. For details on the location of properties, see “**Our Business – Our Properties**” on page 272.

For risk in relation to manufacturing units leased to us by industrial development corporations please see, “– **Nine out of our 12 manufacturing facilities operate on industrial land allotted to us by industrial development corporations. Failure to comply with the conditions of use of such land could result in an adverse effect on our business, results of operations and financial condition.**” on page 71.

Any adverse impact on the title, ownership rights, or development rights of the owners from whose premises we operate, breach of the contractual terms of any lease, leave and license agreements, or any inability to renew such agreements on acceptable terms may also affect our operations. In addition, the terms of certain leases require us to obtain the lessor’s prior consent for certain actions such as making structural alterations to the leased premises, which may be required if we were to undertake an expansion in the future. There can be no assurance that we will be able to renew these leasing arrangements on commercially favorable terms, or at all. If we are unable to renew all or any of our leasing arrangements, it may cause disruptions in our business and we may incur substantial costs associated with relocating to new premises, all of which may adversely affect our business operations.

There is no central title registry for land property in India and the documentation of land records in India has not been fully computerized. Property records in India are generally maintained at the state and district level and in local languages, and are updated manually through physical records, which may not be updated in a timely manner, may be illegible, untraceable, incomplete or inaccurate in certain respects. Title may also suffer from irregularities, such as non-execution or non-registration of conveyance deeds and inadequate stamping. For instance, the premises where our Bawal Facility is located (“**Land**”) was allotted to our Material Subsidiary, TAIPL, *vide* a letter of allotment dated July 6, 2007 issued by the Haryana State Industrial and Infrastructure Development Corporation Ltd. (“**HSI IDC**”), which was accepted by TAIPL on September 21, 2007. Thereafter, TAIPL and HSI IDC entered into an agreement dated September 21, 2007, pursuant to which TAIPL accepted the offer of allotment of the Land for the payment of consideration, as specified in the said agreement, together with the interest on a deferred basis. Subsequently, TAIPL has also obtained the occupation certificates in relation to the Land from HSI IDC. While TAIPL has paid the entire consideration for the Land, it has not as on date entered into a deed of conveyance for the Land with HSI IDC and we cannot assure you that the deed of conveyance will certainly be executed and registered in favor of TAIPL. Presently, pending the execution of the deed of conveyance, the Land is classified as a ‘leasehold’ property, however there is no written lease agreement in existence between TAIPL and HSI IDC. In the event of any dispute regarding right of ownership or otherwise, title and possession of the Land, we cannot assure you TAIPL would be able to successfully defend or establish its rights and/or title over the Land. If TAIPL is dispossessed from the Land, there is no assurance that the Consideration will be refunded, and that we will find an alternate land in the same vicinity and with similar favourable commercial terms, or at all, and it may be time consuming and operationally challenging for us to move to the alternate location, which all shall adversely affect our business operations, results of operations, cash flows and financial condition.

**19. *Our insurance coverage may not be adequate to protect us against all potential losses, which may have an adverse effect on our results of operations, cash flows and financial condition.***

Our business involves many risks and hazards that may adversely affect our profitability, including breakdowns, failure or substandard performance of equipment, third-party liability claims, labor disturbances, employee fraud and infrastructure failure. Our principal types of coverage include, among others, protection from fire, earthquake, burglary, and dishonest acts committed by an employee or any other person, employee insurance policies such as medical and personal accident insurance policies and general liability insurance. See “**Our Business – Insurance**” on page 274 for further details on our insurance coverage. Our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business. While none of our insurance policies are due for renewal as of date, we cannot assure you that such renewals in the future (on expiry) will be granted in a timely manner, at acceptable cost or at all.

While we believe that our insurance coverage would be reasonably adequate to cover the normal risks associated with the operation of our business, our future insurance claims may be rejected by the insurance agencies and we cannot guarantee that any claim under our insurance policies will be honored fully, in part, or on time. If the amount of one or more operations-related claims were to exceed our applicable aggregate coverage limits, we would bear the excess, in addition to amounts already incurred in connection with deductibles and self-insured retentions. Any uninsured losses or liabilities could result in an adverse effect on our business operations, financial conditions, and results of operations.

The following table highlights our insurance coverage as a percentage of property, plant and equipment, and inventories for the Fiscals indicated:

Particulars	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Total insurance coverage (₹ millions)*	8,431.14	8,105.91	6,852.67
Total assets (₹ millions)	28,315.84	21,362.62	24,296.49
Net book value of property, plant and equipment (excluding freehold land), capital work-in-progress and inventory (₹ millions)	8,431.14	9,307.99	9,978.10
Insurance coverage as a percentage of property, plant and equipment (excluding freehold land), capital work-in-progress and inventory (%)	100.00%	87.09%	68.68%
Total insurance claims made (₹ millions)	1.81	0.53	3.67

Particulars	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Total insurance claims made as a percentage of total insurance coverage (%)	0.02%	0.01%	0.05%
Insurance expenses (₹ millions) <sup>#</sup>	52.79	44.42	38.18
Insurance expenses as a percentage of revenue from operations (%)	0.11%	0.08%	0.08%

<sup>\*</sup>In cases where an asset is covered under multiple insurance policies, the highest coverage amount among such policies has been considered. The reported insurance coverage amount has been restricted to the book value of the respective asset, wherever the coverage exceeds such book value of the asset.

<sup>#</sup> as per Restated Consolidated Financial Information

We have filed insurance claims in Fiscals 2025, 2024 and 2023. For instance, in February 2025, in relation to a fire at the Parwanoo Facility of our Subsidiary FMBIL, we filed an insurance claim of ₹40.00 million for machinery loss and ₹32.01 million for business disruption losses, subject to the installation date of new machinery. While the insurance claims filed in relation to the Parwanoo Facility is covered under FMBIL's insurance policy, we cannot assure you that the full claimed amounts will be recovered. For further details see **“Any unscheduled, unplanned or prolonged disruption to our manufacturing and R&D operations could materially and adversely affect our business, financial condition and results of operations”** on page 59.

While our insurance claims have not exceeded our insurance coverage and we have not recognized any losses in Fiscals 2025, 2024 and 2023 due to the partial or full rejection of our claims by our insurers, we cannot guarantee that our future claims will continue to be covered or accepted in full. The occurrence of an event that causes losses exceeding the limits specified in our policies, or losses arising from events not covered by insurance policies, could materially harm our financial condition and future results of operations. Any uninsured losses or liabilities could result in an adverse effect on our business operations, financial condition, results of operations and cash flows.

**20. We have received several whistle blower complaints in the past and may receive additional complaints in the future. Certain of these complaints are currently under investigation and could reveal deficiencies in our internal controls and financial reporting processes. If any of these allegations are substantiated, such as misstatements, fraud, or control deficiencies, they could adversely impact our reputation, our business, results of operations and financial condition.**

Tenneco LLC maintains a whistle blower hotline, which covers, amongst others, our Company and our Subsidiaries. This hotline enables employees, stakeholders, and other parties to report concerns related to ethics, compliance, or potential violations anonymously and in multiple languages. The whistle blower complaints that have been received in the past in relation to our Company and our Subsidiaries include allegations of, *inter-alia*, (i) fraud; (ii) conflict of interest; (iii) employee misconduct, and inappropriate behaviour; (iv) undue benefits; (v) theft; (vi) breach of privacy and security concerns; and (vii) kick-backs. All such complaints are promptly reviewed and investigated, as appropriate, in accordance with our established policies and procedures. Where substantiated, we have taken corrective actions, including termination of employment, counselling or issuance of a formal warning. As on date of this Draft Red Herring Prospectus, while there are no outstanding whistle blower complaints involving our Company, there are 20 outstanding whistle blower complaints involving TAIPL, FMIPL and FMBIL in respect of which the investigation is ongoing.

For instance, in Fiscal 2025, we received a whistleblower complaint alleging that an employee at the Bawal Facility of TAIPL received improper payments from certain packaging suppliers in connection with the procurement of packaging materials and that his supervisor was aware of the same. We initiated an internal investigation, with the assistance of forensic experts. The investigation is currently ongoing. Additionally, in Fiscal 2024, the management of TAIPL identified that an employee was manipulating existing controls around vendor payments fraudulently to misappropriate funds on multiple occasions during and prior to Fiscals 2024 by making payments to other accounts instead of concerned vendor accounts. TAIPL appointed external agencies for fact-based investigation, forensic data analysis, analysis/ reporting on defined aspects of user activity etc. Based on the TAIPL management's internal assessment and reports received from external agencies, the financial impact of this fraud is estimated to be ₹ 194.40 million. The concerned employee has exited TAIPL and TAIPL has implemented additional supervisory and monitoring controls around vendor payment process during the year. The Restated Consolidated Financial Information and the examination report thereon include remarks from the Statutory Auditors in this regard. For details, see **“Restated Consolidated Financial Information-**

***Material accounting policies and other explanatory notes to Restated Consolidated Financial Information- Basis of preparation, measurement and material accounting policies” on page 337.***

Until May 2025, we did not have a formal stand-alone whistle blower policy of our Company. However, the ‘whistleblower and vigil mechanism policy’ (“Policy”) has been adopted by our Company on May 15, 2025. An Audit Committee of the Board has been recently constituted as well and, will oversee its implementation. While the Policy does not require that all complaints be reported to the Board, it follows a defined escalation matrix. The Company Secretary acts as the primary contact, followed by the chairperson of the Audit Committee, then the full Audit Committee for investigation oversight, and ultimately the Board of Directors for matters requiring further review or major decisions. For each complaint, individual investigation reports are prepared by the designated investigators.

Despite protective measures, we cannot assure you that we will not face future whistle blower complaints and any such future instances could materially and adversely affect our reputation, business, cash flows, results of operations and financial condition. We face the risk of inadvertently dismissing allegations which may prove to be plausible, at a later date. The findings from the inquiries conducted by us and the other relevant authorities/third party investigators for such complaints that we have received/ may receive in future may result in loss of business opportunities and/or customers and could adversely impact our reputation, which could consequently adversely impact our business, cash flows, financial conditions and results of operations.

Further, our internal controls and financial reporting processes rely on the accuracy and completeness of information provided by our management and employees. Any misstatement, fraud, intentional wrongdoing by such employees or deficiencies in our internal controls, may adversely impact our operations and financial reporting. For instance, during the course of the audit for Fiscal 2024, the statutory auditors of FMIPL, our Subsidiary, observed unexplained shortages in inventory counts and were informed of certain whistle-blower complaints against FMIPL in relation to suspected offence involving fraud, including instances of inventory theft, kickbacks received by certain employees, material purchases at higher rates, and allegations of not following proper work process and displaying willful acts of fraud against certain employees of FMIPL. In addition to an internal review, FMIPL engaged independent consultants to *inter alia* conduct an independent analysis of the whistleblower complaints and ancillary allegations and to conduct an assessment of the status of inventory management and related issues. The board of directors of FMIPL concluded that all identified/required adjustments have been recorded in the financial statements as at and for the year ended March 31, 2024 and no further adjustments are required in respect of these matters. These abovementioned reviews identified certain control deficiencies and process gaps, which were addressed through remedial measures, including changes in team leadership, enhanced staffing, improved enterprise resource planning and inventory management systems, and the implementation of a more robust standard operating procedures and controls. Further, FMIPL also filed police complaints in the form of FIRs, as disclosed in “***Outstanding Litigation and Material Developments- Litigation involving our Subsidiaries- Criminal proceedings by our Subsidiaries***” on page 463. The Board of Directors noted that in compliance with the requirements of Section 143(12) of the Companies Act, 2013 read with Rule 13(1)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the statutory auditors had reported this matter to the Central Government on January 6, 2025, as the unexplained discrepancy may indicate a potential fraud. However, the subsequent physical inventory count and roll-forward procedures for inventory balance as at March 31, 2024 were found to be appropriate. The Restated Consolidated Financial Information and the examination report thereon include remarks from the Statutory Auditors in this regard. For details, see “***Restated Consolidated Financial Information- Material accounting policies and other explanatory notes to Restated Consolidated Financial Information- Basis of preparation, measurement and material accounting policies***” on page 337. Despite the remedial actions taken and ongoing improvements to internal controls, we cannot assure you that all risks of fraud, misstatement, or control deficiencies have been eliminated or will not recur in the future. Any failure to detect or prevent such incidents could result in financial losses, regulatory or legal actions, reputational harm, and adverse effects on our business, results of operations, and financial condition. Furthermore, the inability to obtain or maintain adequate supporting documentation for certain transactions may limit the ability to fully investigate or resolve past discrepancies and impact the reliability of our financial reporting.

21. ***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.***

The table below sets forth the details of our instances of non-compliances with certain provisions of the Companies Act and FEMA Regulations by our Company and certain Subsidiaries along with the status of the compounding applications in this regard:

Entity	Particulars of non-compliance	Status	Compounding Fee (₹ millions)	Authority	Date of Order
Tenneco Clean Air India Limited	Delay in conducting AGM and filing audited financial statements with MCA for Fiscal 2020 beyond timelines prescribed under the Companies Act due to operational challenges, including the COVID-19 pandemic	Compounding application filed for compounding offence under Section 96(1) of the Companies Act	0.14	Regional director (Southern Region), MCA, Chennai	May 23, 2023
	Delay in filing of Form FC-GPR for allotment of Equity Shares to Tenneco (Mauritius) Limited and Tenneco Mauritius Holdings Limited on June 15, 2019	Compounding application filed for compounding of contravention of regulation 13.1(2) of notification no. FEMA20(R)/2017-RB dated November 7, 2017	0.08	Chief general manager, RBI	April 11, 2025
Tenneco Automotive India Private Limited*	Delay in filing of annual return with the RoC, conducting its AGM, laying of its financial statements in such AGM and submission of financial statements with the RoC within the prescribed timelines for Fiscal 2023, in non-compliance with the provisions of Section 92, 96, 129 and 137 of the Companies Act	Compounding application filed for compounding offence under Section 96 of the Companies Act	0.07	Regional director of the Southern Region, MCA	October 18, 2024
Federal-Mogul Sealings India Limited	Delay in complying with the provisions of Sections 149(5), 177(1), 178(1) of the Companies Act, in relation to appointing one independent director and constituting its audit committee of the board, resulting in it not having an audit committee constituted during the year from April 1, 2023 to March 31, 2024 in accordance with the provisions of the Companies Act, wherein such requirements became applicable to it as the turnover exceeded the	Compounding application dated May 5, 2025 has been filed	Pending receipt of order	Registrar of companies, Maharashtra at Pune	Pending

Entity	Particulars of non-compliance	Status	Compounding Fee (₹ millions)	Authority	Date of Order
	threshold limit of ₹1,000 million in Fiscal 2023				
Federal-Mogul Bearings India Limited	Delay in filing of form FC-GPR for (i) receipt of remittance from Federal-Mogul Holdings Ltd. and Federal-Mogul Corporation, and (ii) allotment of equity shares to foreign investors on September 21, 2007, February 19, 2008 and March 28, 2008	Compounding application filed for compounding of contravention of Para 9(1)(A) and Para 9(1)(B) of Schedule I to notification no. FEMA 20/2000-RB dated May 3, 2000	0.92	Regional director	February 18, 2025
	Delay in conducting AGM and filing audited financial statements with MCA for Fiscal 2024 beyond timelines prescribed under the Companies Act	Compounding application dated June 17, 2025 filed for compounding offence under Section 441 of the Companies Act	Pending receipt of order	Regional director of the Northern Region at New Delhi	Pending
Federal-Mogul Ignition Products India Limited**	Delay in filing of form FC-GPR for allotment of equity shares to Federal-Mogul Pty Ltd on August 27, 2009	Compounding application dated February 12, 2025 filed for compounding of contravention of Para 9(1)(A) and Para 9(1)(B) of Schedule I to notification no. FEMA 20/2000-RB dated May 3, 2000	Pending receipt of order	General manager, RBI	Pending

\* This has been included as an emphasis of matter in the audit report of TAIPL for Fiscal 2023. See “*Restated Consolidated Financial Information- Material accounting policies and other explanatory notes to Restated Consolidated Financial Information*” on page 336.

\*\* This has been included as an emphasis of matter in the audit report of FMIPL for Fiscal 2024. See “*Restated Consolidated Financial Information- Material accounting policies and other explanatory notes to Restated Consolidated Financial Information*” on page 336.

For details, see “*Outstanding Litigation and Material Developments- Litigation involving our Subsidiaries- Compounding applications involving our Subsidiaries*” on page 464. While these past non-compliances, except as mentioned above, have been regularized and compounded, there can be no assurance that we will not experience similar or other instances of non-compliance in the future. Further, in relation to the pending application filed by FMSIL, there can be no assurance that it will receive a favorable order, or that even after receiving a favorable order, it would not be required to pay penalties in respect of such compounding application. Any further delays or non-compliance with statutory requirements under the Companies Act, FEMA, or other applicable laws may subject our Company and/or our Subsidiaries to regulatory actions, penalties, or other proceedings, which could adversely affect our business, financial condition, results of operations, and reputation.

22. *There are certain delays in payment of statutory dues by our Company and Subsidiaries. Any failure or delay in payment of statutory dues in the future may expose us to statutory and regulatory action, as well as significant penalties, and may adversely affect our business, results of operations, cash flows and financial condition.*



The table below sets forth the details of the statutory dues paid by our Company and its Subsidiaries in relation to the employees of our Company and its Subsidiaries for the Fiscals indicated below:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	No. of employees*	Amount (₹ million)	No. of employees*	Amount (₹ million)	No. of employees*	Amount (₹ million)
Employee's state insurance corporation contribution	1,585	6.13	2,207	8.26	2,510	8.56
Employee provident fund	3,679	210.57	4,157	192.67	4,482	180.28
Labor welfare fund	2,132	0.49	2,526	0.50	2,718	0.51
Professional tax	2,288	4.51	2,374	4.58	2,531	4.47
Goods and service tax	NA	14,292.25	NA	16,732.26	NA	14,370.26
Tax deducted at source on salary	1,317	286.28	1,028	201.48	978	182.94
Tax deducted at source on other than salary	NA	648.31	NA	943.55	NA	440.00

\*This includes temporary employees (apprentices, trainees, retainers etc.) as well as permanent employees (salaried, executive, hourly etc.)  
Note: The count of employees for respective statutory dues represents the count of employees for whom our Company and Subsidiaries have deducted the above dues as per the payroll register.

Further, the table below sets out details of the delays in statutory dues paid by our Company and its Subsidiaries for the Fiscals indicated below:

Nature of Statutory Dues	2025		Fiscals 2024		2023	
	Amount for which payment was delayed (₹ million)	Number of days delay	Amount for which payment was delayed (₹ million)	Number of days delay	Amount for which payment was delayed (₹ million)	Number of days delay
Employee's state insurance corporation contribution	0.07	1-2 days	0.11	1 day	0.05	13 days
Employee provident fund	1.33	1-2 days	-	-	6.01	1-276 days
Labor welfare fund	0.37	10-183 days	0.06	4-549 days	0.06	1-730 days
Professional tax	0.35	1-58 days	0.67	4-119 days	0.36	13-484 days
Goods and service tax	-	-	-	-	-	-
Tax deducted at source on salary	1.17	1-296 days	10.42	1-300 days	0.94	1-34 days
Tax deducted at source on other than salary	0.64	1-74 days	3.23	1-182 days	0.99	1-180 days

\*There have been certain instances of delays in payment of statutory dues in the past by our Company, which occur in the ordinary course of making such payments including due to administrative or logistical issues, clerical errors, technical difficulties. Further, delays in the remittance towards the employee provident fund are also on account of know-your customer mismatch of the employees.

We cannot guarantee that such delays will not arise in the future or that we will not be subject to action by the authorities. While the fines and/or penalties we have paid in connection with the delays in payment of statutory dues for the Fiscals indicated above were not material in nature, we cannot assure you that we will not be subject to any penalties, fines or other regulatory actions in the future could have a material adverse effect on our business, financial condition, results of operations and cash flows.

**23. 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 Fiscal 2025, 2024 and 2023.**

In the Restated Consolidated Financial Information, our Statutory Auditors have reproduced the emphasis of matters included in the underlying auditor's reports, which pertain to (i) FMIPPL having filed a compounding application dated June 17, 2025 under section 441 of the Companies Act, 2013 before the Registrar of Companies for not convening annual general meeting of the shareholders within stipulated time period for Fiscal 2024 and Fiscal 2025 and the potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance not being fully ascertainable (ii) the purpose and basis of preparation of special purpose consolidated financial statements for Fiscal 2023 and Fiscal 2024 being only for preparation of the restated consolidated financial information of our

Company under the SEBI ICDR Regulations in relation to the proposed initial public offering of our Company and such special purpose consolidated financial statements not being suitable for any another purpose (iii) Fiscal 2024, wherein significant difference of ₹ 40.30 million was observed between the physical inventory count conducted in December 2023 and the perpetual inventory records of the FMIPL. The lack of supporting evidence to reconcile the difference raised concerns about the possibility of misappropriation of inventory or other irregularities thus resulting in the matter being reported to the Central Government on January 6, 2025 as the unexplained discrepancy may indicate a potential fraud (iv) TAIPL not having complied with provisions of Section 92, 96, 129 and 137 of the Companies Act, 2013 ('the Act'), with respect to filing of annual return with the Registrar of Company (ROC), conducting its Annual General Meeting ('AGM'), laying of its financial statements in such AGM and submission of financial statements with the ROC within the prescribed timelines for Fiscal 2023.

Further, there were matters which appeared as audit qualifications in the Independent Auditor's Report on the Internal Financial Controls pertaining to TAIPL in Fiscal 2023 in relation to material weakness being identified in internal financial controls due to inadequate segregation of duties, supervisory controls over vendor payments and timely reconciliations thereof, which resulted in misappropriation of funds through fraudulent payments, impacting trade payable balances and its consequential impact on the earnings, reserves and surplus and related disclosures in the financial statements.

For details in relation to the above matters, see "***Restated Consolidated Financial Information- Material accounting policies and other explanatory notes to Restated Consolidated Financial Information- Basis of preparation, measurement and material accounting policies- Basis of preparation, measurement and material accounting policies***" on page 337.

There are also matters reported under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 for Tenneco Automotive India Private Limited for Fiscal 2025 and Fiscal 2024 pertaining to audit trail feature not being enabled at database level for accounting software to log any direct data changes. In addition, statements / comments are reported in the Companies (Auditor's Report) Order, 2020 (CARO 2020) in relation to TAIPL in (i) Fiscal 2025 for the said entity having received whistle blower complaints during the year, which were considered by the auditors while determining the nature, timing and extent of audit procedures and certain other matters including slight delays in deposit of statutory dues and physical verification of inventory not being done for goods in transit and inventory lying with third parties (ii) Fiscal 2024 and Fiscal 2023, for misappropriation of funds by an employee of the said entity, through manipulation of existing controls around vendor payments on multiple occasions during the current and preceding financial years as identified by the management subsequent to March 31, 2023 but before the adoption of financial statements for Fiscal 2023, causing losses aggregating to ₹ 194.4 million and matters relating to delays in deposit of statutory dues. For details, see " – ***We have received several whistle blower complaints in the past and may receive additional complaints in the future. Certain of these complaints are currently under investigation and could reveal deficiencies in our internal controls and financial reporting processes. If any of these allegations are substantiated, such as misstatements, fraud, or control deficiencies, they could adversely impact our reputation, our business, results of operations and financial condition.***" on page 65 and "***-There are certain delays in payment of statutory dues by our Company and Subsidiaries. Any failure or delay in payment of statutory dues in the future may expose us to statutory and regulatory action, as well as significant penalties, and may adversely affect our business, results of operations, cash flows and financial condition.***" on page 69.

We cannot assure you that the statutory auditors of our Company or Subsidiaries will not include similar matters or other emphasis of matters, adverse remarks, observations or other matters in respective audit reports in the future and that such matters will not otherwise affect our results of operations and financial position in the future. 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.

**24. *Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our Company has declared and paid a dividend on the Equity Shares amounting to ₹4,092.42 million, ₹5,591.17 million and ₹2,804.28 million during Fiscals 2025, 2024 and 2023, respectively. Further, our Company has declared and paid a dividend on the Equity Shares amounting to ₹ 1,716.61 million during Fiscal 2026 till the date of the Draft Red Herring prospectus. Our ability to pay dividends in the future

will depend on our profits, capital requirements, cost of borrowing, and restrictive covenants under any agreement executed by our Company. The declaration and payment of dividends will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business or we may also declare special dividends depending on our results of operations.

For instance, our Board, on June 4, 2025, noted that pursuant to the share purchase agreement dated March 24, 2025 executed amongst TAIPL (which later became our Subsidiary with effect from March 26, 2025), Motocare and Federal-Mogul Motorparts (India) Limited (“**Motorparts**”) (such agreement, the “**Motocare SPA**”), TAIPL transferred all the shares of Motocare held by it to Motorparts for an aggregate consideration of ₹8,293.51 million (“**Purchase Consideration**”) which, together with the applicable interest thereon, was agreed to be paid by Motorparts to TAIPL on a deferred basis in accordance with the terms of the Motocare SPA and in accordance with applicable law. The said amount remains outstanding as of the date of this Draft Red Herring Prospectus. Our Board further noted that upon receipt of the Purchase Consideration together with the applicable interest thereon by TAIPL, it proposes to declare an interim dividend to its shareholders and once such interim dividend is received from TAIPL, our Company may declare an interim dividend from the income received from such interim dividend. The quantum and timing of declaration of such interim dividend will be considered and finalised by our Board at the relevant time, prior to the filing of the Red Herring Prospectus.

The payment of such dividend, if undertaken, may result 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. Accordingly, the realization of a gain on Shareholders’ investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that the Equity Shares will appreciate in value. For details, see “**Dividend Policy**” beginning on page 323.

**25. *Nine out of our 12 manufacturing facilities operate on industrial land allotted to us by industrial development corporations. Failure to comply with the conditions of use of such land could result in an adverse effect on our business, results of operations and financial condition.***

As of March 31, 2025, nine out of our 12 manufacturing facilities operate on industrial land allotted to us by state-owned industrial development corporations (“**IDC**”) on a leasehold basis. For further details, please see “**-Our Registered Office, Corporate Office and manufacturing facilities (except for the Chakan Sealings Facility), warehouses and R&D centers are located on leased land. If we are unable to renew or extend such leases, our business operations may be adversely affected. Further, land title in India can be uncertain and we may not be able to identify or correct defects or irregularities in title to certain land which we own.**” on page 62. Under the terms of the allotment and the lease agreements, we are required to comply with various conditions, such as adhering to the timelines for the completion of setting up the manufacturing facility and adhering to the timelines for commencement of construction of the factories on the demised plots of land after the handover of such land. Furthermore, we are required to obtain IDC approval for assigning, underletting or parting with the leased premises. For instance our Company has submitted intimation letters to certain IDCs, including the State Industries Promotion Corporation of Tamil Nadu Limited (“**SIPCOT**”) to intimate them of the conversion of our Company to a public company and change in the paid-up share capital of our Company pursuant to the share swap transactions undertaken between our Company and its Subsidiaries, as disclosed in “**History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285 and may also be required to submit *post-facto* intimations post listing of the Equity Shares on the Stock Exchanges. Further, pursuant to the share swap transaction undertaken between our Company and TAIPL, there was a change in shareholding pattern of TAIPL exceeding 51% of its paid-up share capital and, accordingly, TAIPL has submitted intimation letters to certain IDCs including SIPCOT. We cannot assure you that the IDCs will acknowledge our intimation letters, and will not seek additional documents from us or will not impose additional conditions on us in relation to our submissions.

While there have been no material instances of non-compliance with the conditions to use IDC lands in Fiscals 2025, 2024 and 2023, any future failure to meet these conditions will require payment of suitable

penalties to the relevant IDC to extend the deadline for meeting the stipulated timelines. Additionally, according to the statutory rules under which the IDCs function, IDCs retain the power to cancel the allotment of land in the event of a breach of any rules of allotment. While the IDCs did not terminate their allotment and lease agreements in Fiscals 2025, 2024 and 2023, if our allotment and lease agreements with IDCs are terminated, we would need to relocate our operations to a different location, which would disrupt our operations and involve additional costs and which could have an adverse effect on our business, financial condition, results of operations and cash flows.

26. ***We depend on contract labor for carrying out operations at our manufacturing facilities and any disruption to the availability of contract labor for our manufacturing facilities or our inability to control the cost of our contract labor could adversely affect our operations. Further, we may be held responsible for paying wages of such workers, if independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.***

Our workforce includes personnel that we engage through independent contractors in accordance with the provisions of the Contract Labor (Regulation and Abolition) Act, 1970, for carrying out ancillary and supporting tasks such as material handling, loading and unloading, packing, sorting, housekeeping and manual welding.

We incur certain contract labor charges for engaging the workforce through independent contractors. The table below sets forth the contractual labor charges for the Fiscals indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Contract labor charges	795.72	1.63%	825.84	1.51%	699.97	1.45%

Although we do not engage these laborers directly, in the event of default by any independent contractor, we may be held responsible for providing statutory benefits, including wages to these laborers if the independent contractors fail to do so. While the amount paid in such an event can be recovered from the independent contractor, any significant requirement to fund the wage requirements of the engaged laborers or delay in recovering such amounts from the contractors may have an adverse effect on our cash flows and results of operations. In addition, we may be required to absorb several such contract laborers as permanent employees pursuant to an order from a regulatory body or court which would increase our costs and decrease our flexibility to adjust our workforce in response to changes in product demand. Furthermore, annual increases in the minimum wage required by state governments to be paid to such contract laborers increase our costs and may adversely affect the business and results of our operations.

If we are unable to obtain the services of a skilled and unskilled workforce or at reasonable rates or manage workforce turnover, it may adversely affect our business and results of operations. In addition, our manufacturing process depends on technology-driven production systems and any inability of the contract laborers to familiarize themselves with such technology could adversely affect our business and results of operations.

27. ***We may be subject to industrial unrest, unionization, slowdowns and increased employee costs, which may adversely affect our business and results of operations.***

As of March 31, 2025, our workforce comprised 1,992 full-time employees, of which 505 employees at our Chakan I Facility, Chakan II Facility and Chennai Facility and our Hosur Facility, Chakan Sealings Facility and Bawal Facility are members of unions. Such labor unions may organize work stoppages and strikes which could materially disrupt our operations. While we have entered into certain settlement agreements with these unions, we may be subject to industrial unrest, slowdowns and increased wage costs, which may adversely affect our business and results of operations. For instance, the Gabriel Employees Union at our Parwanoo Facility has issued demand letters dated July 3, 2020; December 7, 2020; November 28, 2022; and December 18, 2023, to FMBIL with a copy to *inter alia*, the Labour Commissioner, Labour Department, Shimla and the Labour and Conciliation Officer in Solan raising demands in relation to different areas such as house rent allowance, education allowance, medical allowance, hospitalization scheme, loans, incentive increases, Diwali gifts, bonus and ex-gratia bonuses,

increase in leave entitlement, special paid leave for any marriage or family functions, and reinstatement of previously terminated employees.

Our manufacturing operations are significantly dependent on the cooperation and continued support of our workforce. Strikes or work stoppages at our manufacturing facilities could halt our production activities and disrupt our distribution channels which could impact our ability to deliver customer orders promptly or at all, which could adversely affect the results of our operations and reputation. There have been no disruptions to our manufacturing operations in Fiscals 2025, 2024 and 2023 on account of labor-related disputes including strikes, lockouts, or collective bargaining arrangements. However, there can be no assurance that we will not experience work disruptions in the future due to disputes or other problems with our workforce. Any such event at our facilities may adversely affect our ability to operate our business and serve our customers, and impair our relationships with certain key customers and suppliers, which may adversely impact our business and financial condition.

**28. *There are outstanding legal proceedings involving our Company, Subsidiaries and Directors. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.***

Certain legal proceedings involving our Company, Subsidiaries and certain of our Directors are pending at different levels of adjudication before various courts, tribunals and authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments, which may increase expenses and current or contingent liabilities.

A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Directors, Promoters, KMPs and SMPs, as applicable as on the date of this Draft Red Herring Prospectus in accordance with the Materiality Policy adopted by our Board, as disclosed in “**Outstanding Litigation and Material Developments**” beginning on page 462, is provided below:

As of the date of this Draft Red Herring Prospectus, there are no outstanding litigation proceedings involving our Group Companies, the outcome of which could have a material impact on our Company.

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) <sup>(1)</sup>
<b>Company</b>						
By our Company	1	Nil	NA	NA	Nil	0.50
Against our Company	Nil	11	1	NA	Nil	387.95
<b>Subsidiaries<sup>(2)</sup></b>						
By our Subsidiaries	4	Nil	NA	NA	Nil	0.04
Against our Subsidiaries	Nil	58	1	NA	Nil	759.43
<b>Promoters</b>						
By our Promoters	Nil	Nil	NA	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
<b>Directors</b>						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	1	Nil	Nil	NA	Nil	Nil
<b>Key Managerial Personnel/members of Senior Management</b>						
By our Key Managerial Personnel and members of	Nil	NA	NA	NA	NA	Nil

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) <sup>(1)</sup>
Senior Management						
Against our Key Managerial Personnel and members of Senior Management	Nil	NA	Nil	NA	NA	Nil
<b>Group Companies<sup>(3)</sup></b>						
Outstanding litigation which may have a material impact on our Company				Nil		

<sup>(1)</sup> Inclusive of interests and penalties, to the extent quantifiable.

<sup>(2)</sup> This does not include matters disclosed under “**Outstanding Litigation and Material Developments- Litigation involving our Subsidiaries- Compounding applications involving our Subsidiaries**” on page 464.

<sup>(3)</sup> 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 466 for certain matter relating to one of our Group Companies.

One of our Subsidiaries, Federal-Mogul Ignition Products India Limited had received a show cause notice dated March 27, 2025 issued by the Ministry of Corporate Affairs, Cost Audit Branch in relation to non-compliance with the provisions of Section 148 of the Companies Act, 2013. For further details, see “**Outstanding Litigation and Material Developments – Litigation involving our Subsidiaries – Actions by statutory and regulatory authorities involving our Subsidiaries**” on page 464. Further, there is an appeal before the Hon’ble Supreme Court of India against Pegasus Holdings III LLC, in relation to an order passed by the Securities Appellate Tribunal concerning the open offer for the shares of one of our listed Group Companies, Federal-Mogul Goetze (India) Ltd. (“**FMGIL**”). For further details, please see “**Outstanding Litigation and Material Developments – Other pending litigation involving our Group Company, Federal-Mogul Goetze (India) Limited**” on page 466. Further, FMGIL has received a summons dated March 7, 2025 under Section 37 of the Foreign Exchange Management Act, 1999 from Directorate of Enforcement, Gurgaon Zonal Office, Haryana (“**ED**”) seeking inter alia details of the export and import transactions of the company from 2018 till 2025. FMGIL has submitted part details to the ED and is in the process of compiling further details for submission, as required. The matter is on-going and as on date of this Draft Red Herring Prospectus, no show cause notice has been received by FMGIL in this regard.

We cannot guarantee that any of the outstanding litigation matters involving us and certain of our Directors will be settled favorably or that no additional liabilities will arise out of these proceedings or will not have a material effect on our business, financial condition, results of operations, cash flows and prospects.

Further, there may be certain outstanding matters for which the aforementioned parties may not have been served with summons or relevant case documents, which may result in adverse findings against us. There can be no assurance that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third parties against us. An adverse outcome in any of these proceedings, either individually or in aggregate, may affect our reputation, business operations, cash flows, financial condition, results of operations and prospects.

29. ***Our success largely depends upon the knowledge and experience of our Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Our inability to attract and retain them along with other personnel with technical expertise could adversely affect our business, financial condition and results of operations.***

We are highly dependent on our Directors, Key Management Personnel, Senior Management and other key employees, for strategic direction and to manage our operations and meet future business challenges. The loss of, or inability to attract or retain, such persons or entities could adversely affect our business, financial condition, results of operations, cash flows and prospects. Our Directors, Key Management Personnel, Senior Management have recently been engaged with our Company.

If any of our key employees, including our KMP and Senior Management, choose to discontinue their roles or become unable to continue their roles, finding suitable replacements in a timely manner or at all could prove challenging and we may not be able to replace them with persons of comparable skill and expertise promptly, which could have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. If any of our Senior Management other qualified personnel joins a competitor or forms a competing company, we may lose customers, know-how and key professionals and staff members.

In addition, our success in expanding our business will also partly depend on our ability to attract, retain and motivate mid-to-senior management personnel and engineers. Our industry is characterized by high demand and intense competition for talent, and therefore we cannot assure you that we will be able to attract or retain engineers, qualified staff, or other highly skilled employees. Moreover, skilled labour is a critical supply-side aspect of the manufacturing sector. Training and retaining skilled workers are essential for the success of our business. Inadequate availability of skilled labour can impact our business, from production to maintenance and innovation, and ultimately affecting our growth and global competitiveness. The table below sets forth the breakdown of our staff by professional qualifications as of March 31, 2025:

Particulars	As of March 31, 2025
Engineering degrees <sup>(1)</sup>	448
Other professional qualifications <sup>(2)</sup>	198
Technical diploma <sup>(3)</sup>	1,025
Others	321
<b>Total employees</b>	<b>1,992</b>

Notes:

(1) Includes qualifications equivalent to a bachelor's or master's degree in technology, or a bachelor's degree in engineering.

(2) Includes qualifications such as non-technical graduate and post-graduate qualifications, including chartered accountants, bachelor of laws, among others.

(3) Includes diplomas and industrial training institutes.

The table below provides the number of our employees, Key Management Personnel and Senior Management, along with their attrition rate, for the Fiscals indicated:

Particulars	Fiscal 2025	As of and for Fiscal 2024	Fiscal 2023
Number of employees	1,992	1,963	1,991
Number of Key Management Personnel and Senior Management	5	5	5
Attrition rate of employees (%) <sup>(1)</sup>	10.97%	11.73%	13.01%
Attrition rate of Key Management Personnel and Senior Personnel (%) <sup>(2)</sup>	Nil	Nil	Nil

Note:

(1) Employees that left during the Fiscal divided by the average number of employees during the Fiscal. The average number of employees is computed as the average of the number of employees at the beginning and end of the year.

(2) Calculated as the number of Key Managerial Personnel and Senior Management that left during a year divided by the average number of Key Managerial Personnel and Senior Management for the year. The average number of Key Managerial Personnel and Senior Management for a period/year is calculated as the average of the number of Key Managerial Personnel and Senior Management at the beginning of the year and the number of Key Managerial Personnel and Senior Management at the end of the period/year.

The table below provides employee benefits expense for the Fiscals stated:

Particulars	For Fiscal 2025	For Fiscal 2024	For Fiscal 2023
Employee benefits expense	2,979.24	2,526.45	2,485.76
Employee benefits expense as a percentage of revenue from operations (%)	6.09%	4.62%	5.15%

We may take a significant period of time to hire and train replacement personnel when skilled personnel terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in Fiscals 2025, 2024 and 2023 to remain competitive in attracting skilled employees that our business requires. If we are unable to hire and train replacement personnel in a timely manner or increase our levels of employee compensation to remain competitive, our business, financial condition, results of operations, cash flows and prospects may be adversely affected.

**30. *Our inability to maintain appropriate levels of inventory to meet the demands of our customers may have an adverse effect on our results of operations and financial condition.***

We need to maintain sufficient inventory levels to meet customer expectations at all times. Accumulating excess inventory could increase our inventory costs, and a failure to have adequate inventory in stock to fulfil customer orders could result in our inability to meet customer demand or cause a loss of customers.

Typically, we receive forecasts three to six months in advance from our customers. As actual orders by our customers are only placed by way of on-going purchase orders, we are exposed to significant or unexpected changes in product specifications and delivery schedules, which may result in a mismatch between our inventories of raw materials and bought-out components and manufactured products, thereby increasing our costs for maintaining inventory. Our inability to forecast the level of customer demand for our products as well as our inability to accurately schedule our raw material purchases and production and manage our inventory may adversely affect our business and cash flows from operations.

The table below sets forth certain details of our inventory as of the dates or for the Fiscals stated:

Particulars	As of / for the Fiscal ended March 31,		
	2025	2024	2023
Inventories (₹ millions)	2,777.27	3,293.44	3,948.81
Inventories (as % of total assets)	9.81%	15.42%	16.25%
Inventory Days*	34	34	38

\* Calculated as average inventory divided by (cost of goods sold, multiplied by 365), 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.

While we have not experienced a significant mismatch in our inventory levels as compared to our requirements in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances in the future will not have a material adverse effect on our liquidity, profitability and financial condition. Furthermore, we may be required to maintain high inventory levels if we anticipate an increase in customer demand for our products, which would require a significant amount of working capital. Continued increases in our working capital requirements may have an adverse effect on our results of operations and financial condition. For further details, see “– We have substantial capital expenditure and working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations and financial condition.”

**31. *We may not be able to achieve the anticipated synergies from our recent corporate reorganization.***

We completed our corporate reorganization on March 26, 2025, pursuant to which TAIPL, FMIPL, FMBIL and FMSIL became our Subsidiaries pursuant to share swap agreements entered into by our Company and the shareholders of the abovementioned companies. For further details of the reorganization, see “*History and Certain Corporate Matters*” and “*Capital Structure*” beginning on pages 283 and 121.

One purpose of the reorganization was to facilitate cross-selling by leveraging customer relationships within one division to capture opportunities in other divisions or business lines. Realization of the anticipated benefits of our reorganization, including anticipated operating synergies among our Subsidiaries and business lines as a whole will depend, in large part, on our ability to successfully eliminate redundant corporate functions and consolidate company and shared service responsibilities. We will be required to devote significant management attention and resources to the consolidation of business practices and support functions. The process of consolidating corporate level operations could cause an interruption of, or loss of momentum in, our business and financial performance.



The diversion of management's attention and any delays or difficulties encountered in connection with our reorganization, and failure to fully realize corporate synergies and operational improvements could have an adverse effect on our business, financial results, financial condition and prospectus. The consolidation and integration process may also result in additional and unforeseen expenses. Additionally, we may also incur additional costs to operate a listed company, including due to increased headcount and compliance costs. There can be no assurance that the contemplated synergies and other benefits anticipated from the reorganization will be realized.

**32. *We have substantial capital expenditure and working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations and financial condition.***

Our business is capital intensive as we require significant capital to operate and expand our manufacturing facilities. Our historical capital expenditure has been and is expected to be primarily used towards the additions to plants, infrastructure, manufacturing equipment and tooling. Set forth below are details of capital expenditure incurred by us in the last three Fiscals and the source of funding the same:

Particulars	As of / for the Fiscal ended March 31,		
	2025	2024	2023
Capital expenditure *(₹ millions)	647.81	974.93	633.93
Capital expenditure (as % of total assets)	2.29%	4.56%	2.61%
Source of funding the above Capital expenditure	Internal Accruals	Internal Accruals	Internal Accruals

\* Capital expenditure relates to purchase of property, plant and equipment, including capital work in progress and capital advances.

The actual amount and timing of our future capital requirements may differ from estimates due to, *inter alia*, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, delays in obtaining regulatory approvals, economic conditions, engineering design changes, weather related delays, technological changes and additional market developments and new opportunities in the automotive components industry. Additionally, as our customers may relocate their manufacturing activities/capacities from time to time, we may be required to shift our capacities to a different facility or transport products from our existing facility to the customers' new location. For example, in Fiscal 2025, one of our OEM customers relocated its manufacturing facilities from Chakan, Pune to Sanand, Gujarat. As a result, we had to shift our production from our Chakan ART Facility to our Sanand Facility to service this customer. While this did not materially affect our results of operations, there is no assurance that future relocations of customer production facilities will not have a material impact on our operations. Although we optimize our capital expenditure in plant and machinery by redeploying idle or underutilized assets to or from entities in the Tenneco Group in other regions, such redeployable assets from other regions may not be available in the future and may therefore lead to higher capital spend. See also “*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.*” and “*Our Bhiwadi Facility and Puducherry Facility currently operate at high-capacity utilization levels and we may not be able to meet additional demand for our products until we are able to increase our capacity. Further, if we underestimate or overestimate the demand for our products, the capacity utilization of our manufacturing plants may be under-utilized or over-utilized, respectively, which could adversely affect our manufacturing schedules and related costs*” on pages 50 and 61, respectively.

Furthermore, we require a significant amount of working capital for our operations to maintain optimum inventory levels of raw materials, work-in-progress and finished goods as well as to offer credit to our customers and fulfil our payment obligations towards our suppliers. The table below sets forth our working capital for the stated Fiscals:

Particulars	As of / for the Fiscal ended March 31,		
	2025	2024	2023
Net Working Capital <sup>(1)</sup> (₹ millions)	1,778.29	806.30	2,915.34

Net Working Capital Days capital <sup>(2)</sup> (number of days)	13	5	22
Trade Working Capital <sup>(3)</sup> (₹ millions)	721.93	(321.92)	119.79
Inventory Days <sup>(4)</sup> (numbers of days)	34	34	38
Payable days <sup>(4)</sup> (numbers of days)	105	89	90
Receivables days <sup>(4)</sup> (numbers of days)	47	37	42

Notes:

- (1) Net Working Capital is calculated as Current Assets (excluding assets classified as held for sale) less Current Liabilities (excluding liabilities relating to assets held for sale) as per Restated Consolidated Financial Information.
- (2) Net Working Capital Days is calculated as 365 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.
- (3) Trade Working Capital is calculated as the sum of account receivables and inventory less trade payables (trade payables include vendor bill financing).
- (4) Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365), rounded to the nearest whole number. Payable Days is calculated as average trade payables divided by (total purchases divided by 365), rounded to the nearest whole number. Purchases includes purchase of stock-in-trade, raw materials and packing materials. Receivable Days is calculated as average trade receivables divided by (cost of goods sold divided by 365), 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.

Our working capital requirements may increase if payment terms in our agreements lead to reduced advance payments from our customers or longer payment schedules, and we may need to raise additional capital from time to time to meet these requirements. To manage our trade working capital, we utilize facilities such as customer invoice factoring and supplier invoice financing from banks and financial institutions for some of our customers and suppliers. Financing limits are sanctioned based on our past financial performance and the policies of the banks, which may change in the future. Consequently, we may need to raise additional capital from time to time to meet these requirements. Moreover, if we are unable to avail ourselves to these arrangements, our trade working capital may increase and our cash flows may be constrained.

Our sources of additional financing required to meet our capital expenditure plans or working capital requirements may include the incurrence of debt or the issuance of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, which could significantly affect our profitability and cash flows, and we may be subject to additional covenants which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, would result in a dilution of your shareholding. For details in relation to the terms of our existing financing arrangements and restrictive covenants, see “**Financial Indebtedness**” beginning on page 460.

**33. We are exposed to counterparty credit risk. Our inability to collect receivables on time or at all and defaults in payment from our customers could reduce our profits and affect our cash flows.**

We are exposed to counterparty credit risk in relation to our customers and any significant delay in them making payments to us or failure to make such payments may have a material adverse effect on our results of operations, financial condition and cash flows. There is no assurance that we will accurately assess the creditworthiness of our customers, and actual losses on amounts due to us from customers could differ from those that we currently anticipate. We have not experienced significant write-offs as a result of our customers’ inability to pay in Fiscals 2025, 2024 and 2023.

The table below sets forth details our trade receivables as of the dates and for the Fiscals stated:

Particulars	As of / for the Fiscal ended March 31,		
	2025	2024	2023
Trade receivables (₹ millions)	6,872.31	5,597.62	5,631.82
Trade receivables (as % of revenue from operations)	14.05%	10.24%	11.67%
Receivables Days <sup>(1)</sup>	47	37	42

Note:

(1) *Receivable Days is calculated as average trade receivables divided by (revenue from operations divided by 365 days), rounded to the nearest whole number.*

The following table sets forth the ageing of trade receivables, net of loss allowance, as of the date and for the Fiscals indicated:

Particulars	As of / for the Fiscal ended March 31,		
	2025	2024	2023
Not Due	3,320.78	2,310.26	2,199.72
Outstanding for less than 6 months from due date	3,544.63	3,225.44	3,431.30
Outstanding for 6 months to 1 year from due date	40.00	79.89	19.25
Outstanding for 1 - 2 years from due date	13.39	29.98	29.71
Outstanding for 2 - 3 years from due date	2.81	4.64	6.05
Outstanding for more than 3 years from due date	3.29	7.20	1.41
Expected credit loss allowance	(52.59)	(59.79)	(55.62)
<b>Total trade receivables (net of expected credit loss allowance)</b>	<b>6,872.31</b>	<b>5,597.62</b>	<b>5,631.82</b>

Our expected credit loss allowance as a percentage of our trade receivables for Fiscals 2025, 2024 and 2023 was 0.76%, 1.06% and 0.98%, respectively.

Macroeconomic conditions, such as a credit crisis in the global financial system, global economic uncertainty, or a pandemic, could lead to deterioration in our customers' financial condition and results of operations, which could limit their access to the credit markets, thereby increasing their risk of insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which may increase our receivables. Should one or more of our customers become insolvent or otherwise be unable or unwilling to pay for their orders, our working capital estimations, results of operations, cash flows and financial condition could be adversely affected.

For details on the ageing of trade receivables, see “*Restated Consolidated Financial Information – Note 6- Financial Assets - Trade Receivables*” on page 368.

**34. *We require power, fuel and water for our operations and any disruption to the supply of power, fuel or water could disrupt our manufacturing operations and increase our production costs, which could adversely affect our results of operations.***

We require power, fuel and water for the operation of our manufacturing facilities. If energy costs rise, or if electricity, fuel or water supplies are disrupted, our manufacturing operations could be disrupted, and our profitability could decline. For Fiscals 2025, 2024 and 2023, our power and fuel costs were as follows:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Power and fuel	484.22	0.99%	457.45	0.84%	428.97	0.89%

We source most of our electricity from state electricity boards and have entered into certain power purchase agreements with third-party suppliers. We have third-party power purchase agreements for our Clean Air Solutions plant in Chennai, and our Advanced Ride Technologies plant in Hosur for solar and wind power. In the event of a supply disruption from state electricity boards and third-party suppliers, we will need to rely on captive generators, which may not consistently meet our requirements and may increase our costs. Furthermore, if our generators are unable to support our operations, we may need to shut down our facilities until an adequate supply of electricity is restored. We source most of our water from state utilities and IDC water sources, and there can be no assurance that we will be able to continue

to obtain sufficient water supply. In the event of a supply disruption, we may need to shut down our facilities until an adequate supply of water is restored. We are also subject to potentially significant inflationary pressures if electricity or water costs rise, and if we are unable to pass on these increased costs to our customers, our profitability could decline.

While we have not experienced any interruptions to our power, fuel or water supplies in Fiscals 2025, 2024 and 2023, there is no guarantee that future interruptions would not occur due to unforeseen events.

**35. *We require certain licenses, permits and approvals in the ordinary course of business, and failure to obtain or retain them in a timely manner may have a material adverse effect on our business and results of operations.***

We are required to obtain and maintain a number of statutory and regulatory licenses, permits and approvals under central, state and local government rules in India, generally for carrying out our business and for each of our manufacturing facilities. For further details on regulatory licenses, permits and approvals in India, see “**Government and Other Approvals**” beginning on page 468. We may need to apply for permits and approvals, including the renewal of permits or approvals which may expire from time to time in the ordinary course of business. Our approvals may expire in the ordinary course, and we may be required to make applications for such renewals. Most of these approvals, including the factories’ license, consent to establish and operate under environmental laws, no objection certification issued by the municipal fire department, authorization for waste disposal, and license to store gases in our factory premises, are granted for a limited duration and require regular renewal and we cannot guarantee we will be able to obtain or renew such approvals in a timely manner, or at all. We also cannot assure you that such permits or approvals will be issued or granted in a timely manner, or at all, and any delay in the issuance of such licenses, permits or approvals may result in action by the relevant regulatory authority, or payment of fines or penalties. For instance, as on the date of this Draft Red Herring Prospectus, our application for authorization for disposal of hazardous waste for our Hosur Facility remains pending. Further, our applications for the registration under Contract Labour (Regulation and Abolition) Act, 1970 for our Chakan I, Chakan ART and Puducherry Facilities and for the trade license for our Puducherry Facility remains pending. For details, see “**Government and Other Approvals – Material Approvals pending in respect of our Company and Material Subsidiaries**” on page 470. Given the dynamic nature of regulatory frameworks in the regions in which we operate, we may also need to obtain additional licenses and approvals as new regulations are enacted. While we have not faced any material instances where our application for statutory permits, approvals or licenses were rejected by the relevant regulatory authority in Fiscals 2025, 2024 and 2023, our ability to maintain business operations could be compromised if we fail to obtain or renew the requisite licenses and approvals in future.

Further, the licenses, permits and approvals required by us are subject to several conditions or ongoing compliance, and we cannot assure you that we will be able to continuously meet such conditions, which may lead to cancellation, revocation or suspension of the relevant licenses, permits and approvals. For instance, in February 2025, TAIPL received a show cause notice from the Pondicherry Pollution Control Committee under the Environment (Protection) Act, 1986 in relation to our Puducherry Facility for submission of a compliance report under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 to which TAIPL has responded, receipt of which was acknowledged by the relevant authority. Any revocation or suspension of approvals and licenses, if not restored in time or at all would materially and adversely affect our reputation, business, financial condition, results of operations and cash flows. While we have not experienced any instances of such approvals being rejected, suspended or revoked in Fiscals 2025, 2024 and 2023 that materially affected our business and results of operations, if there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased compliance costs, be subject to penalties, have our licenses, approvals and permits revoked or suffer a disruption in our operations, any of which may have a material adverse effect on our business and results of operations.

**36. *We are exposed to foreign currency exchange rate fluctuations which may have an adverse effect on our results of operations.***

While our reporting currency and principal revenue are in Indian Rupees, we are exposed to exchange rate fluctuations, particularly in the U.S. Dollar and Chinese Yuan, due to our import of raw materials, particularly substrates and steel, imports of manufacturing machinery, and export sales. To the extent that we are unable to match costs incurred in foreign currencies with revenue received, or that there are

sharp exchange rate fluctuations between such currencies, we could have significant unhedged exposure on the translation of receivables and trade payables.

The table below sets forth the details of our foreign exchange impact for the Fiscals indicated:

(₹ millions)				
Particulars	Foreign Currency (Equivalent in ₹ Millions)	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
<b>Financial liabilities</b>				
Trade payables	U.S. Dollar	9.17	18.57	7.36
		787.16	1,543.99	609.07
	Euros	4.25	20.26	19.31
		393.07	1,842.42	1,725.55
	British Pound	0.02	0.05	0.03
		2.07	4.85	3.42
	Chinese Yuan	8.75	9.37	3.95
		106.48	109.94	48.54
	ZAR	-	11.86	-
		-	2.69	-
	South Korean Won	1,259.80	907.79	132.61
		78.34	56.10	8.34
<b>Financial assets</b>				
Trade receivables	U.S. Dollars	11.41	6.21	6.62
		974.57	514.04	544.56
	Euros	1.14	0.66	0.64
		104.78	59.27	56.88
	British Pound	-	-	-
		-	-	0.02
	U.S. Dollars	1.73	0.85	3.20
		148.04	71.15	248.51
EEFC Bank account	Euros	0.04	0.18	0.20
		3.31	15.69	17.36
	U.S. Dollars	-	0.02	0.15
		-	1.42	12.01
Capital creditors	Euros	0.06	0.08	0.11
		5.13	7.75	9.45

While we benefit from a natural hedge against foreign currency risk by virtue of our export sales offsetting our imports to an extent, our results of operations have in Fiscals 2025, 2024 and 2023 been affected by exchange rate fluctuations and there can be no assurance that our natural hedge will be effective in reducing or eliminating the adverse impact of such fluctuations in the future. Exchange rate fluctuations can also affect the Indian Rupee value of our monetary assets and liabilities denominated in foreign currencies irrespective of operating results, which could have an adverse impact on the value of our Equity Shares. Due to the low volume of foreign currency transactions, our exposure to foreign currency risk is limited and therefore, we do not use any derivative instruments to manage our foreign currency exposure. Additionally, we do not use forward contracts and swaps for speculative purposes.

For further information, see “*Restated Consolidated Financial Information–Note 30– Financial risk management–Foreign currency risk exposure*” on page 398. Accordingly, any significant fluctuation in the exchange rates of the Indian Rupee against foreign currencies could result in an adverse effect on our business, results of operations, financial condition and future prospects.

37. *We have certain contingent liabilities that have not been provided for in our financial statements, and our financial condition could be adversely affected if any of these contingent liabilities materialize. We also have certain contractual commitments, which may entail cash outflow.*

The following table sets forth our contingent liabilities (that had not been provided for) disclosed in our Restated Consolidated Financial Information in accordance with Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets, as of March 31, 2025:

Particulars	Amount (in ₹ millions)
Stamp Duty on demerger (including penalty)	196.57

Particulars	Amount (in ₹ millions)
Income Tax matters	736.60
Customs	134.10
Central excise	5.54
Goods & Service tax	68.28
Others	23.59
<b>Total</b>	<b>1,164.68</b>

The above amounts do not include interest and penalty amounts which may be payable till the date of settlements, if any. We believe that none of these matters, either individually or in aggregate, are expected to have any material adverse effect on its financial statements.

We also have the following contractual commitments as of March 31, 2025:

Particulars	Amount (in ₹ millions)
Property, plant and equipment (net of advances paid)	100.34

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future and that our existing contingent liabilities will not have material adverse effects on our business, financial condition and results of operations. If any of these contingent liabilities materialize, our financial condition and results of operation may be adversely affected. For further details of our contingent liabilities and capital commitments, see also “**Restated Consolidated Financial Information–Note 32-Commitments and Contingent liabilities-Contingent liabilities**” on page 400.

38. *We face competition from both domestic as well as multinational corporations and there is no assurance that we will be able to successfully compete in the markets we currently operate in or those that we plan to expand into. Our inability to compete effectively could result in the loss of customers and our market share, which could have an adverse effect on our business, financial condition, results of operations and prospects.*

We compete globally with a number of other automotive, non-automotive and industrial component manufacturers and distributors that produce and sell products similar to ours. We face competition from competitors both domestically and internationally, in relation to specific business lines and sectors. The key factors of competition may include quality, cost, delivery, technical capability, level of vertical or horizontal integration, and quality of management. Consequently, we compete with different companies under each of our business categories. For further details, see, “**Our Business – Competition**” and “**Industry Overview**” on pages 273 and 165, respectively. For details in relation to our key performance indicators in comparison with our key competitors see, “**Basis of for Offer Price – Key Performance Indicators**” on page 144.

Some of our competitors are larger than us, and some have greater financial and other resources and other economic advantages as compared to our business, such as higher revenue, lower labor costs, and, in some cases, export or raw materials subsidies. We may not be able to effectively compete with other automakers with regards to AI or other emerging trends in the industry. Increased competition could adversely affect our business. Should any of our competitors foresee market developments more accurately than we do, develop products that are superior to ours, produce similar products at lower costs, or adapt more quickly than us to new technologies or evolving customer requirements, our products may not be able to compete successfully with our competitors’ products, and we may fail to meet the growing customer demands. If we misjudge the amount of capital to invest or are otherwise unable to continue providing products that meet our customers’ needs in this environment of rapid technological change, our market competitiveness could be adversely affected.

39. *A deterioration in the reputation and market perception of our licensed brands, particularly the Tenneco, Champion and Monroe brands, or our quality control systems or any of our sales and marketing efforts which are ineffective, could adversely affect our sales, profitability and the implementation of our growth strategy.*

Our brand and reputation are among our most important assets, and the performance and quality of our products are critical to our business success. In particular, we operate under the Tenneco name and sell our products under the Champion and Monroe brands. As of the date of this Draft Red Herring Prospectus, we also have nine designs registered under Class 12 - 16 of the Designs Act 2000 and one patent registered under the Patents Act, 1970 in India. The success of our products depend on the

effectiveness of the product design, quality of the raw materials and purchased components and quality control systems, which in turn, depend on the skills and experience of our personnel, the quality of our training program, and our ability to ensure that such personnel adhere to our policies and guidelines. Moreover, we benefit from the strength of the Tenneco, Champion and Monroe brands globally. We conduct and/or participate in brand and sales and marketing activities, such as tech shows and exhibitions at major automotive or non-automotive expositions, both on our own as well as jointly with other entities in the Tenneco Group. Any negative publicity or actual or perceived defects in products from any member of the Tenneco Group may be attributed to Tenneco as a whole. If we or other entities in the Tenneco Group are unable to maintain our reputation or further enhance our brand recognition, our ability to attract and retain customers, could be harmed and, as a result, our business, financial position and results of operations could be materially and adversely affected. While there have been no instances of deterioration in our brand and reputation in Fiscals 2025, 2024 and 2023, any adverse change in the quality of products we supply including due to reasons beyond our control, or allegations of defects, even when false, at any of our manufacturing facilities could tarnish the image of our brands, result in negative reviews and feedback from our customers and adversely affect our ability to attract and retain customers. See, “**Our Business**” beginning on page 228 for further details.

Furthermore, in the aftermarket, brand building depends on the effectiveness of sales and promotional activities and choice of channel partners. These activities are managed by Motocare and we have limited or no control over such activities. There can be no assurance that Motocare’s efforts in these areas would always be effective. Any adverse development or decline in our brand value and reputation may adversely affect our business, results of operations and financial condition.

**40. *Our inability to protect or use our intellectual property rights and our failure to keep our technical knowledge confidential may adversely affect our business.***

We regard our design registrations, patent and other similar intellectual property rights as critical to our success and have obtained or applied for design registrations for component parts and technologies. We have invested significant resources to develop our own intellectual property. See “**Our Business – Intellectual Property**” on page 271. While we seek to protect our intellectual property rights, policing unauthorized use of intellectual property rights is difficult and sometimes practically infeasible, there is no assurance that the steps we have currently taken will prevent misappropriation or infringement of our intellectual property rights. Any misappropriation or infringement could materially and adversely affect our results of operations and financial condition.

As of the date of this Draft Red Herring Prospectus, we have nine designs registered under Class 12 - 16 of the Designs Act 2000 and one patent registered under the Patents Act, 1970 in India. There can be no assurance that we will be able to renew the registration in a timely manner or at all. As a result, we may not be able to prevent infringement of our trademarks and a passing-off action may not provide sufficient protection until such time that this registration is granted. We may also be harmed by the actions of or negative press relating to entities which have similar names to us. Any unauthorized or inappropriate use of our brand, trademarks and other related intellectual property rights by others in their corporate names, product brands or otherwise could harm our brand image, competitive advantages and business, and dilute or harm our reputation and brand recognition.

Furthermore, our technical knowledge is a significant independent asset that is guarded as a trade secret and may not be adequately protected by intellectual property rights. As a result, we cannot be certain that our technical knowledge will remain confidential over time. A significant number of our employees have access to confidential design and product information. Although we may seek to enforce non-disclosure agreements entered into with R&D and certain other key employees, we cannot guarantee that we will be able to successfully enforce such agreements. Moreover, our employees may leave us and join our competitors or form a competing business. We also enter into non-disclosure and non-solicitation agreements with a number of our customers and suppliers, but we cannot assure you that such agreements will be enforceable or successful in protecting our technical knowledge. Moreover, many of our designs and products are not patented, and thus we may have limited or no recourse against copies of our products and designs that enter the market due to any information leaks. While we have not experienced unauthorized use or disclosure of confidential information in Fiscals 2025, 2024 and 20203, any leaks of confidential technical information could have an adverse effect on our business, results of operations, financial condition, cash flows and prospects.

Despite our efforts to protect our proprietary rights, third parties may attempt to copy or otherwise obtain and use our intellectual property or seek court declarations that they do not infringe upon our intellectual property rights. Monitoring unauthorized use of our intellectual property is difficult and costly, and we cannot assure you that the steps we have taken or will take will prevent misappropriation of our intellectual property. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources. See also “*—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.*” on page 50.

**41. *If we inadvertently infringe upon the intellectual property rights of others, our business and results of operations may be adversely affected.***

While we seek to ensure compliance with the intellectual property rights of others, we cannot determine with certainty whether we are infringing on any existing third-party intellectual property rights. Non-compliance with the intellectual property rights of others may force us to alter our technologies, obtain licenses, or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If claims or actions are asserted against us, we may be required to obtain a license, modify our existing technology or cease the use of such technology and design a new non-infringing technology. Such licenses or design modifications can be extremely costly. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which could be costly. For instance, in Fiscal 2023, we resolved an allegation that we had infringed copyright through a mutually agreed out-of-court settlement. We may also be liable for any past infringement. While we do not have any pending intellectual property litigation, any of the foregoing could adversely affect our business, results of operations and financial condition.

In addition, in certain cases, our customers share their technology related inputs for which they retain intellectual property rights during the product development process that we carry out for them. We are bound by confidentiality obligations under our non-disclosure agreements to protect their intellectual property, including in relation to technical data such as product designs and drawings shared with us. Although there has been no breach or misuse of intellectual property or proprietary data in Fiscals 2025, 2024 and 2023, an inadvertent breach or any misuse of intellectual property or proprietary data by any of our employees or sub-contractors may expose us to expensive infringement claims and may diminish our goodwill and reputation among our customers, suppliers, lenders, investors and the public, making it difficult for us to operate our business and compete effectively.

**42. *We regularly work with hazardous materials, and heavy machinery at our manufacturing facilities and activities in our operations can be dangerous, which could cause injuries to people or damage property.***

Our operations are subject to operating risks associated with auto-component manufacturing, including risks related to handling and storage of raw materials used in our manufacturing processes and the use of heavy equipment and machinery. Our manufacturing processes involve the use of heavy equipment and machinery, which carries the risk of industrial accidents, such as bodily harm. This may result in disruptions to our business, damage to our manufacturing facilities, or the injury and death of our employees. Additionally, our manufacturing processes involve the handling of heated components and hazardous materials such as diesel, compressed natural gas/piped natural gas, hydraulic oils, ethanol, acetylene, and nitrogen, which, if improperly managed, can lead to accidents resulting in serious injuries or fatalities among employees or others, and can cause damage to our properties and those of others. Despite compliance with requisite safety requirements and standards, our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, inclement weather and natural disasters, discharges or releases of hazardous substances, chemical or gases, and other environmental risks. The occurrence of any of these hazards could result in a suspension of operations and the imposition of civil or criminal liabilities.

During Fiscals 2025, 2024 and 2023, while there were no fatalities, we had two, one, and three incidents of injuries, respectively, at our manufacturing facilities. While we did not have to shut down our facilities as a result of these incidents, the loss or shutting down of our facilities could disrupt our business



operations and adversely affect our results of operations, financial condition and reputation. We may also face claims and litigation filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, reputation, results of operations and financial condition could be adversely affected.

**43. *Any future indebtedness and the conditions and restrictions imposed by our financing arrangements may limit our ability to grow our business and adversely impact our business, results of operations, financial condition, and cash flows.***

As of March 31, 2025, we had no outstanding borrowings. If we raise funds by incurring debt obligations, we may be subject to various covenants under the relevant debt instruments. Our ability to meet our obligations under debt financing arrangements and repay any outstanding borrowings will depend primarily on the cash generated by our business. The table below sets out details of our borrowings, non-current lease liabilities and current lease liabilities, finance cost and finance cost as a percentage of revenue from operations as of and for Fiscals indicated:

Particulars	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Borrowings (₹ millions)	-	-	139.72
Non-current lease liabilities and current lease liabilities (₹ millions)	196.92	150.96	172.78
Finance cost <sup>(1)</sup>	202.66	251.63	215.58
Finance cost as a percentage of revenue from operations (%)	0.41%	0.46%	0.45%

Note: (1) Relates primarily to factoring costs and lease liabilities.

For further details on the nature of our borrowings as of March 31, 2025, see “**Financial Indebtedness**” beginning on page 460.

Some of the financing arrangements entered into by us, which have not been drawn down as of March 31, 2025, include conditions that require our Company to obtain respective lenders’ consent or provide intimation prior to carrying out certain activities (including certain corporate actions) and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. Some of the corporate actions that require prior consents or intimations to be made to certain lenders include, amongst others, (i) changes to the shareholding pattern of the Company, (ii) changes to the management control of the Company, or (iii) changing or altering the capital structure, auditors, management set up or implementing a new scheme of expansion or creation of a subsidiary etc. Furthermore, any alteration to our Memorandum of Association and Articles of Association in a manner that adversely affects the rights or interests of the lender under these financing agreements, also require the consent of the concerned lender. Future covenants may vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document and may restrict or delay certain actions or initiatives that we may propose to take from time to time. Any inability to comply with the covenants under our financing arrangements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such facilities and the enforcement of any security provided. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Defaults under any of our debt obligations may also trigger cross-defaults under certain of our financing arrangements. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness and/or any credit rating we may hold, which could harm our ability to incur additional indebtedness on acceptable terms. Our failure to meet our obligations under our financing agreements could have an adverse effect on our business, results of operations, financial condition, and cash flows.

**44. *Our Promoters will continue to retain a majority shareholding in our Company after the Offer and will continue to exercise significant influence and control over us.***

Our Promoters collectively hold 403,604,309 Equity Shares representing 100% of our issued, subscribed and paid-up Equity Share capital on a fully diluted basis. Upon completion of the Offer, our Promoters, together, will continue to hold a majority of our post-Offer Equity Share capital. For details of the Equity Shares held by our Promoters, see ***“Capital Structure – Notes to the Capital Structure – History of build-up of Promoters’ shareholding in our Company”*** on page 128. By virtue of their shareholding, our Promoters (to the extent that they hold Equity Shares of our Company) will have the ability to exercise significant control and influence over our Company and our affairs and business, including the composition of our Board of Directors, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. The interests of our Promoters may be different from or conflict with the interests of our other shareholders in material aspects. While the actions carried out by our Company after listing will be subject to Board and Shareholder approval, as required under the Companies Act, and the SEBI Listing Regulations, we cannot assure you that our Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further information in relation to the interests of our Promoters in the Company, see ***“Our Promoters and Promoter Group”*** beginning on page 312.

**45. *Our Promoters and certain of our Group Companies are in a similar line of business as us which may involve conflict of interests, which could adversely impact our business.***

While exercising their rights as our Shareholders, our Promoters may consider the interest of all their subsidiaries and affiliates, which may not align with our interests. Our Promoters may be involved in other ventures which are engaged in similar line of activities or business as that of our Company. Our Promoters may also be interested to the extent of any transactions or business arrangements entered into by our Company or such Promoters or other entities in which our Promoters hold equity shares or have any interest with respect to such ventures. As on the date of this Draft Red Herring Prospectus, our Promoters are not engaged with any other businesses that competes with our Company's business in India. Further, certain of our Group Companies operate in the automotive industry like our Company. However, (i) such Group Companies manufacture products which are different from the products manufactured by our Company, and/or (ii) they operate in jurisdictions outside India and do not have any customers in India other than through our Company. There are no restrictions on our Promoters undertaking competing activities in the future and there is no assurance that conflicts of interest will not arise between us and our Promoters and certain of our Group Companies which could negatively impact our business and prospects. For further details on risks related to related party transactions, see ***“We are dependent on Motocare India Private Limited (“Motocare”), an indirect subsidiary of Tenneco LLC and one of our Group Companies for sales to the aftermarket. We also enter into other related-party transactions with entities in the Tenneco Group in the ordinary course and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties, which may adversely affect our business and results of operations.”*** on page 51.

For further details of the arrangement with Group Companies, see ***“Group Companies - Related business transactions within our Group Companies and significance on the financial performance of our Company”*** on page 475.

**46. *We have issued specified securities during the preceding 12 months from the date of this Draft Red Herring Prospectus at a price which may be below the Offer Price.***

We have issued Equity Shares at a price that could be lower than the Offer Price in the last 12 months prior to filing this Draft Red Herring Prospectus, as set out below:

Date of allotment	Reason for / nature of allotment	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
March 26, 2025	Private placement <sup>(1)</sup>	Federal-Mogul Pty Ltd	14,478,794	10	288.85	Other than cash <sup>(1)</sup>

Date of allotment	Reason for / nature of allotment	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
March 26, 2025	Private placement <sup>(2)</sup>	Federal-Mogul Investments B.V.	3,992,380	10	288.85	Other than cash <sup>(2)</sup>
March 26, 2025	Private placement <sup>(3)</sup>	6,615,274 Equity Shares allotted to Federal-Mogul Investments B.V. and 6,974,946 Equity Shares allotted to Tenneco LLC	13,590,220	10	288.85	Other than cash <sup>(3)</sup>
March 26, 2025	Private placement <sup>(4)</sup>	146,123,690 Equity Shares allotted to Tenneco Mauritius Holdings Limited and 11,330,396 Equity Shares allotted to Tenneco (Mauritius) Limited	157,454,086	10	288.85	Other than cash <sup>(4)</sup>

<sup>(1)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Ignition Products India Limited and Federal-Mogul Pty Ltd pursuant to which 14,478,794 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Pty Ltd as consideration for acquiring 42,789,029 equity shares of face value ₹10 each of Federal-Mogul Ignition Products India Limited. For details see “**History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(2)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Sealings India Limited and Federal-Mogul Investments B.V. pursuant to which 3,992,380 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Investments B.V. as consideration for acquiring 7,491,712 equity shares of face value ₹10 each of Federal-Mogul Sealings India Limited. For details see “**History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(3)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Bearings India Limited, Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.), pursuant to which 13,590,220 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.) as consideration for acquiring 8,721,086 equity shares of face value of ₹10 each of Federal-Mogul Bearings India Limited. For details see “**History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(4)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Tenneco Automotive India Private Limited, Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited pursuant to which 157,454,086 Equity Shares of our Company of face value of ₹10 each were allotted to Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited as consideration for acquiring 100,000 equity shares of face value of ₹10 each of Tenneco Automotive India Private Limited. For details see “**History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing.

**47. We and our Promoters are potentially subject to laws related to anti-corruption, anti-bribery, anti-money laundering, financial and applicable primary and secondary economic sanctions and similar laws of the US and EU or other jurisdictions, and non-compliance with such laws can subject us to administrative, civil and criminal fines and penalties, all of which could adversely affect our business, prospects, financial condition, results of operations, and cash flows.**

Our Promoter and us are potentially subject to anti-corruption, anti-bribery, anti-money laundering, and similar laws and regulations in various jurisdictions in which we conduct or in the future may conduct activities, including the Prevention of Money Laundering Act, 2002, Prevention of Corruption Act, 1988, U.S. Foreign Corrupt Practices Act (“FCPA”), and other applicable anti-corruption laws and regulations. Such laws prohibit us and our officers, directors, employees and business partners acting on our behalf, including agents, from corruptly offering, promising, authorising or providing anything of value to a

“foreign official” for the purposes of influencing official decisions or obtaining or retaining business or otherwise obtaining favourable treatment. Such laws also require companies to make and keep books, records and accounts that accurately reflect transactions and dispositions of assets and to maintain a system of adequate internal accounting controls. A violation of these laws or regulations could lead to administrative, civil and criminal fines and penalties, collateral consequences or remedial measures which may adversely affect our business, results of operations, financial condition and reputation. Our policies and procedures designed to ensure compliance with these regulations may not be sufficient and our directors, officers, employees, representatives, consultants, agents and business partners could engage in improper conduct for which we may be held responsible.

Further, our Promoter and us are also subject to laws related to economic and financial sanctions. For example, the U.S. government, including the U.S. Department of the Treasury’s Office of Foreign Assets Control (“**OFAC**”) and the U.S. Department of State, administers and enforces certain laws and regulations (“**U.S. primary sanctions**”) that impose restrictions upon activities or transactions within U.S. jurisdiction with certain countries or territories, governments, or persons, including entities and individuals, that are the target of U.S. primary sanctions (“**U.S. Sanctions Targets**”). Non-U.S. persons generally are not automatically bound by U.S. primary sanctions, but to the extent they engage in transactions involving a U.S. jurisdictional nexus such as involving U.S. persons or goods or services obtained from the United States (such as, for example, a U.S. dollar payment that clears through a correspondent account in the United States), they are required to comply with OFAC sanctions. Violations of U.S. primary sanctions can result in substantial civil or criminal penalties. In addition to primary sanctions, the United States also maintains “secondary sanctions”, which expose non-U.S. parties to a range of U.S. sanctions for engaging in specified activities with certain U.S. sanctions targets, including, for instance, as related to Iran, North Korea, and Russia. U.S. secondary sanctions are maintained under a wide and growing range of statutes and executive orders. For example, non-U.S. persons can be sanctioned for engaging in significant transactions with certain persons designated on OFAC’s Specially Designated Nationals and Blocked Persons List (the “**OFAC SDN List**”). Secondary sanctions apply to the conduct of non-U.S. parties, even if those non-U.S. parties engage in such conduct without U.S. person support or participation, and even if those non-U.S. parties have no connections to or operations in the United States. Non-U.S. parties that engage in sanctionable activities are potentially subject to a number of secondary sanctions, including, among other things, designation on the OFAC SDN List, which would prohibit U.S. persons from dealing in all property in which the sanctioned party has an interest, including a prohibition on transactions or dealings within U.S. jurisdiction involving securities of the sanctioned company. The EU also enforces certain laws and regulations that impose restrictions upon nationals and entities of, and business conducted in, EU member states with respect to certain activities or transactions with certain countries and governments, and also with respect to wider ranges of activities involving so-called “designated” entities and individuals (such designated persons being “EU Sanctions Targets” and, together with U.S. Sanctions Targets, “**Sanctions Targets**”). Other supra-national and governmental entities also administer and enforce similar sanctions, including United Nations Security Council resolutions and independent sanctions regimes as implemented and administered by countries such as the United Kingdom, Canada and Australia. Violations of these or EU sanctions may also involve civil and criminal penalties.

48. ***Failure or disruption of our Information Technology (“IT”) systems may adversely affect our business, financial condition, results of operations and prospects.***

We have implemented various IT systems and Enterprise Resource Planning solutions covering major business processes to support our core operations. These systems help manage key areas such as purchasing, sales, human resources, finance, production planning, and inventory management. We rely on our IT systems for the timely supply of our products to customers. These systems are potentially vulnerable to damage or disruptions from a variety of sources, including natural disasters, power outages, cyber-attacks, failures in third party-provided services or a range of other hardware, software and network problems, which could result in a material adverse effect on our operations or lead to disclosure of sensitive company information. For example, in July 2024, a software update by CrowdStrike Holdings, Inc., a cybersecurity technology company, caused widespread crashes of Windows systems into which it was integrated, including certain Windows systems that may have been used by us and our third-party service providers, vendors and customers. While we did not experience any material impacts as a result of the CrowdStrike software update, we could in the future experience third-party software-induced interruptions that materially and adversely affect our operations. A significant or large-scale malfunction or interruption of one or more of our IT systems could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in region or functional area where the malfunction occurs.

A large-scale IT malfunction or cyber-attack on our network could pose cybersecurity risks which may result in breaches of confidentiality, availability of the data and/or transactions processed by the information systems (system malfunction, data theft and data destruction). These may result from external (denial of service, hacking, malware) or internal (tampering, breach of data confidentiality) threats. As a result, a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property (including product designs, design software and other trade secrets) or business strategy or those of our customers. Such malfunctions or disruptions could cause economic losses for which we could be held liable. Moreover, the use of AI may heighten cybersecurity risks with more sophisticated or targeted attacks. A failure of our information technology systems could also cause damage to our reputation which could harm our business. While we did not experience any cybersecurity incidents which resulted in data leaks in Fiscals 2025, 2024 and 2023, such leaks may occur in the future. Any of these developments, alone or in combination, could have a material effect on our business, financial condition and results of operations. As such, the unavailability of, or failure to retain, well-trained employees capable of constantly servicing our IT and/or enterprise resource planning systems may compromise our IT systems, thereby adversely affecting our ability to operate efficiently.

Any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to plan, track, record and analyze work in progress and sales, process financial information, meet business objectives based on IT initiatives such as product life cycle management, manage our creditors, debtors, manage payables and inventory or otherwise conduct our normal business operations. In addition, we may be required to incur significant costs to protect against damage caused by such attacks or disruptions in the future or failure by us to comply with Indian or foreign laws and regulations, including those regulating privacy, data protection or information security, which may increase our costs and otherwise materially adversely affect our business, results of operations, financial condition and prospects.

We have also in the past relied on and may continue to rely on third-party vendors for aspects of our cybersecurity strategy maintaining our IT infrastructure, such as conducting security reviews. There can be no assurance that such reviews by these vendors, or measures we take in response to such reviews, will be effective at identifying or preventing any cybersecurity threat.

As part of our operations, we are required to comply with the Information Technology Act, 2000 and the rules thereof, which provides for civil and criminal liability and the Digital Personal Data Protection Act, 2023, provisions whereof, which as and when made effective (“DPA”) stipulate a monetary penalty in case of breach of the provisions of the DPA. Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain and are also subject to change and may become more restrictive in the future. For further details on DPA, see “– ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations***” on page 94. Thus, if our interpretations of the law and regulations or our practices and platform is inconsistent with or fail to meet all requirements of such

laws, which could expose us to litigation and monetary penalties, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

**49. *Changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition and results of operations.***

Our business is exposed to international trade policies, geopolitical tensions and the imposition of tariffs, export controls or economic sanctions, which are inherently unpredictable and beyond our control. In particular, geopolitical tensions and economic sanctions may lead to restrictions on our product sales and raw material procurement in certain countries, limiting our access to key markets. Changes in trade or investment agreements could result in bans or limitations on our goods, thereby curbing our expansion efforts. In addition, sanctions could strain our relationships with foreign partners and suppliers, adversely affecting our international business. Additionally, heightened tensions may shift consumer preferences in overseas markets toward domestically produced products, reducing demand for imported goods, including ours. , We may face increased tariffs on our products, driving up our products' prices, undermining our competitiveness and impacting our profit margins.

During the course of February and April 2025, U.S. President Donald Trump implemented tariffs on several major trading partners, including India, Canada and the European Union, with a baseline of 10% tariffs on all countries, including India, and an additional individualized reciprocal higher tariff on the countries with which the U.S. has the largest trade deficits. These tariffs (while currently paused in respect of India), together with countermeasures that have been or may be adopted by trading partners affected by these tariffs are likely to disrupt global trade and increase volatility in financial markets, including stock, currency and interest rate markets.

The table below set forth the breakdown of our revenue from sales to the U.S., and as a percentage of our revenue from operations for the Fiscals indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Revenue from sales to the U.S.	770.69	1.58%	616.85	1.13%	968.43	2.01%

The imposition of these or any similar tariffs may adversely affect our business, results of operations, cash flows and financial condition.

**50. *This Draft Red Herring Prospectus contains information from an industry report, prepared by an independent third-party research agency, CRISIL, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks.***

Pursuant to being engaged by us, CRISIL, an independent third-party agency, prepared the CRISIL Report. Our Company commissioned CRISIL pursuant to the engagement letter dated February 17, 2025. Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the CRISIL Report or extracts from the CRISIL Report. We commissioned and paid for the CRISIL Report for the purpose of confirming our understanding of the industry in connection with the Offer. All such information in this Draft Red Herring Prospectus indicates the CRISIL Report as its source. Accordingly, any information in this Draft Red Herring Prospectus derived from, or based on, the CRISIL Report should be read taking into consideration the foregoing. The report uses certain methodologies for market sizing and forecasting and may include numbers relating to our Company that differ from those we record internally. Certain information used in preparing the CRISIL Report may have been obtained from or through the publicly available data, or third-party sources. To the extent such information includes estimates or forecasts, the CRISIL Report has assumed that such estimates and forecasts have been properly prepared. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Further, the CRISIL Report is not a recommendation to invest/disinvest in any company covered in the CRISIL Report. Accordingly, prospective investors should not place undue reliance on,

or base their investment decision solely on, this information. In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in this offering pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report before making any investment decision regarding this offering. See “**Industry Overview**” beginning on page 165.

**51. *Information relating to our operational capacities and the historical capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.***

Information relating to our operational capacities and the historical capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management, including past production mix, installed capacity information and standard capacity calculation practices, that have been taken into account by the chartered engineer in the calculation of our capacity. These assumptions and estimates taken into account for measuring installed capacities are based on 300 working days in a Fiscal. These details have been certificated by way of certificates from Kunal Kantilal Vikamsey and Naresh Kanji Wadhia of Kanti Karamsey and Co. Advisors LLP (Chartered Engineer Registration Numbers: F-1307017 and M 115754/4, respectively) Independent Chartered Engineers. Actual production levels and capacity utilization rates may therefore vary significantly from the installed capacity of our manufacturing facilities. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus. For further information regarding capacity of our manufacturing units, see “**Our Business – Manufacturing – Facilities**” on page 255.

**52. *This Draft Red Herring Prospectus contains certain non-GAAP financial measures and other statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies.***

Certain non-generally accepted accounting principle financial measures (“**Non-GAAP Measures**”) and other statistical information relating to our operations and financial performance such as VAR, EBITDA, EBITDA Margin (%) (Basis Revenue from Operations), EBITDA Margin (%) (Basis VAR), PAT Margin (%) (Basis Revenue from Operations), PAT Margin (%) (Basis VAR), Adjusted PAT, Adjusted PAT Margin (Basis Revenue from Operations), Adjusted PAT Margin (Basis VAR), ROCE, FCF / EBITDA, Cash Conversion Cycle, ROE, Adjusted ROE, Net Debt, Net Debt to Equity Ratio, Net Debt to EBITDA Ratio, Fixed Assets Turnover Ratio, Net Working Capital and Net Working Capital Days have been included in this Draft Red Herring Prospectus. For reconciliations of these numbers, see “**Other Financial Information – Reconciliation of Non-GAAP measures**” on page 442. We compute and disclose such Non-GAAP Measures and other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures are supplemental measures of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, U.S. GAAP or IFRS. Further, these Non-GAAP Measures should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, U.S. GAAP or IFRS.

Further, such information may not be computed on the basis of any standard methodology that is applicable across the industry and may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies, and are not measures of operating performance or liquidity defined by Ind AS. Such information may also not be comparable to titled measures presented by other companies and may have limited usefulness as a comparative measure, since there may be differences in the computation methods of such measures. We track such operating metrics with internal systems and tools, and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics undercount or overcount performance, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there

are inherent challenges and limitations with respect to how we measure data or with respect to the data that we measure. This may affect our understanding of certain details of our business, which could affect our long-term strategies. If we discover material inaccuracies in the operating metrics we use, or if they are perceived to be inaccurate, our reputation may be harmed, and our evaluation methods and results may be impaired, which could negatively affect our business. For further details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 428.

**53. *If we are classified as a passive foreign investment company for U.S. federal income tax purposes, U.S. investors in Equity Shares may be subject to adverse U.S. federal income tax consequences.***

A non-U.S. corporation will be classified as a passive foreign investment company (a “PFIC”) for any taxable year if either: (a) at least 75% of its gross income for such year is “passive income” for purposes of the PFIC rules or (b) at least 50% of the value of its assets (generally determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For this purpose, passive income generally includes, among other things, interest, dividends and other investment income, with certain exceptions. Cash is generally a passive asset for these purposes. The PFIC rules also contain a look-through rule whereby we will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other entity in which we own, directly or indirectly, 25% or more (by value) of the equity. Based on the current and anticipated composition of our income, assets (including their expected value based on our anticipated market capitalization immediately following the close of this offering) and operations, we do not expect to be treated as a PFIC for the current taxable year. However, our PFIC status depends, in part, on the expected value of our unbooked goodwill, which may be determined by reference to the market price of the Equity Shares and which could fluctuate significantly. Whether we are treated as a PFIC is a factual determination that is made on an annual basis after the close of each taxable year. This determination will depend on, among other things, the ownership and the composition of our income and assets, as well as the value of our assets (which may fluctuate with our market capitalization), from time to time. Among other matters, if our market capitalization is less than anticipated or if it subsequently declines, it may make our classification as a PFIC more likely for the current or future taxable years. The composition of our income and assets may also be affected by how, and how quickly, we use liquid assets. Moreover, the application of the PFIC rules is unclear in certain respects. The U.S. Internal Revenue Service or a court may disagree with our determinations. Therefore, there can be no assurance that we will not be classified as a PFIC for the current taxable year or for any future taxable year. If we are treated as a PFIC for any taxable year during which a U.S. investor held Equity Shares, such U.S. investor could be subject to adverse U.S. federal income tax consequences.

**54. *If a U.S. investor is treated as owning at least 10% of the Equity Shares, such holder may be subject to adverse U.S. federal income tax consequences.***

Depending upon the aggregate value and voting power of the Equity Shares that United States persons are treated as owning (directly, indirectly or constructively), the Company could be treated as a controlled foreign corporation (“CFC”) for U.S. federal income tax purposes. If a U.S. investor owns (directly, indirectly or constructively) at least 10% of the value or voting power of the Equity Shares, such person may be treated as a “United States shareholder” with respect to each CFC in the Company’s group (if any), which may subject such person to adverse U.S. federal income tax consequences. A United States shareholder of a CFC may be required to report annually and include in its U.S. taxable income its pro rata share of the controlled foreign corporation’s “Subpart F income,” “global intangible low-taxed income,” and investments in U.S. property, regardless of whether the CFC makes any distributions. An individual that is a United States shareholder with respect to a CFC generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a United States shareholder that is a U.S. corporation. Failure to comply with these reporting obligations may subject a United States shareholder to significant monetary penalties and may prevent the statute of limitations with respect to such United States shareholder’s U.S. federal income tax return for the year for which reporting was due from starting. The Company cannot provide any assurances that it will assist holders of Equity Shares in determining whether the Company or any of its non-U.S. subsidiaries is treated as a CFC or whether any holder of Equity Shares is treated as a United States shareholder with respect to any such CFC or furnish to any holder of Equity Shares information that may be necessary to comply with the aforementioned reporting and tax paying obligations. Each potential investor who is a U.S. taxpayer should consult its tax advisors regarding the potential application of these rules to an investment in the Equity Shares.



## External Risk Factors

**55. *Political, economic or other factors that are beyond our control may have an adverse impact on our business, results of operations, financial condition and cash flows.***

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Our results of operations are significantly affected by factors influencing the Indian economy. Factors that could adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- occurrence of natural or man-made disasters (such as typhoons, flooding, earthquakes and fires) which may cause us to suspend our operations;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war, such as the Ukraine-Russia, Israel-Hamas and Israel-Iran conflicts;
- any deterioration in relations between India and its neighboring countries, including Pakistan, including, as a result of the recent attack in Pahalgam, Jammu and Kashmir in April 2025;
- epidemic, pandemic or any other public health in India or in countries in the region or globally, including in India's various neighboring countries;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- logistical and communications challenges;
- financial instability in financial markets;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis;
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so; and
- other significant regulatory or economic developments in or affecting India or its automotive industry.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, financial condition and cash flows and the price of the Equity Shares.

**56. *Fluctuations in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of the Equity Shares, independent of our operating results.***

On listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the proceeds received by the shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on the Equity Shares, independent of our operating results.

**57. *Changing laws, rules and regulations and legal uncertainties, including adverse application of laws governing corporate and tax laws, could adversely affect our business, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. The Government of India may implement new laws or other regulations and policies that could affect our products, operations or the automotive industry in general, which could lead to new and onerous compliance requirements, including requiring us to obtain approvals and licenses from the government and other regulatory bodies, increase our costs or otherwise adversely affect our business, financial condition, cash flows and results of operations. Further, the way new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Any changes to such laws, including the instances mentioned below, may adversely affect our business, financial condition, results of operations, cash flows and prospects.

The Government of India announced the union budget for Fiscal 2026 and the Finance Bill, 2025 in the Lok Sabha on February 1, 2025. The bill received assent from the President of India on March 29, 2025 and was enacted as the Finance Act, 2025, which has amended the Income-tax Act, 1961, including the capital gains tax rates with effect from the date of announcement of the Budget. We have not fully determined the effects of these recent and proposed laws and regulations on our business. The Government of India has also approved the Income Tax Bill, 2025 (“**Income Tax Bill**”), which *inter alia*, proposes to amend the income tax regime and replace the Income Tax Act, 1961. There is uncertainty in regards to the impact of the Finance Act, 2025 and Income Tax Bill (once enacted), on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate.

The Government introduced (a) the Code on Wages, 2019 (“**Wages Code**”); (b) the Code on Social Security, 2020 (“**Social Security Code**”); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020, which consolidate, subsume and replace numerous existing central labor legislations. As on the date of this Draft Red Herring Prospectus, except certain portions of the Wages Code, which have come into force pursuant to notification by Ministry of Labor and Employment, the rules for implementation under such codes are yet to be notified. These codes propose to subsume several existing labor laws and regulations in India and we cannot assure you that these codes will not impose more stringent or additional compliance requirements on us, which may increase our compliance costs. If labor laws become more stringent or are more strictly enforced, it may become difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have an adverse effect on our business, results of operations, financial condition and cash flows.

The Digital Personal Data Protection Act, 2023 (“**PDP Act**”) which has received the assent of the President on August 11, 2023, provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the PDP Act. It imposes restrictions and obligations on

data fiduciaries, resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the PDP Act. Further, the Indian Ministry of Electronics and Information Technology has released the Draft Digital Personal Data Protection Rules, 2025 (“**Draft DPDP Rules**”) for public consultation. The Draft DPDP Rules, regulate the processing of personal data in India, ensuring individuals privacy rights are protected. The Draft DPDP Rules apply to all entities that process digital personal data, both within India and abroad. It mandates the conduct of data protection impact assessments for high-risk processing activities and requires the notification of data breaches within a stipulated timeframe.

Further, on July 1, 2024, the Government implemented The Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023 and Bharatiya Sakshya Adhiniyam, 2023, which have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively.

Additionally, unfavorable changes in or interpretations of existing laws, could result in us being deemed to be in contravention of such laws or denial of benefits and may require us to apply for additional approvals or incur additional liability or costs. For instance, in Fiscal 2025, our Company acquired certain equity shares of FMBIL, FMIPL, FMSIL and TAIPL from their respective shareholders against the issuance of Equity Shares by our Company pursuant to certain share swap agreements. Our Company has also been paying dividends to its shareholders. The Company has been discharging its withholding tax obligations in accordance with the (Indian) Income-tax Act, 1961 in conjunction with the applicable tax treaties in respect of such transactions, and in case of certain transactions, treaty benefits have been extended whilst withholding taxes. However, our Company may be subject to withholding tax risks in respect of such transactions in case tax authorities were to take a different interpretation of our Company’s withholding tax obligations and/or the shareholder(s)’ entitlement to tax treaty benefits or owing to change in law or judicial interpretation surrounding entitlement to tax treaty benefits. For details of the share swap agreements and dividend payments in the preceding three fiscals, see “*History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation*” and “*Dividend Policy*” on pages 285 and 323, respectively.

We cannot predict whether changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment, stamp duty or any tax laws or other regulations governing us will be enacted or predict the nature and effects of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business, prospects and results of operations. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current businesses or restrict our ability to grow our businesses in the future. For details, see “*Key Regulations and Policies*” beginning on page 276.

**58. *A downgrade in India’s sovereign debt ratings may affect the trading price of the Equity Shares.***

India’s sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India’s foreign exchange reserves, all which are outside our control. Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse revisions to India’s credit ratings for domestic and international debt by international rating agencies could adversely affect our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

**59. *If inflation continues to rise in India, increased costs may result in a decline in profits.***

Inflation rates in India have been volatile in recent years, and such volatility may continue. India has experienced high inflation in the recent past. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and could adversely affect our business and financial condition. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, results of operations, financial condition, and cash flows. Further, the Government

of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

**60. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which could adversely affect the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, the transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any necessary approvals from the RBI or any other governmental agency can be obtained on any particular terms, or at all.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all. For further information, see “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 527.

**61. *Our ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, results of operations, and financial condition.

**62. *Rights of shareholders under Indian laws may be different than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors’ fiduciary duties and liabilities, and shareholders’ rights may differ from those that would apply to a company in another jurisdiction. Shareholders’ rights including in relation to class actions, under Indian law may not be as extensive as shareholders’ rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as a shareholder of our Company than as a shareholder of an entity in another jurisdiction.

**63. *Any adverse application or interpretation of competition laws could adversely affect our business.***

The Competition Act, 2002, as amended (the “**Competition Act**”) was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition (“**AAEC**”) in certain markets in India and has mandated the Competition Commission of India (the “**CCI**”) to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an AAEC is deemed void and attracts substantial penalties.

Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Further, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, certain agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. How the provisions of the Competition Act impact our agreements cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

The Government of India has also passed the Competition (Amendment) Act, 2023, which has introduced deal value thresholds for assessing whether a merger or acquisition qualifies as a “combination”, expedited merger review timelines, codification of the lowest standard of “control” and enhanced penalties for providing false information or a failure to provide material information.

Any future acquisitions we pursue may be directly or indirectly affected by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

**64. *Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS and U.S. GAAP, with which investors may be more familiar.***

The Restated Consolidated Financial Information included in this Draft Red Herring Prospectus have been prepared basis the restated consolidated financial information of our Company and our Subsidiaries (together, the “**Group**”), which Restated Consolidated Financial Information of the Group comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, 2024 and 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the years ended March 31, 2025, 2024 and 2023 and a summary of material accounting policies and other explanatory information, prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “**Guidance Note**”) read with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by our Company through the Book Running Lead Managers, as applicable.

We have not attempted to quantify the effects of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Ind AS and Indian GAAP financial statements, which are restated as per the SEBI ICDR Regulations included in this Draft Red Herring Prospectus, will provide meaningful information is dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

**65. *Investors may have difficulty enforcing foreign judgments against us or our management.***

Our Company is a company incorporated under the laws of India. Except for Arvind Chandrasekharan, Manavendra Singh Sial, Nathan Patrick Bowen, and Prakash Mahesh, all of our Directors and executive officers are citizens and residents of India. All of our Company's assets and a substantial portion of the assets of our Directors and executive officers resident in India are located in India. A substantial portion of the assets of Arvind Chandrasekharan, Manavendra Singh Sial, Nathan Patrick Bowen, and Prakash Mahesh are located overseas. As a result, it may be difficult for investors to effect service of process upon us or such persons in India or to enforce judgments obtained against us or such parties outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908, as amended (the "**Civil Procedure Code**"). India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, including the United Kingdom, Singapore, UAE, and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Civil Procedure Code. The United States has not been notified as a reciprocating territory.

In order to be enforceable, a judgment obtained in a jurisdiction which India recognizes as a reciprocating territory must meet certain requirements of the Civil Procedure Code. Section 13 of the Civil Procedure Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Procedure Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record; such presumption may be displaced by proving want of jurisdiction. The Civil Procedure Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, or other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards even if such awards are enforceable as a decree or judgment. A foreign judgment rendered by a superior court (as defined under the Civil Procedure Code) in any jurisdiction outside India which the Government of India has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action were brought in India. Moreover, it is unlikely that an Indian court would award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law. Further, any judgment in a foreign currency would be converted into Indian Rupees on the date of judgment (and not on the date of payment), which could also increase risks relating to foreign exchange.

Consequently, it may not be possible to enforce in an Indian court any judgment obtained in a foreign court, or effect service of process outside of India, against Indian companies, entities, their directors and

executive officers and any other parties resident in India. Additionally, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner.

**66. *A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Takeover Regulations. Further, there are requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Takeover Regulations if the shareholding of any entity exceeds the specified threshold.

**67. *The Offer Price of our Equity Shares, our price-to-earnings ratio and our enterprise value to EBITDA ratio may not be indicative of the trading price of our Equity Shares upon listing on the Stock Exchanges subsequent to the Offer and, as a result, you may lose a significant part or all of your investment.***

While our market capitalization is subject to the determination of the Offer Price, which will be determined by our Company, in consultation with the BRLMs, through the book building process, enterprise value to EBITDA (defined as profit for the year plus (a) total tax expense, (b) finance costs and (c) depreciation and amortization expense) ratio and price-to-earnings ratio for Fiscal 2025 is set out below.

Particulars	Ratio vis-à-vis Floor Price (In multiples, unless otherwise specified)	Ratio vis-à-vis Cap Price
Enterprise value to EBITDA	[●]	[●]
Price-to-earnings ratio	[●]	[●]

Further, our Offer Price, the multiples and ratio specified above may not be comparable to the market price, market capitalization and price-to-earnings ratios of our peers and would be dependent on the various factors included under “**Basis for Offer Price**” beginning on page 140. Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company, in consultation with the BRLMs, would not be based on a benchmark with our industry peers. The relevant financial parameters on the basis of which Price Band will be determined, have been disclosed under “**Basis for Offer Price**” beginning on page 140 and shall be disclosed in the price band advertisement. For details of comparison with listed peers, please see “**Basis for Offer Price**” beginning on page 140.

Prior to this Offer, there has been no public trading market for our Equity Shares. It is possible that, after this Offer, an active trading market will not develop or continue. Listing and quotation do not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. If an active trading market does not develop, you may have difficulty selling any of our Equity Shares that you buy. The determination of the Offer Price will be based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs through the Book Building Process. This Offer Price is based on certain factors, as described under “**Basis for Offer Price**” beginning on page 140 and may not be indicative of the trading price of our Equity Shares, upon listing on the Stock Exchanges subsequent to the Offer. The market price of the Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- the failure of security analysts to cover the Equity Shares after this Issue, or changes in the estimates of our performance by analysts;
- the activities of competitors and business partners;

- future sales of the Equity Shares by our Company or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal or industrial regulations;
- results of operations that vary from the expectations of securities analysts and investors;
- fluctuations in stock market prices and volume;
- the public's reaction to our press releases and adverse media reports; and
- general economic and stock market conditions.

The trading price of our Equity Shares could be subject to significant fluctuations, and may decline below the Offer Price. Consequently, you may not be able to sell our Equity Shares at prices equal to or greater than the price you paid in this offering. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

**68. *Proceeds from the Offer for Sale portion of the Offer will not be available to us. The Promoter Selling Shareholder in the Offer for Sale will receive the proceeds of the Offer.***

The Offer consists of only an offer for sale of up to such number of Equity Shares aggregating up to ₹30,000.00 million by the Promoter Selling Shareholders. 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. For further details, see "*The Offer*", "*Capital Structure*" and "*Objects of the Offer*" beginning on pages 104, 121 and 137, respectively.

**69. *Pursuant to the listing of the Equity Shares, we may be subject to pre-emptive surveillance measures, such as Additional Surveillance Measures and Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors.***

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "**Listed Securities**") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures ("**ASM**") and graded surveillance measures ("**GSM**"). ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as price-to-earnings ratio, percentage of delivery, customer concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges does not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net worth, other measures such as price-to-earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, limiting trading frequency or freezing of price on the upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on the market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation



and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

70. ***The Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations and an active trading market for the Equity Shares may not develop. Further, the Offer Price may not be indicative of the market price of the Equity Shares after the Offer.***

While our Equity Shares are expected to trade on NSE and BSE after the Offer, an active trading market on the Stock Exchanges may not develop, be sustained or be liquid after the Offer, or if such trading or liquidity develops, there can be no assurance that it will continue. If an active trading market does not develop, you may have difficulty selling any of our Equity Shares that you buy. The determination of the Offer Price will be based on various factors and assumptions, and will be determined by our Company, in consultation with the BRLMs through the Book Building Process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The Offer Price will be based on numerous factors, as described in the section “***Basis for Offer Price***” beginning on page 140. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, changes in expectations as to our future financial performance, including financial estimates by research analysts and investors, announcements by us or our competitors of new products, significant acquisitions, strategic alliances, joint operations or capital commitments, announcements by third parties or governmental entities of significant claims or proceedings against us, new laws and governmental regulations or changes in laws and governmental regulations applicable to our industry, including market conditions specific to the industry we operate in, additions or departures of key management and changes in economic and legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all, and may as a result lose all or a part of your investment.

71. ***The current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.***

The current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue prices. For further information, see “***Other Regulatory and Statutory Disclosures — Price information of past issues handled by the Book Running Lead Managers***” on page 487. The factors that could affect the market price of our Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control.

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company, in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under “***Basis for Offer Price***” beginning on page 140 and may not be indicative of the market price for the Equity Shares after the Offer. In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see “***Other Regulatory and Statutory Disclosures — Price information of past issues handled by the Book Running Lead Managers***” on page 487. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or that sustained trading will take place in the Equity Shares, nor provide any assurance regarding the price at which the Equity Shares will be traded after listing.

**72. *Investors may be subject to Indian taxes arising out of income arising on the sale of and dividend on the Equity Shares.***

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any capital gain exceeding ₹125,000, realized on the sale of listed equity shares on a recognized stock exchange, held for more than 12 months immediately preceding the date of transfer, will be subject to long term capital gains in India, at the rate of 12.50% (plus applicable surcharge and cess). This beneficial rate is, inter alia, subject to payment of Securities Transaction Tax (“STT”). Further, any gain realized on the sale of equity shares in an Indian company held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at 12.50%. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Such gains will be subject to tax at the rate of 20.00% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

**73. *Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.***

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors’ book entry, or ‘demat’ accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant’s demat account with depository participant could take approximately two Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors’ ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors’ demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

**74. *Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India is required to offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolutions. However, if the laws of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

- 75. *QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Offer within three Working Days from the Bid/ Issue Closing Date or such other timeline as may be prescribed under applicable law, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

- 76. *Any future issuance of Equity Shares or convertible securities or other equity linked securities by our Company may dilute your shareholding and sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company, including issuance of Equity Shares to employees or former employees upon exercise of vested options held by them under the ESOP Scheme, may dilute your shareholding. Any such future issuance of Equity Shares or future sales of the Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares and impact our ability to raise funds through an offering of our securities or by incurring debt. Any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. Additionally, the disposal, pledge or encumbrance of the Equity Shares by any of our significant shareholders, or the perception that such transactions may occur, may affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that our existing Shareholders will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under applicable law) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

- 77. *There is no guarantee that our Equity Shares will be listed on the stock exchanges in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

## SECTION III: INTRODUCTION

### THE OFFER

The following table summarizes details of the Offer:

<b>Offer</b> <sup>(1)(2)</sup>	
<i>The Offer comprises:</i>	
Offer for Sale <sup>(2)</sup>	Up to [●] Equity Shares of face value ₹ 10 each, aggregating up to ₹ 30,000.00 million
<i>of which</i>	
<b>A) Qualified Institutional Buyers (“QIBs”) Portion</b> <sup>(3)(4)</sup>	Not more than [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
<i>of which:</i>	
i. Anchor Investor Portion	[●] Equity Shares of face value of ₹ 10 each
ii. Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹ 10 each
<i>of which:</i>	
a. Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value of ₹ 10 each
b. Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹ 10 each
<b>B) Non-Institutional Portion</b> <sup>(4)(5)</sup>	Not less than [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
<i>of which:</i>	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size more than ₹ 200,000 and up to ₹ 1,000,000	[●] Equity Shares of face value of ₹ 10 each
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1,000,000	[●] Equity Shares of face value of ₹ 10 each
<b>C) Retail Portion</b> <sup>(4)</sup>	Not less than [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
<b>Pre-Offer and Post-Offer Equity Shares</b>	
Equity Shares outstanding prior to the Offer (as at the date of this Draft Red Herring Prospectus)	403,604,309 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Offer	403,604,309 Equity Shares of face value of ₹ 10 each
<b>Use of proceeds of the Offer</b>	Our Company will not receive any portion of the proceeds from the Offer. For further information, see “ <b>Objects of the Offer</b> ” beginning on page 137

<sup>(1)</sup> The Offer has been authorized by a resolution of our Board passed at their meeting dated June 27, 2025. Further, our Board has taken on record the authorisation for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated June 30, 2025.

<sup>(2)</sup> The Promoter Selling Shareholder has, also confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares. The Promoter Selling Shareholder confirms that the Offered Shares are in compliance with Regulation 8 of the SEBI ICDR Regulations and are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details see “**Other Regulatory and Statutory Disclosures**” beginning on page 476.

<sup>(3)</sup> Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors in the Offer. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “**Offer Procedure**” and “**Offer Structure**” beginning on pages 507 and 503, respectively.

<sup>(4)</sup> Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company, in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable law. Under-

subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.

- <sup>(5)</sup> Allocation to Bidders in all categories, except Anchor Investor Portion, Non-Institutional Portion and Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be 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 will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Allocation to Investors in all categories shall be made in accordance with the SEBI ICDR Regulations. For further information, see “**Terms of the Offer**”, “**Offer Structure**” and “**Offer Procedure**” beginning on pages 496, 503 and 507, respectively.

## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with “***Restated Consolidated Financial Information***” and “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” beginning on pages 324 and 428, respectively.

*[The remainder of this page is intentionally left blank]*

Summary of Assets and Liabilities

(All amounts in INR Millions, unless otherwise stated)

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5,348.37	5,653.54	5,849.62
Right-of-use assets	457.49	405.36	440.94
Capital work in progress	310.67	366.18	184.84
Intangible assets	12.81	16.44	17.98
Financial assets			
i. Investments	3.29	8.89	7.46
ii. Loans	2.64	3.16	3.05
iii. Other financial assets	8,421.73	2,631.09	2,623.72
Deferred tax assets (net)	218.26	122.97	82.33
Current tax assets (net)	183.20	221.94	331.59
Other non-current assets	77.44	97.42	138.63
<b>Total non-current assets</b>	<b>15,035.90</b>	<b>9,526.99</b>	<b>9,680.16</b>
<b>Current assets</b>			
Inventories	2,777.27	3,293.44	3,948.81
Financial assets			
i. Trade receivables	6,872.31	5,597.62	5,631.82
ii. Cash and cash equivalents	2,858.98	1,830.73	4,114.76
iii. Bank balances other than (ii) above	3.36	5.83	12.48
iv. Loans	4.75	10.35	11.10
v. Other financial assets	367.22	183.80	449.00
Other current assets	387.35	913.86	448.36
<b>Current assets excluding assets classified as held for sale</b>	<b>13,271.24</b>	<b>11,835.63</b>	<b>14,616.33</b>
Assets classified as held for sale	8.70	-	-
<b>Total current assets</b>	<b>13,279.94</b>	<b>11,835.63</b>	<b>14,616.33</b>
<b>Total assets</b>	<b>28,315.84</b>	<b>21,362.62</b>	<b>24,296.49</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
i. Equity share capital	4,036.04	2,140.89	3,134.06
ii. Other Equity	12,063.66	7,659.33	8,946.29
<b>Equity attributable to owners of Parent</b>	<b>16,099.70</b>	<b>9,800.22</b>	<b>12,080.35</b>
Non-Controlling Interest	23.97	13.25	14.19
<b>Total equity</b>	<b>16,123.67</b>	<b>9,813.47</b>	<b>12,094.54</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Lease Liabilities	146.07	110.43	140.70
Provisions	301.97	222.66	189.31
Deferred tax liabilities (net)	1.05	10.09	3.87
Other non-current liabilities	241.43	176.64	167.08
<b>Total non-current liabilities</b>	<b>690.52</b>	<b>519.82</b>	<b>500.96</b>
<b>Current liabilities</b>			
Financial liabilities			
i. Borrowings	-	-	139.72
ii. Lease liabilities	50.85	40.53	32.08
iii. Vendor Bill financing	503.44	481.32	518.26
iv. Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises	1,201.27	1,218.91	1,419.26
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	7,222.94	7,512.75	7,523.32
v. Other financial liabilities	87.90	91.70	140.54
Other current liabilities	1,088.40	1,068.66	1,410.79
Provisions	341.53	327.38	364.47
Current tax liabilities (net)	996.62	288.08	152.55
<b>Total current liabilities excluding liabilities relating to assets held for sale</b>	<b>11,492.95</b>	<b>11,029.33</b>	<b>11,700.99</b>
Liabilities relating to assets classified as held for sale	8.70	-	-
<b>Total current liabilities</b>	<b>11,501.65</b>	<b>11,029.33</b>	<b>11,700.99</b>
<b>Total equity and liabilities</b>	<b>28,315.84</b>	<b>21,362.62</b>	<b>24,296.49</b>

**Summary of Profit and Loss Account**

*(All amounts in INR Millions, unless otherwise stated)*

Particulars		For the Year ended 31 March 2025	For the Year ended 31 March 2024	For the Year ended 31 March 2023
<b>Income</b>				
I. Revenue from operations		48,904.30	54,676.12	48,273.68
II. Other income		410.15	697.76	595.88
<b>III. Total income (I+II)</b>		<b>49,314.45</b>	<b>55,373.88</b>	<b>48,869.56</b>
<b>IV. Expenses</b>				
a) Cost of materials consumed		31,813.40	38,355.04	33,968.92
b) Change in inventories of finished goods, work-in-progress & traded goods		52.21	163.25	(99.67)
c) Purchase of stock in trade		346.06	406.70	514.63
d) Employee benefits expense		2,979.24	2,526.45	2,485.76
e) Finance cost		202.66	251.63	215.58
f) Depreciation and amortisation expense		1,031.72	1,035.93	1,009.19
g) Other expenses		5,561.00	7,103.83	5,697.70
<b>Total expenses</b>		<b>41,986.29</b>	<b>49,842.83</b>	<b>43,792.11</b>
<b>V. Restated Profit before tax (III-IV)</b>		<b>7,328.16</b>	<b>5,531.05</b>	<b>5,077.45</b>
<b>VI. Tax expense</b>				
Current tax		1,878.16	1,354.28	1,280.23
Deferred tax		(91.28)	(25.67)	(19.98)
Short Provision of tax relating to earlier years		9.85	34.57	6.77
<b>Total tax expense</b>		<b>1,796.73</b>	<b>1,363.18</b>	<b>1,267.02</b>
<b>VII. Restated Profit for the year (V-VI)</b>		<b>5,531.43</b>	<b>4,167.87</b>	<b>3,810.43</b>
<b>Attributable to:</b>				
-Owners of the Parent		5,520.63	4,166.58	3,810.79
-Non-Controlling Interest		10.80	1.29	(0.36)
<b>VIII. Restated Other comprehensive (loss) / gain</b>				
<b>Items that will not be reclassified subsequently to restated consolidated statement of profit and loss</b>				
- Remeasurements of defined benefit plans		(52.62)	(16.90)	(2.08)
- Income tax relating to above		13.08	8.76	0.26
<b>Restated Other comprehensive (loss) /gain for</b>		<b>(39.54)</b>	<b>(8.14)</b>	<b>(1.82)</b>
<b>Attributable to:</b>				
-Owners of the Parent		(39.46)	(8.00)	(1.60)
-Non-Controlling Interest		(0.08)	(0.14)	(0.22)
<b>IX. Restated Total comprehensive income for the year (VII+VIII)</b>		<b>5,491.89</b>	<b>4,159.73</b>	<b>3,808.61</b>
<b>Attributable to:</b>				
-Owners of the Parent		5,481.17	4,158.58	3,809.19
-Non-Controlling Interest		10.72	1.15	(0.58)
<b>Restated Earnings per equity share of Face</b>				
Basic (Rs.)		13.68	8.90	7.58
Diluted (Rs.)		13.68	8.90	7.58



# Summary of Cash Flows

(All amounts in INR Millions, unless otherwise stated)

Particulars	For the Year ended 31 March 2025	For the Year ended 31 March 2024	For the Year ended 31 March 2023
<b>A. Cash flow from operating activities</b>			
Restated Profit before tax	7,328.16	5,531.05	5,077.45
<b>Adjustments for:</b>			
Depreciation on property, plant and equipment	977.26	982.99	966.29
Amortisation on intangible assets	6.25	6.30	8.70
Amortisation on Right of Use Asset	48.21	46.64	34.20
Provision for expected credit loss	2.54	10.35	(2.86)
Excess provisions / liabilities no longer required written back	(11.42)	(33.99)	(18.85)
Provision for doubtful advances	(19.34)	0.25	29.22
Provision for doubtful balances with government authorities	2.65	2.53	8.89
Provision for warranties	59.02	5.95	121.06
Interest income from financial assets	(91.20)	(148.75)	(65.48)
Finance cost	202.67	251.63	215.30
Loss on disposal of property, plant and equipment	0.31	5.14	8.10
Assets written off	-	-	3.87
Gain on termination of lease	(2.41)	-	(2.12)
Unrealised foreign exchange loss/(gain)	16.91	(7.46)	18.91
Dividend Income	(294.19)	(497.54)	(431.88)
Employee share based expenses	-	-	6.49
<b>Operating cash flows before working capital changes</b>	<b>8,225.42</b>	<b>6,155.09</b>	<b>5,977.29</b>
<b>Change in operating assets and liabilities</b>			
(Increase) / Decrease in			
-Inventories	516.17	655.48	(700.85)
-Trade receivables	(1,288.41)	32.76	(240.65)
-Financial and Other assets	340.78	(180.87)	125.18
Increase / (Decrease) in			
-Trade payables	(340.40)	(197.37)	1,249.51
-Provisions	25.98	(42.97)	(49.68)
-Financial and Other liabilities	92.72	(389.40)	359.65
<b>Cash generated from operations</b>	<b>7,572.26</b>	<b>6,032.72</b>	<b>6,720.45</b>
Income taxes paid (net)	(1,948.40)	(1,155.99)	(1,345.41)
<b>Net cash inflow from operating activities (A)</b>	<b>5,623.86</b>	<b>4,876.73</b>	<b>5,375.04</b>
<b>Cash flows from investing activities:</b>			
Purchase of property, plant and equipments, including capital work in progress and capital advances	(647.81)	(974.93)	(633.93)
Sale of property, plant and equipment	20.26	6.29	8.91
Purchase of Investments	(3.10)	-	-
Investment in fixed deposits and other bank deposits	(20.36)	(1.25)	(8.30)
Redemption of fixed deposits and other bank deposits	3.95	5.30	3.10
Investment in deposits held as margin money	(2.19)	-	-
Redemption of deposits held as margin money	-	0.34	-
Interest received	87.26	165.30	67.38
Dividend received	294.19	497.54	431.88
<b>Net cash outflow from investing activities (B)</b>	<b>(267.80)</b>	<b>(301.41)</b>	<b>(130.96)</b>
<b>Cash flows from financing activities: (Refer note 38)</b>			
Proceeds from Short term borrowings	-	-	131.10
Repayment of Short term borrowings	-	(139.70)	(1,040.66)
Dividend Paid	(4,092.42)	(5,591.17)	(2,804.28)
Reduction of share capital (Refer Note 46)	-	(849.64)	-
Interest paid	(169.42)	(231.96)	(195.42)
Interest paid on lease liabilities	(9.26)	(9.35)	(6.25)
Repayment of lease liabilities	(52.98)	(37.53)	(28.40)
Share issue expenses	(3.73)	-	-
<b>Net cash outflow from financing activities (C)</b>	<b>(4,327.81)</b>	<b>(6,859.35)</b>	<b>(3,943.91)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A)+(B)+(C)</b>	<b>1,028.25</b>	<b>(2,284.03)</b>	<b>1,300.17</b>
Cash and cash equivalents at the beginning of the financial year	1,830.73	4,114.76	2,814.59
<b>Cash and cash equivalents at end of the year</b>	<b>2,858.98</b>	<b>1,830.73</b>	<b>4,114.76</b>

# Summary of Cash and Cash Equivalents

(All amounts in INR Millions, unless otherwise stated)

Cash and Cash Equivalents as per above comprise of the following (refer note no. 6(c))

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balances with banks:			
On current accounts	1,009.22	1,421.70	2,433.61
Bank deposits with original maturity of less than three months	1,849.76	409.03	1,681.15
	<b>2,858.98</b>	<b>1,830.73</b>	<b>4,114.76</b>

## GENERAL INFORMATION

### Registered Office

The address of our Registered Office is as follows:

#### **Tenneco Clean Air India Limited**

RNS2, Nissan Supplier Park  
SIPCOT Industrial Park Oragadam Industrial Corridor  
Sriperumbudur Taluk, Kancheepuram District – 602 105  
Tamil Nadu, India  
**Tel:** +91 044-6151 5815  
**E-mail:** TennecoIndiaInvestors@tenneco.com  
**Website:** www.tennecoindia.com

### Corporate Office

The address of our Corporate Office is as follows:

#### **Tenneco Clean Air India Limited**

10<sup>th</sup> Floor, Tower B,  
Paras Twin Towers, Sector-54,  
Golf Course Road,  
Gurugram – 122 002,  
Haryana, India

For further details, including in relation to changes in the name and the registered office of our Company, see “*History and Certain Corporate Matters*” beginning on page 283.

### Corporate identity number and registration number

**Corporate Identity Number:** U29308TN2018FLC126510

**Registration Number:** 126510

### Address of the Registrar of Companies

Our Company is registered with the RoC which is situated at the following address:

#### **The Registrar of Companies, Tamil Nadu and Andaman at Chennai**

Block No.6, B Wing  
2<sup>nd</sup> Floor, Shastri Bhawan  
26, Haddows Road  
Chennai – 600 034  
Tamil Nadu, India

### Board of Directors

Our Board comprises the following Directors, as on the date of filing of this Draft Red Herring Prospectus:

Name		Designation	DIN	Address
Niranjan Gupta	Kumar	Chairman and Independent Director	07806792	Flat no. 703, Tower B, Bestech Park View SPA, Sector-47, South City-II, Gurgaon – 122 018, Haryana, India
Arvind Chandrasekharan		Whole-Time Director and Chief Executive Officer	08721916	Villa no. 91, Embassy Boulevard, VTC: Hunasamaranahalli, Bengaluru – 562 157, Karnataka, India
Manavendra Sial	Singh	Non-Executive Director	11095791	800 Wallea DR Menlo Park, CA – 94025, United State of America
Nathan Bowen	Patrick	Non-Executive Director	11095741	23973, Wintergreen Circle, Novi, Michigan – 48374-3682, United States of America

Name	Designation	DIN	Address
Prakash Mahesh	Non-Executive Director	11095815	507, Yucatan Dr Waxhaw, NC 28173-0417, United States of America
Utsav Baijal	Non-Executive Director	02592194	Beau Monde Tower, Flat 902, B-Wing, Appasaheb Marathe Marg, Prabhadevi – 400 025, Mumbai, Maharashtra, India
Gopika Pant	Independent Director	00388675	49A, Aradhana Colony, Sector -13, R.K. Puram, New Delhi – 110066, India
Jaidit Singh Brar	Independent Director	10799130	B-5/1402, World Spa West, Sector 30/41, Gurgaon – 122 001, Haryana, India

For brief profiles and further details in relation to our Board of Directors, see “*Our Management*” beginning on page 295.

### Company Secretary and Compliance Officer

Garima Sharma is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

#### Garima Sharma

10<sup>th</sup> Floor, Tower B

Paras Twin Towers

Sector-54, Golf Course Road

Gurugram – 122 002, Haryana, India

**Tel:** +91 0124 4784 530

**E-mail:** TennecoIndiaInvestors@tenneco.com

### Investor grievances

**Bidders can contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer-related queries and for redressal of complaints, investors may also write to the BRLMs.**

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary(ies) where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than the UPI Bidders) in which the amount equivalent to the Bid Amount was blocked or the UPI ID, in case of UPI Bidders.

Further, the Bidder shall also enclose the Acknowledgment Slip or provide the application number received from the Designated Intermediary in addition to the document or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Anchor Investor Application Form number, Bidders’ DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

## Book Running Lead Managers

<b>JM Financial Limited</b> 7 <sup>th</sup> Floor, Cnergy Appasaheb Marathe Marg Prabhadevi, Mumbai, 400025 Maharashtra, India <b>Tel:</b> +91 22 6630 3030 <b>E-mail:</b> tenneco.ipo@jmfl.com <b>Investor grievance e-mail:</b> grievance.ibd@jmfl.com <b>Website:</b> www.jmfl.com <b>Contact person:</b> Prachee Dhuri <b>SEBI Registration No.:</b> INM000010361	<b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre G Block Bandra Kurla Complex Bandra (East) Mumbai - 400 098 Maharashtra, India <b>Tel:</b> +91 22 6175 9999 <b>E-mail:</b> tenneco.ipo@citi.com <b>Investor grievance e-mail:</b> investors.cgmib@citi.com <b>Website:</b> <a href="https://www.citigroup.com/global/about-us/global-presence/india/disclaimer">https://www.citigroup.com/global/about-us/global-presence/india/disclaimer</a> <b>Contact Person:</b> Jitesh Agarwal <b>SEBI Registration No.:</b> INM000010718
<b>Axis Capital Limited</b> 1 <sup>st</sup> Floor, Axis House P.B. Marg, Worli Mumbai 400 025 Maharashtra, India <b>Tel:</b> +91 22 4325 2183 <b>E-mail:</b> tenneco.ipo@axiscap.in <b>Investor Grievance E-mail:</b> complaints@axiscap.in <b>Website:</b> www.axiscapital.co.in <b>Contact Person:</b> Harish Patel <b>SEBI registration no.:</b> INM000012029	<b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road Fort, Mumbai 400 001 Maharashtra, India <b>Tel:</b> +91 22 6864 1289 <b>E-mail:</b> tennecoipo@hsbc.co.in <b>Investor grievance e-mail:</b> investorgrievance@hsbc.co.in <b>Website:</b> www.business.hsbc.co.in <b>Contact person:</b> Harsh Thakkar / Harshit Tayal <b>SEBI registration no.:</b> INM000010353

## Statement of inter-se allocation of responsibilities of the Book Running Lead Managers

The responsibilities and co-ordination by the BRLMs for various activities in this Offer are as follows:

S. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy, due diligence of the Company including its operations/management, legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus. The BRLMs shall ensure compliance with SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the stock exchanges, RoC and SEBI and RoC filings and follow up and coordination till final approval from all regulatory authorities.	All BRLMs	JM Financial
2.	Drafting and approval of statutory advertisements	All BRLMs	JM Financial
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including audio visual presentation, corporate advertising, brochure, abridged prospectus, application form etc. and filing of media compliance report.	All BRLMs	Citi
4.	Appointment of intermediaries – Bankers to the Issue, Registrar to the Issue, advertising agency, monitoring agency, Sponsor Banks, printers to the Issue and other intermediaries including co-ordination for agreements to be entered into with such intermediaries.	All BRLMs	HSBC
5.	Preparation of road show marketing presentation	All BRLMs	Citi
6.	Preparation of frequently asked questions	All BRLMs	Citi
7.	International Institutional marketing of the Issue (Singapore and NAM), which will cover, inter alia: <ul style="list-style-type: none"> <li>• Institutional marketing strategy;</li> <li>• Finalizing the list and division of international investors for one-to-one meetings; and</li> <li>• Finalizing international road show and investor meeting schedule</li> </ul>	All BRLMs	Citi

S. No.	Activity	Responsibility	Co-ordinator
8.	International Institutional marketing of the Issue (London, EMEA and Hong Kong), which will cover, inter alia: <ul style="list-style-type: none"> <li>• Institutional marketing strategy;</li> <li>• Finalizing the list and division of international investors for one-to-one meetings; and</li> <li>• Finalizing international road show and investor meeting schedule</li> </ul>	All BRLMs	HSBC
9.	Domestic Institutional marketing of the Issue, which will cover, inter alia: <ul style="list-style-type: none"> <li>• Institutional marketing strategy;</li> <li>• Finalizing the list and division of domestic investors for one-to-one meetings; and</li> <li>• Finalizing domestic road show and investor meeting schedule</li> </ul>	All BRLMs	JM Financial
10.	Retail marketing of the Issue, which will cover, inter alia: <ul style="list-style-type: none"> <li>• Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows</li> <li>• Finalising collection centres</li> <li>• Finalising application form</li> <li>• Finalising centres for holding conferences for brokers etc.</li> <li>• Follow - up on distribution of publicity; and</li> <li>• Issue material including form, RHP / Prospectus and deciding on the quantum of the Issue material</li> </ul>	All BRLMs	Axis Capital
11.	Non-Institutional marketing of the Issue, which will cover, inter alia: <ul style="list-style-type: none"> <li>• Finalising media, marketing and public relations strategy; and</li> <li>• Formulating strategies for marketing to Non - Institutional Investors.</li> </ul>	All BRLMs	Axis Capital
12.	Managing the book and finalization of pricing in consultation with the Company	All BRLMs	JM Financial
13.	Coordination with Stock Exchanges anchor coordination, anchor CAN and intimation of anchor allocation.	All BRLMs	HSBC
14.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading	All BRLMs	Axis Capital
15.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and Bank to the Issue, intimation of allocation and dispatch of refund to bidders, etc. <p>Post-Issue activities, which shall involve essential follow-up steps including follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising the issuer about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds in coordination with various agencies connected with the post-issue activity such as registrar to the Issue, Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transaction tax ("STT") on sale of unlisted equity shares by the Selling Shareholder under the Issue for Sale to the Government.</p> <p>Co-ordination with SEBI and Stock Exchanges for submission of all post Issue reports including final Post Issue report to SEBI.</p>	All BRLMs	Axis Capital

## Syndicate Members

[•]

## Legal Counsel to our Company as to Indian law

### Shardul Amarchand Mangaldas & Co

Amarchand Towers 216

Okhla Industrial Estate Phase III

New Delhi 110 020

India

**Tel:** +91 11 4159 0700

**Legal Counsel to our Company as to International Law**

**Latham & Watkins LLP**

9 Raffles Place  
42-02 Republic Plaza  
Singapore – 048 619  
**Tel:** +65 6536 1161

**Statutory Auditors of our Company**

**Deloitte Haskins & Sells LLP, Chartered Accountants**

Westend Icon  
11th & 12th Floor  
Building A, S.No. 169/1  
Near Parihar Chowk  
DP Road, Aundh  
Pune- 411 007  
Maharashtra, India  
**Tel:** +91 (20) 6747 7800  
**E-mail:** smohnani@deloitte.com  
**ICAI Firm Registration Number:** 117366W/W-100018  
**Peer Review Number:** 017468

**Changes in the auditors**

Except as disclosed below, there has been no change in the statutory auditors of our Company during the last three years preceding the date of this Draft Red Herring Prospectus.

<b>Particulars</b>	<b>Date of Change</b>	<b>Reason for Change</b>
<b>Deloitte Haskins &amp; Sells LLP, Chartered Accountants</b> Westend Icon 11th & 12th Floor Building A, S.No. 169/1 Near Parihar Chowk DP Road, Aundh Pune- 411 007 Maharashtra, India <b>Tel:</b> +91 (20) 6747 7800 <b>E-mail:</b> smohnani@deloitte.com <b>ICAI Firm Registration Number:</b> 117366W/W-100018 <b>Peer Review Number:</b> 017468	September 29, 2023	Appointment for a period of five consecutive years until the conclusion of AGM to be held in the year 2028
<b>Deloitte Haskins &amp; Sells LLP, Chartered Accountants</b> Westend Icon, 11th & 12th Floor Building A, S No 169/1 Near Parihar Chowk, DP Road Aundh, Pune – 411 007 Maharashtra, India <b>Tel:</b> +91 (20) 6747 7800 <b>E-mail:</b> smohnani@deloitte.com <b>ICAI Firm Registration Number:</b> 117366W/W-100018 <b>Peer Review Number:</b> 017468	March 9, 2023	Appointment due to casual vacancy until the conclusion of the ensuing AGM held
<b>Walker Chandiok and Co LLP, Chartered Accountants</b> 21 <sup>st</sup> Floor, DLF Square Jacaranda Marg, DLF Phase II Gurugram – 122 002, India <b>Tel:</b> +91 12 4462 8099	March 1, 2023	Resignation by the auditors prior to the ending of their term due to non-acceptance of change in terms*

Particulars	Date of Change	Reason for Change
<b>E-mail:</b> ankit.mehra@walkerchandiok.in		
<b>Firm Registration Number:</b> 001076N/N500013		
<b>Peer review number:</b> 014158		

*\*The financial statements of the Company for Fiscal 2022 were audited by Walker Chandiok and Co LLP, Chartered Accountants and the financial statements for our Company from Fiscal 2023 onwards have been audited by Deloitte Haskins & Sells LLP, Chartered Accountants.*

#### **Registrar to the Offer**

##### **MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)**

C-101, 247 Park, 1<sup>st</sup> Floor  
LBS Marg, Vikhroli (West)  
Mumbai 400 083  
Maharashtra, India  
**Tel:** +91 81081 14949

**Website:** <https://in.mpms.mufg.com/>

**E-mail:** [tennecocleanair.ipo@in.mpms.mufg.com](mailto:tennecocleanair.ipo@in.mpms.mufg.com)

**Investor grievance e-mail:** [tennecocleanair.ipo@in.mpms.mufg.com](mailto:tennecocleanair.ipo@in.mpms.mufg.com)

**Contact Person:** Shanti Gopalkrishnan

**SEBI Registration No.:** INR000004058

#### **Bankers to the Offer**

##### ***Escrow Collection Bank(s)***

[•]

##### ***Public Offer Account Bank(s)***

[•]

##### ***Refund Bank(s)***

[•]

##### ***Sponsor Bank(s)***

[•]

#### ***Bankers to our Company***

##### **ICICI Bank Limited**

**Address:** Baravkar Chambers Plot No. 01 Gat No. 2441/1  
Ambethan Chowk Chakan Pune- 410 501

**Telephone:** +91 7380000944

**Contact Person:** Ashok Kumar

**Website:** [www.icicibank.com](http://www.icicibank.com)

**E-mail:** [binod.pandey@icicibank.com](mailto:binod.pandey@icicibank.com); [ash.k@icicibank.com](mailto:ash.k@icicibank.com)

##### **Bank of America N.A.**

**Address:** 5th Floor, South Block, Safina Towers  
No.3, Ali Asker Road, Vasanthnagar  
Bengaluru, KA - 560052

**Telephone:** +91 8066006220

**Contact Person:** Shankar Bellie

**Website:** <https://business.bofa.com/bofa-india>

**Email:** [shankar.bellie@bofa.com](mailto:shankar.bellie@bofa.com)



## **Designated Intermediaries**

### **Self-Certified Syndicate Banks**

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&intmId=34>, or 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 RIIs) 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&intmId=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.

### **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&intmId=40> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>, respectively, as updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

### **Registered Brokers**

Bidders 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), as updated from time to time.

### **Registrar and Share Transfer Agents**

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 <https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?> and <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures> respectively, as updated from time to time.

### **Collecting Depository Participants**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?> and <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures> respectively, as updated from time to time.

### **Experts to the Offer**

Except as stated below, our Company has not obtained any expert opinions in connection with this Draft Red Herring Prospectus:

- (i) Our Company has received written consent dated June 30, 2025 from Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditor, holding a valid peer review certificate from ICAI, to include

their name as required under section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as Statutory Auditors, and in respect of their (i) examination report, dated June 29, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated June 29, 2025 on the Statement of Special Tax Benefits of our Company and our Shareholders, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

- (ii) Our Company has received written consent dated June 30, 2025, from Walker Chandiok & Co LLP, Chartered Accountants, to include their name as required under the SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as statutory auditors of our Material Subsidiary, Tenneco Automotive India Private Limited in respect to their report dated June 30, 2025, on the Statement of Special Tax Benefits available to our Material Subsidiary, Tenneco Automotive India Private Limited, as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
- (iii) Our Company has received written consent dated June 30, 2025 from B.B. & Associates, Chartered Accountants (*FRN No. 023670N*), to include their name as required under section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act to the extent and in their capacity as the Independent Chartered Accountant, in respect of their certificates in connection with the Offer and details derived therefrom as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
- (iv) Our Company has received a written consent dated June 30, 2025 from Kunal Kantilal Vikamsey and Naresh Kanji Wadhia of Kanti Karamsey and Co. Advisors LLP (*Chartered Engineer Registration Numbers: F-1307017 and M 115754/4, respectively*), to include their name as an “expert” as defined under section 2(38) and 26(5) of the Companies Act to the extent and in their capacity as the independent chartered engineers and in respect of the certificate issued by them and details derived therefrom as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

### **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.

### **Credit Rating**

As the Offer is an offer for sale of Equity Shares, credit rating is not required.

### **IPO Grading**

As the Offer is an offer for sale of Equity Shares, no credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

### **Debenture Trustees**

As the Offer is an offer for sale of Equity Shares, no debenture trustee has been appointed for the Offer.

### **Green Shoe Option**

No green shoe option is contemplated under the Offer.

### **Appraising Entity**

As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

## **Filing of this Draft Red Herring Prospectus**

A copy of this Draft Red Herring Prospectus has been filed electronically with SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in>, in accordance with the SEBI ICDR Master Circular, as specified in Regulation 25(8) of SEBI ICDR Regulations. A copy of this Draft Red Herring Prospectus will also be filed with SEBI at:

### **Securities and Exchange Board of India**

Corporation Finance Department  
Division of Issues and Listing  
SEBI Bhavan, Plot No. C4 A, 'G' Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
Maharashtra, India

## **Filing of the Red Herring Prospectus and the Prospectus**

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, under Section 32 of the Companies Act, would be filed with the RoC at its office and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, would be filed with the RoC at its office and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>. For details of the address of the RoC, see “*General Information – Address of the Registrar of Companies*” on page 111.

## **Book Building Process**

The Book Building Process, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot will be decided by our Company in consultation with the Promoter Selling Shareholder and the Book Running Lead Managers, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company in consultation with the Promoter Selling Shareholder and the BRLMs after the Bid/Offer Closing Date. For further details, see “*Offer Procedure*” beginning on page 507.

All Bidders, other than Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or in the case of UPI Bidders, by using the UPI Mechanism. Additionally, Retail Individual Investors shall participate through the ASBA process only using the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date.

Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. One-third of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹1.00 million and the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. The allocation of Equity Shares to each Non-Institutional Investor shall not be less than the minimum application size (i.e., ₹0.20 million), subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis to Retail Individual Investors can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date, while allocation to Anchor Investors will be on a discretionary basis. For further details on the method and procedure for Bidding and the Book Building Process, see “*Terms of the Offer*”, “*Offer Structure*” and “*Offer Procedure*” beginning on pages 496, 503 and 507, respectively.

**The Book Building Process and the Bidding process are subject to change from time to time, and the Bidders are advised to make their own judgment about investment through the aforesaid processes prior to submitting a Bid in the Offer.**

**Bidders should note that the Offer is also subject to (i) filing of the Prospectus by our Company with the RoC; and (ii) our Company obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.**

#### **Illustration of Book Building Process and Price Discovery Process**

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer. For an illustration of the Book Building Process and the price discovery process, see “**Terms of the Offer**” and “**Offer Procedure**” beginning on pages 496 and 507, respectively.

#### **Underwriting Agreement**

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Promoter Selling Shareholder will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

*(This portion has been intentionally left blank and will be completed before filing of the Prospectus with the RoC.)*

<b>Name, address, telephone number and e-mail address of the Underwriters</b>	<b>Indicative number of Equity Shares to be Underwritten</b>	<b>Amount Underwritten (in ₹ million)</b>
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and would be finalized after the pricing and actual allocation and subject to the provisions of Regulation 40(3) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered as merchant bankers with SEBI or registered as brokers with the Stock Exchange(s). Our Board of Directors/IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement.

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus, with the RoC.

## CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Draft Red Herring Prospectus, is set forth below.

(in ₹, except share data)			
S. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A)	<b>AUTHORISED SHARE CAPITAL<sup>(1)</sup></b>		
	780,050,000 Equity Shares of face value of ₹10 each	7,800,500,000	-
B)	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER</b>		
	403,604,309 Equity Shares of face value of ₹10 each	4,036,043,090	-
C)	<b>PRESENT OFFER<sup>(2)(3)</sup></b>		
	Offer for Sale of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 30,000.00 million	[●]	[●]
D)	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER*<sup>#</sup></b>		
	403,604,309 Equity Shares of face value of ₹ 10 each	4,036,043,090	-
E)	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Offer		765.92
	After the Offer <sup>#</sup>		765.92

\*To be updated upon finalisation of the Offer Price and subject to finalisation of Basis of Allotment.

<sup>#</sup> Given that the Offer comprises of an Offer for Sale and does not include any fresh issuance of shares, the issued, subscribed and paid-up share capital of our Company and the securities premium before and after the Offer shall remain the same.

<sup>(1)</sup> For details in relation to changes in the authorized share capital of our Company, see “**History and Certain Corporate Matters – Amendments to the Memorandum of Association**” on page 283.

<sup>(2)</sup> The Offer has been authorized by a resolution passed by our Board at their meeting held on June 27, 2025.

<sup>(3)</sup> The Promoter Selling Shareholder has consented to and authorized the transfer of the Offered Shares pursuant to the Offer for Sale. Further, our Board has taken on record such consent and authorization of the Promoter Selling Shareholder pursuant to its resolution dated June 30, 2025. The Promoter Selling Shareholder has confirmed that the Offered Shares are eligible for being offered in the Offer for Sale in compliance with Regulation 8 of the SEBI ICDR Regulations. For details of the consent of the Promoter Selling Shareholder in relation to the Offered Shares, see “**Other Regulatory and Statutory Disclosures**” beginning on page 476.

### Changes in the authorized share capital of our Company

For details of the changes to the authorized share capital of our Company since incorporation, see “**History and Certain Corporate Matters – Amendments to the Memorandum of Association**” on page 283.

### Notes to Capital Structure

#### 1. Equity Share capital history of our Company

The following table sets forth the history of the Equity Share capital of our Company:

*[The remainder of this page is intentionally left blank]*

Date of allotment/ reduction	Reason for / nature of allotment	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares allotted/ reduced	Face value per Equity Share (₹)	Issue price/ reduction price per Equity Share (₹)	Nature of consideration	Cumulative Equity Share capital (₹)
December 21, 2018	Initial subscription to the Memorandum of Association <sup>(1)</sup>	27,841 Equity Shares allotted to Tenneco Mauritius Holdings Limited and 2,159 Equity Shares allotted to Tenneco (Mauritius) Limited	30,000	10	10	Cash	300,000
June 15, 2019	Allotment pursuant to Scheme of Arrangement for Demerger <sup>(2)</sup>	721,716,066 Equity Shares allotted to Tenneco Mauritius Holdings Limited and 55,967,054 Equity Shares allotted to Tenneco (Mauritius) Limited	777,683,120	10	10	Other than cash	7,777,131,200
May 20, 2021	Reduction of Equity Share Capital <sup>(3)</sup>	430,892,497 Equity Shares of Tenneco Mauritius Holdings Limited and 33,414,503 Equity Shares of Tenneco (Mauritius) Limited were reduced	(464,307,000)	10	10	N.A. <sup>(3)</sup>	3,134,061,200
December 22, 2023	Reduction of Equity Share Capital <sup>(4)</sup>	92,166,446 Equity Shares of Tenneco Mauritius Holdings Limited and 7,150,845 Equity Shares of Tenneco (Mauritius) Limited were reduced	(99,317,291)	10	12	Refer to footnote 4	2,140,888,290
March 26, 2025	Private placement <sup>(5)</sup>	Federal-Mogul Pty Ltd	14,478,794	10	288.85	Other than cash <sup>(5)</sup>	2,285,676,230
March 26, 2025	Private placement <sup>(6)</sup>	Federal-Mogul Investments B.V.	3,992,380	10	288.85	Other than cash <sup>(6)</sup>	2,325,600,030
March 26, 2025	Private placement <sup>(7)</sup>	6,615,274 Equity Shares allotted to Federal-Mogul	13,590,220	10	288.85	Other than cash <sup>(7)</sup>	2,461,502,230

Date of allotment/ reduction	Reason for / nature of allotment	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares allotted/ reduced	Face value per Equity Share (₹)	Issue price/ reduction price per Equity Share (₹)	Nature of consideration	Cumulative Equity Share capital (₹)
March 26, 2025	Private placement <sup>(8)</sup>	Investments B.V. and 6,974,946 Equity Shares allotted to Tenneco LLC (formerly known as Tenneco, Inc.) 146,123,690 Equity Shares allotted to Tenneco Mauritius Holdings Limited and 11,330,396 Equity Shares allotted to Tenneco (Mauritius) Limited	157,454,086	10	288.85	Other than cash <sup>(8)</sup>	4,036,043,090

- <sup>(1)</sup> Our Company was incorporated on December 21, 2018. The date of subscription to the Memorandum of Association is December 5, 2018 and the allotment of Equity Shares pursuant to such subscription was taken on record by our Board on January 16, 2019.
- <sup>(2)</sup> Such allotment has been done in consideration of the demerger of the clean air undertaking of Tenneco Automotive India Private Limited into Tenneco Clean Air India Limited as per the Scheme of Arrangement for Demerger. For details, see “**History and Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc. since incorporation**” on page 285.
- <sup>(3)</sup> Such reduction was approved by way of the order dated April 20, 2021 passed by the NCLT, Chennai Bench, wherein the NCLT has approved the cancellation of 464,307,000 Equity Shares. The RoC issued a certificate of registration of order confirming reduction of capital dated May 20, 2021.
- <sup>(4)</sup> Such reduction was approved by way of the order dated February 1, 2023 read with the order dated November 23, 2023, each passed by the NCLT, Chennai Bench, wherein the NCLT has approved the cancellation of 99,317,291 Equity Shares at a premium of ₹ 2 per share i.e. ₹ 12 per share amounting to total outlay of ₹ 1,191.81 million. The RoC issued a certificate of registration of order confirming reduction of capital dated December 22, 2023. Pursuant to such reduction, ₹ 342.17 million out of the total outlay was adjusted against negative capital reserves of the Company and balance ₹ 849.64 million was returned to the abovementioned shareholders by way of cash.
- <sup>(5)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Ignition Products India Limited and Federal-Mogul Pty Ltd pursuant to which 14,478,794 Equity Shares of our Company of face value of ₹ 10 each were allotted to Federal-Mogul Pty Ltd as consideration for acquiring 42,789,029 equity shares of face value ₹10 each of Federal-Mogul Ignition Products India Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.
- <sup>(6)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Sealings India Limited and Federal-Mogul Investments B.V. pursuant to which 3,992,380 Equity Shares of our Company of face value of ₹ 10 each were allotted to Federal-Mogul Investments B.V. as consideration for acquiring 7,491,712 equity shares of face value ₹1 each of Federal-Mogul Sealings India Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.
- <sup>(7)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Bearings India Limited, Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.), pursuant to which 13,590,220 Equity Shares of our Company of face value of ₹ 10 each were allotted to Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.) as consideration for acquiring 8,721,086 equity shares of face value of ₹10 each of Federal-Mogul Bearings India Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.
- <sup>(8)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Tenneco Automotive India Private Limited, Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited pursuant to which 157,454,086 Equity Shares of our Company of face value of ₹10 each were allotted to Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited as consideration for acquiring 100,000 equity shares of face value of ₹10 each of Tenneco Automotive India Private Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

## 2. Preference Share Capital of our Company

Our Company does not have any preference share capital as on the date of this Draft Red Herring Prospectus.

## 3. Equity Shares issued out of revaluation reserves or by way of bonus issue

Our Company has not issued any Equity Shares out of revaluation of reserves or by way of bonus issue since incorporation.

## 4. Shares issued for consideration other than cash

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash since its incorporation:

Date of allotment	Reason for / nature of allotment	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Benefits accrued to our Company
June 15, 2019	Allotment pursuant to Scheme of Arrangement for Demerger <sup>(1)</sup>	721,716,066 Equity Shares allotted to Tenneco Mauritius Holdings Limited and 55,967,054 Equity Shares allotted to Tenneco (Mauritius) Limited	777,683,120	10	10	Other than cash	Issued by our Company as consideration for the demerger of the clean air undertaking of Tenneco Automotive India Private Limited into our Company, in the ratio of 32.7 Equity Shares of our Company for every 10 equity shares of face value of ₹ 10 each of Tenneco Automotive India Private Limited
March 26, 2025	Private placement <sup>(2)</sup>	Federal-Mogul Pty Ltd	14,478,794	10	288.85	Other than cash <sup>(2)</sup>	Issued by our Company as consideration for acquisition of Federal-Mogul Ignition Products India Limited
March 26, 2025	Private placement <sup>(3)</sup>	Federal-Mogul Investments B.V.	3,992,380	10	288.85	Other than cash <sup>(5)</sup>	Issued by our Company as consideration for acquisition of Federal-Mogul Sealings India Limited
March 26, 2025	Private placement <sup>(4)</sup>	6,615,274 Equity Shares allotted to	13,590,220	10	288.85	Other than cash <sup>(4)</sup>	Issued by our Company as consideration for acquisition



Date of allotment	Reason for / nature of allotment	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Benefits accrued to our Company
		Federal-Mogul Investments B.V. and 6,974,946 Equity Shares allotted to Tenneco LLC (formerly known as Tenneco, Inc.)					of Federal-Mogul Bearings India Limited
March 26, 2025	Private placement <sup>(5)</sup>	146,123,690 Equity Shares allotted to Tenneco Mauritius Holdings Limited and 11,330,396 Equity Shares allotted to Tenneco (Mauritius) Limited	157,454,086	10	288.85	Other than cash <sup>(5)</sup>	Issued by our Company as consideration for acquisition of Tenneco Automotive India Private Limited

<sup>(1)</sup> Such allotment has been done in consideration of the demerger of the clean air undertaking of Tenneco Automotive India Private Limited into Tenneco Clean Air India Limited as per the Scheme of Arrangement for Demerger. For details, see “**History and Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc. since incorporation**” on page 285.

<sup>(2)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Ignition Products India Limited and Federal-Mogul Pty Ltd pursuant to which 14,478,794 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Pty Ltd as consideration for acquiring 42,789,029 equity shares of face value ₹10 each of Federal-Mogul Ignition Products India Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(3)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Sealings India Limited and Federal-Mogul Investments B.V. pursuant to which 3,992,380 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Investments B.V. as consideration for acquiring 7,491,712 equity shares of face value ₹1 each of Federal-Mogul Sealings India Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(4)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Bearings India Limited, Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.), pursuant to which 13,590,220 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.) as consideration for acquiring 8,721,086 equity shares of face value of ₹10 each of Federal-Mogul Bearings India Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(5)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Tenneco Automotive India Private Limited, Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited pursuant to which 157,454,086 Equity Shares of our Company of face value of ₹10 each were allotted to Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited as consideration for acquiring 100,000 equity shares of face value of ₹10 each of Tenneco Automotive India Private Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

5. **Equity Shares issued pursuant to Sections 230 to 234 of the Companies Act, 2013 or Sections 391 to 394 of the Companies Act, 1956**

Except as disclosed below, our Company has not issued any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act since its incorporation:

Date of allotment	Reason for / nature of allotment	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
June 15, 2019	Allotment pursuant to Scheme of Arrangement for Demerger <sup>(1)</sup>	721,716,066 Equity Shares allotted to Tenneco Mauritius Holdings Limited and 55,967,054 Equity Shares allotted to Tenneco (Mauritius) Limited	777,683,120	10	10	Other than cash

<sup>(1)</sup> Such allotment has been done in consideration of the demerger of the clean air undertaking of Tenneco Automotive India Private Limited into Tenneco Clean Air India Limited as per the Scheme of Arrangement for Demerger. For details, see “**History and Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc. since incorporation**” on page 285.

Additionally, our Company has undertaken the following reduction in Equity Shares under Section 66 of the Companies Act since its incorporation, pursuant to orders passed by the NCLT, Chennai Bench:

Date of reduction	Reason for / nature of reduction	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares reduced	Face value per Equity Share (₹)	Reduction price per Equity Share (₹)	Nature of consideration
May 20, 2021	Reduction of Equity Share Capital <sup>(1)</sup>	430,892,497 Equity Shares of Tenneco Mauritius Holdings Limited and 33,414,503 Equity Shares of Tenneco (Mauritius) Limited were reduced	(464,307,000)	10	10	N.A. <sup>(1)</sup>
December 22, 2023	Reduction of Equity Share Capital <sup>(2)</sup>	92,166,446 Equity Shares of Tenneco Mauritius Holdings Limited and 7,150,845 Equity Shares of Tenneco (Mauritius) Limited were reduced	(99,317,291)	10	12	Refer note 2 below

<sup>(1)</sup> Such reduction was approved by way of the order dated April 20, 2021 passed by the NCLT, Chennai Bench, wherein the NCLT has approved the cancellation of 464,307,000 Equity Shares. The RoC issued a certificate of registration of order confirming reduction of capital dated May 20, 2021.

<sup>(2)</sup> Such reduction was approved by way of the order dated February 1, 2023 read with the order dated November 23, 2023, each passed by the NCLT, Chennai Bench, wherein the NCLT has approved the cancellation of 99,317,291 Equity Shares at a premium of ₹ 2 per share i.e. ₹12 per share amounting to total outlay of ₹ 1,191,807,492. The RoC issued a certificate of registration of order confirming reduction of capital dated December 22, 2023. Pursuant to such reduction, ₹ 342.17 million out of the total

outlay was adjusted against negative capital reserves of the Company and balance ₹ 849.64 million was returned to the shareholders by way of cash.

## 6. Issue of Equity Shares at a price lower than the Offer Price in the last year

The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/ Offer Closing Date. Except as disclosed below, our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus which may have been issued at a price lower than the Offer Price:

Date of allotment	Reason for / nature of allotment	Name(s) of allottee(s) and details of Equity Shares allotted per allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
March 26, 2025	Private placement <sup>(1)</sup>	Federal-Mogul Pty Ltd	14,478,794	10	288.85	Other than cash <sup>(1)</sup>
March 26, 2025	Private placement <sup>(2)</sup>	Federal-Mogul Investments B.V.	3,992,380	10	288.85	Other than cash <sup>(2)</sup>
March 26, 2025	Private placement <sup>(3)</sup>	6,615,274 Equity Shares allotted to Federal-Mogul Investments B.V. and 6,974,946 Equity Shares allotted to Tenneco LLC (formerly known as Tenneco, Inc.)	13,590,220	10	288.85	Other than cash <sup>(3)</sup>
March 26, 2025	Private placement <sup>(4)</sup>	146,123,690 Equity Shares allotted to Tenneco Mauritius Holdings Limited and 11,330,396 Equity Shares allotted to Tenneco (Mauritius) Limited	157,454,086	10	288.85	Other than cash <sup>(4)</sup>

<sup>(1)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Ignition Products India Limited and Federal-Mogul Pty Ltd pursuant to which 14,478,794 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Pty Ltd as consideration for acquiring 42,789,029 equity shares of face value ₹10 each of Federal-Mogul Ignition Products India Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(2)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Sealings India Limited and Federal-Mogul Investments B.V. pursuant to which 3,992,380 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Investments B.V. as consideration for acquiring 7,491,712 equity shares of face value ₹1 each of Federal-Mogul Sealings India Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(3)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Bearings India Limited, Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.), pursuant to which 13,590,220 Equity Shares of our Company of face value of ₹10 each were allotted to Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.) as consideration for acquiring 8,721,086 equity shares of face value of ₹10 each of Federal-Mogul Bearings India Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

<sup>(4)</sup> Our Company entered into a share swap agreement dated March 25, 2025 with Tenneco Automotive India Private Limited, Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited pursuant to which 157,454,086 Equity Shares of our Company of face value of ₹10 each were allotted to Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited as consideration for acquiring 100,000 equity shares of face value of ₹10 each of Tenneco Automotive India Private Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.

## 7. Issue of Equity Shares under employee stock option schemes

Our Company has not issued any Equity Shares pursuant to any employee stock option scheme since its incorporation.

## 8. Shareholding of our Promoters, members of our Promoter Group and directors of our Promoters

Except as disclosed below, neither of our Promoters hold any Equity Shares in our Company:

Name of the Shareholder	Pre-Offer		Post-Offer	
	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre- Offer Equity Share capital (%)	Number of Equity Shares of face value of ₹ 10 each	Percentage of post- Offer Equity Share capital (%)*
Tenneco Mauritius Holdings Limited	344,808,654 <sup>(1)</sup>	85.43	[●]	[●]
Tenneco (Mauritius) Limited	26,734,261	6.62	[●]	[●]
Federal-Mogul Investments B.V.	10,607,654 <sup>(2)</sup>	2.63	[●]	[●]
Federal-Mogul Pty Ltd	14,478,794 <sup>(2)</sup>	3.59	[●]	[●]
Tenneco LLC (formerly known as Tenneco, Inc.)	6,974,946 <sup>(2)</sup>	1.73	[●]	[●]
<b>Total</b>	<b>403,604,309</b>	<b>100.00</b>	<b>[●]</b>	<b>[●]</b>

\*Subject to finalisation of Basis of Allotment

<sup>(1)</sup> 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:

<sup>(a)</sup> 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

<sup>(b)</sup> 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.

<sup>(2)</sup> 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.

Except for, Federal-Mogul Vermögensverwaltungs GMBH and Federal-Mogul Holdings, Ltd., members of our Promoter Group, who hold one Equity Share each of our Company of face value of ₹ 10 each as a nominee of Tenneco Mauritius Holdings Limited, none of the other members of the Promoter Group hold any Equity Shares as on the date of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, the directors of our Promoters do not hold any Equity Shares.

## 9. History of build-up of Promoters' shareholding in our Company

Our Promoters (including through the nominees of Tenneco Mauritius Holdings Limited) collectively hold 403,604,309 Equity Shares of face value of ₹ 10 each, which constitutes 100% of the issued, subscribed and paid-up Equity Share capital of our Company. As of the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged or otherwise encumbered.

Set forth below is the build-up of our Promoters' shareholding in our Company since its incorporation:

Date of allotment/reduction	Nature of transaction	Number of Equity Shares allotted/reduced	Face value per Equity Share (₹)	Issue price/reduction price per Equity Share (₹)	Nature of consideration	% of the pre- Offer Equity Share capital	% of the post- Offer Equity Share capital
<b><i>Tenneco Mauritius Holdings Limited</i></b>							
December 21, 2018	Initial subscription to the Memorandum of Association <sup>(1)</sup>	27,841	10	10	Cash	0.01	[●]

Date of allotment/ reduction	Nature of transaction	Number of Equity Shares allotted/reduced	Face value per Equity Share (₹)	Issue price/reduction price per Equity Share (₹)	Nature of consideration	% of the pre-Offer Equity Share capital	% of the post-Offer Equity Share capital
June 15, 2019	Allotment pursuant to Scheme of Arrangement for Demerger <sup>(2)</sup>	721,716,066	10	10	Other than cash <sup>(2)</sup>	178.82	[●]
May 20, 2021	Reduction of Equity Share capital <sup>(3)</sup>	(430,892,497)	10	10	N.A. <sup>(3)</sup>	(106.76)	[●]
December 22, 2023	Reduction of Equity Share capital <sup>(4)</sup>	(92,166,446)	10	12	Refer to footnote 4	(22.84)	[●]
March 26, 2025	Private placement <sup>(5)</sup>	146,123,690	10	288.85	Other than cash <sup>(5)</sup>	36.20	[●]
<b>Total (A)</b>		<b>344,808,654<sup>(8)</sup></b>				<b>85.43</b>	<b>[●]</b>
<b>Tenneco (Mauritius) Limited</b>							
December 21, 2018	Initial subscription to the Memorandum of Association <sup>(1)</sup>	2,159	10	10	Cash	Negligible	[●]
June 15, 2019	Allotment pursuant to Scheme of Arrangement for Demerger <sup>(2)</sup>	55,967,054	10	10	Other than cash <sup>(2)</sup>	13.87	[●]
May 20, 2021	Reduction of Equity Share capital <sup>(3)</sup>	(33,414,503)	10	10	N.A. <sup>(3)</sup>	(8.28)	[●]
December 22, 2023	Reduction of Equity Share capital <sup>(4)</sup>	(7,150,845)	10	12	Refer to footnote 4	(1.77)	[●]
March 26, 2025	Private Placement <sup>(5)</sup>	11,330,396	10	288.85	Other than cash <sup>(5)</sup>	2.81	[●]
<b>Total (B)</b>		<b>26,734,261</b>				<b>6.62</b>	<b>[●]</b>
<b>Federal-Mogul Investments B.V.</b>							
March 26, 2025	Private placement <sup>(6)</sup>	10,607,654	10	288.85	Other than cash <sup>(6)</sup>	2.63	[●]
<b>Total (C)</b>		<b>10,607,654<sup>(9)</sup></b>				<b>2.63</b>	
<b>Federal-Mogul Pty Ltd</b>							
March 26, 2025	Private Placement <sup>(7)</sup>	14,478,794	10	288.85	Other than cash <sup>(7)</sup>	3.59	[●]
<b>Total (D)</b>		<b>14,478,794<sup>(9)</sup></b>				<b>3.59</b>	
<b>Tenneco LLC (formerly known as Tenneco, Inc.)</b>							
March 26, 2025	Private Placement <sup>(6)</sup>	6,974,946	10	288.85	Other than cash <sup>(6)</sup>	1.73	[●]
<b>Total (E)</b>		<b>6,974,946<sup>(9)</sup></b>				<b>1.73</b>	<b>[●]</b>
<b>Total (A+B+C+D+E)</b>		<b>403,604,309</b>				<b>100.00</b>	<b>[●]</b>

<sup>(1)</sup> Our Company was incorporated on December 21, 2018. The date of subscription to the Memorandum of Association is December 5, 2018 and the allotment of Equity Shares pursuant to such subscription was taken on record by our Board on January 16, 2019.

<sup>(2)</sup> Such allotment has been done in consideration of the demerger of the clean air undertaking of Tenneco Automotive India Private Limited into Tenneco Clean Air India Limited as per the Scheme of Arrangement for Demerger. For details, see "History and Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc. since incorporation" on page 285.

- (3) Such reduction was approved by way of the order dated April 20, 2021 passed by the NCLT, Chennai Bench, wherein the NCLT has approved the cancellation of 464,307,000 Equity Shares. The RoC issued a certificate of registration of order confirming reduction of capital dated May 20, 2021.
- (4) Such reduction was approved by way of the order dated February 1, 2023 read with the order dated November 23, 2023, each passed by the NCLT, Chennai Bench, wherein the NCLT has approved the cancellation of 99,317,291 Equity Shares at a premium of ₹ 2 per share i.e. ₹12 per share amounting to total outlay of ₹ 1,191,807,492. The RoC issued a certificate of registration of order confirming reduction of capital dated December 22, 2023. Pursuant to such reduction, ₹ 342.17 million out of the total outlay was adjusted against negative capital reserves of the Company and balance ₹ 849.64 million was returned to the shareholders by way of cash.
- (5) Our Company entered into share swap agreement dated March 25, 2025 with Tenneco Automotive India Private Limited, Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited pursuant to which the Equity Shares of our Company were allotted to Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285
- (6) Our Company entered into share swap agreement dated March 25, 2025 with Federal-Mogul Sealings India Limited and Federal-Mogul Investments B.V. pursuant to which the Equity Shares of our Company were allotted to Federal-Mogul Investments B.V. Further, our Company entered into share swap agreement dated March 25, 2025 with Federal-Mogul Bearings India Limited, Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.), pursuant to which the Equity Shares of our Company were allotted to Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.). For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285
- (7) Our Company entered into a share swap agreement dated March 25, 2025 with Federal-Mogul Ignition Products India Limited and Federal-Mogul Pty Ltd pursuant to which the Equity Shares of our Company were allotted to Federal-Mogul Pty Ltd. For details see “**History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation**” on page 285.
- (8) 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. and 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.
- Our Board passed a resolution dated January 28, 2025 recording the transfer of the registered ownership of one Equity Share of face value of ₹ 10 each of our Company by Tenneco Mauritius Holdings Limited to each of its abovementioned five nominees.
- (9) 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.

## 10. Secondary Transactions involving our Promoters, Promoter Group and Promoter Selling Shareholder

As on the date of the Draft Red Herring Prospectus, there have been no secondary transactions of Equity Shares of our Company involving our Promoters (including Promoter Selling Shareholder) and the members of our Promoter Group (other than transfer of the registered ownership of one Equity Share of face value of ₹ 10 each by our Promoter, Tenneco Mauritius Holdings Limited to each of Federal-Mogul Investments B.V., Federal-Mogul Pty Ltd, Federal-Mogul Vermögensverwaltungs GMBH, Federal-Mogul Holdings, Ltd and Tenneco LLC (formerly known as Tenneco, Inc.), with such Equity Shares to be held by such Shareholders as nominees of Tenneco Mauritius Holdings Limited).

## 11. Details of minimum Promoters’ Contribution locked in for 18 months

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoter contribution and locked-in for a period of 18 months or any other period as may be prescribed under applicable law, from the date of Allotment (“**Promoters’ Contribution**”) and the Equity Shares held by our Promoters in excess of Promoters’ Contribution and not transferred pursuant the Offer, shall be locked in for a period of six months, from the date of Allotment or any other period as may be prescribed under applicable law.

Our Promoters have given their consent to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters’ Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters’ Contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The details of Equity Shares held by our Promoters, which will be locked-in for minimum Promoters’ Contribution for a period of 18 months, from the date of Allotment as Promoters’ Contribution are as provided below:

Name of our Promoter	Number of Equity Shares of face value ₹ 10 each held	Number of Equity Shares of face value ₹ 10 each locked-in*	Date of allotment/ transfer <sup>#</sup>	Face value per Equity Share (₹)	Allotment/ Acquisition price per Equity Share of face value ₹ 10 each (₹)	Nature of transaction	% of the pre- Offer paid-up capital (%)	% of the post- Offer paid-up capital*	Date upto which Equity Shares are subject to lock-in
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
<b>Total</b>	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

Note: To be updated at the Prospectus stage.

\* Subject to finalisation of Basis of Allotment.

Our Company undertakes that the Equity Shares being locked-in are not and will not be ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. For details on the build-up of the Equity Share capital held by our Promoters, see “- **History of build-up of Promoters' shareholding in our Company**” on page 128.

In this connection, we confirm the following:

- (i) Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits or from bonus issue against Equity Shares which are otherwise in-eligible for computation of Promoters' Contribution;
- (ii) the Promoters' Contribution does not include any Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- (iii) our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a Company; and
- (iv) the Equity Shares forming part of the Promoter's Contribution are not subject to any pledge or any other form of encumbrance.
- (v) All the Equity Shares held by our Promoters are in dematerialised form.

## 12. Details of share capital locked-in for six months

In addition to Promoters' Contribution locked in for 18 months, any Equity Shares held by our Promoters in excess of Promoters' Contribution shall be locked in for a period of six months from the date of Allotment in the Offer or such other period as may be prescribed under the SEBI ICDR Regulations. Pursuant to Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked in for a period of six months from the date of Allotment, except for Equity Shares Allotted pursuant to the Offer for Sale and except for:

1. the Promoters' Contribution and any Equity Shares held by our Promoters in excess of the Promoters' Contribution, which shall be locked in as above; and
2. any Equity Shares allotted to employees, whether currently an employee or not, pursuant to any employee stock option schemes or a stock appreciation right scheme prior to the Offer;
3. Equity Shares held by an employee stock option trust or transferred to the employees by an employee stock option trust pursuant to exercise of options by the employees, whether currently employees or not, in accordance with the employee stock option plan or employee stock purchase scheme or a stock appreciation right scheme;
4. Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI; and

In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such VCF or Category I AIF or Category II AIF or FVCI.

As on the date of this Draft Red Herring Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or deposit taking housing finance companies as collateral security for loans granted by such entity, provided that such pledge of the Equity Shares is one of the terms of the sanctioned loan. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the expiry of the lock-in period stipulated above.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred amongst our Promoters or any member of the Promoter Group or to any new promoter, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer, may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the provisions of the Takeover Regulations.

### **13. Lock-in of Equity Shares Allotted to Anchor Investors**

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Category shall be locked-in for a period 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Category shall be locked-in for a period of 30 days from the date of Allotment.

*[The remainder of this page is intentionally left blank]*



#### 14. Our shareholding pattern

The shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus is as set forth below:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares of face value of ₹10 each held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number of Equity Shares underlying outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Class e.g.: Equity Shares	Class e.g.: Others	Total	Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	Promoters and Promoter Group	7*	403,604,309 <sup>#</sup>	-	-	403,604,309 <sup>#</sup>	100.00	403,604,309 <sup>#</sup>	-	403,604,309 <sup>#</sup>	100.00	-	-	-	-	-	-	403,604,309 <sup>#</sup>
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	7*	403,604,309 <sup>#</sup>	-	-	403,604,309 <sup>#</sup>	100.00	403,604,309 <sup>#</sup>	-	403,604,309 <sup>#</sup>	100.00	-	-	-	-	-	-	403,604,309 <sup>#</sup>

Note:

\* Our Company has seven Shareholders as on the date of this Draft Red Herring Prospectus and these Shareholders comprise our five Promoters and two members of our Promoter Group, being Federal-Mogul Vermögensverwaltungs GMBH and Federal-Mogul Holdings, Ltd. as nominees of one of our Promoter, Tenneco Mauritius Holdings Limited.

<sup>#</sup> 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.

15. As on the date of this Draft Red Herring Prospectus, our Company has seven Shareholders. Such Shareholders comprise our five Promoters and two members of our Promoter Group as nominees of one of our Promoter, Tenneco Mauritius Holdings Limited.

**16. Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company**

None of our Directors or Key Managerial Personnel or Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

**17. Details of shareholding of the major shareholders of our Company**

- (a) Set forth below are details of shareholder holding 1% or more of the paid-up Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre- Offer Equity Share capital (%)
1.	Tenneco Mauritius Holdings Limited	344,808,654 <sup>(1)</sup>	85.43
2.	Tenneco (Mauritius) Limited	26,734,261	6.62
3.	Federal-Mogul Investments B.V.	10,607,654 <sup>(2)</sup>	2.63
4.	Federal-Mogul Pty Ltd	14,478,794 <sup>(2)</sup>	3.59
5.	Tenneco LLC	6,974,946 <sup>(2)</sup>	1.73

<sup>(1)</sup> 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:

<sup>(a)</sup> 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

<sup>(b)</sup> 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.

<sup>(2)</sup> 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.

- (b) Set forth below are details of shareholder holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre- Offer Equity Share capital (%)
1.	Tenneco Mauritius Holdings Limited	344,808,654 <sup>(1)</sup>	85.43
2.	Tenneco (Mauritius) Limited	26,734,261	6.62
3.	Federal-Mogul Investments B.V.	10,607,654 <sup>(2)</sup>	2.63
4.	Federal-Mogul Pty Ltd	14,478,794 <sup>(2)</sup>	3.59
5.	Tenneco LLC	6,974,946 <sup>(2)</sup>	1.73

<sup>(1)</sup> 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:

<sup>(a)</sup> 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 (formerly known as Tenneco, Inc.), Promoters of our Company; and

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

<sup>(2)</sup> 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.

- (c) Set forth below are details of shareholder holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre- Offer Equity Share capital (%)
1.	Tenneco Mauritius Holdings Limited	198,684,964	92.80
2.	Tenneco (Mauritius) Limited	15,403,865	7.20

- (d) Set forth below are details of shareholder holding 1% or more of the paid-up share capital of our Company

as of two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%)
1.	Tenneco Mauritius Holdings Limited	290,851,410	92.80
2.	Tenneco (Mauritius) Limited	22,554,710	7.20

#### 18. Employee stock option scheme

As on the date of this Draft Red Herring Prospectus, our Company has adopted the Employee Stock Option Scheme 2025 (“**ESOP Scheme**”) pursuant to the resolutions passed by our Board and our Shareholders, each dated June 27, 2025. As on date of this Draft Red Herring Prospectus, no options have been granted, vested or exercised under the ESOP Scheme. Pursuant to the ESOP Scheme, our Company aims to attract, retain and motivate key talent working with our Company, Subsidiaries and associate companies, by rewarding the eligible employees, for their high performance and by motivating them to contribute to the overall growth and profitability of our Company. The ESOP Scheme is in compliance with the Companies Act, 2013 and SEBI SBEBSE Regulations and has been certified by Jaya Yadav & Associates, Practicing Company Secretary, pursuant to a certificate dated June 30, 2025.

Pursuant to the ESOP Scheme, the Nomination and Remuneration Committee of our Company is authorized to grant up to such number of options to the eligible employees in one or more tranches, from time to time, that shall be exercisable into Equity Shares which are not more than 2% of the total share capital of our Company as on the date of the abovementioned resolution passed by our Shareholders, with each such option conferring a right upon the option grantee to subscribe to one Equity Share of our Company upon its exercise. The ESOP Scheme shall be effective on and from the date of listing the Equity Shares on the Stock Exchanges.

19. Except as disclosed under “- *Notes to the Capital Structure – Equity Share capital history of our Company*” and “- *Notes to the Capital Structure – History of build-up of Promoters’ shareholding in our Company*” on pages 121 and 128 respectively, our Promoters, members of our Promoter Group, directors of our Promoters, our Directors or their relatives have not sold or purchased any Equity Shares during the six months preceding the date of this Draft Red Herring Prospectus.
20. There have been no financing arrangements whereby our Promoters, members of the Promoter Group, directors of our Promoters, our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
21. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangement for purchase of the Equity Shares being offered through the Offer.
22. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares to be transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.
23. There are no outstanding convertible securities, warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person to an option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.
24. As on the date of this Draft Red Herring Prospectus, there is no employee stock appreciation right scheme.
25. There will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.
26. There is no proposal or intention, negotiations or consideration by our Company to alter its capital structure by way of split or consolidation of the denomination of Equity Shares or issue of Equity Shares or convertible

securities on a preferential basis or issue of bonus or rights or further public offer of such securities, within a period of six months from the Bid/Offer Opening Date.

27. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law. None of the Promoters or other members of our Promoter Group will participate in the Offer except to the extent of their participation in the Offer for Sale.
28. The issuance of Equity Shares (including reduction of equity share capital) since incorporation until the date of this Draft Red Herring Prospectus, by our Company has been undertaken in accordance with the provisions of the Companies Act, as to the extent applicable.
29. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.
30. No person connected with the Offer, including, but not limited to, our Company, the Promoter Selling Shareholder, the members of the Syndicate, or our Directors, members of our Promoter Group and the Promoters shall offer or make payment of any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or discount or commission or allowance or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
31. We confirm that the Book Running Lead Managers are not associates of the Company as per Regulation 21A of the SEBI Merchant Bankers Regulations.
32. As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates (as defined in the SEBI Merchant Bankers Regulations) do not hold any Equity Shares. The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company and its respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and each of its respective directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.
33. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by entities which are associates of the BRLMs or FPIs (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs); nor (ii) any person related to the Promoters or Promoter Group can apply under the Anchor Investor Portion.

## 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 ₹ 30,000.00 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 104.

Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity and a public market for the Equity Shares in India.

### 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 476.

### Offer-related Expenses

The Offer expenses are estimated to be approximately ₹ [●] million.

The expenses in relation to this Offer include, among others, listing fees, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsel, fees payable to the Registrar to the Offer, Escrow Collection Bank(s) and Sponsor Bank(s) to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the listing fees, audit fees of statutory auditors (to the extent not attributable to the Offer), expenses in relation to product or corporate advertisements, i.e. any corporate advertisements consistent with past practices of the Company (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer), each of which will be solely borne by our Company, fees and expenses in relation to the legal counsel to the Promoter Selling Shareholder (including all applicable taxes), all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer including, Offer advertising, printing, road show expenses, accommodation and travel expenses, stamp, transfer, issuance, documentary, registration, costs for execution and enforcement of this Agreement, Registrar’s fees, fees to be paid to the BRLMs, fees and expenses of legal counsel to the Company and the BRLMs, fees and expenses of the auditors, fees to be paid to sponsor banks, SCSBs (processing fees and selling commission), brokerage for syndicate members, commission to Registered Brokers, Collecting DPs and RTAs, and payments to consultants, and advisors, shall be borne by the Promoter Selling Shareholder, subject to compliance with applicable law and as agreed among parties. All the expenses relating to the Offer shall be paid by our Company in the first instance. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, Promoter Selling Shareholder shall reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the Promoter Selling Shareholder directly from the Public Offer Account except as may be prescribed by the SEBI or any other regulatory authority. In the event the Offer is withdrawn or unsuccessful or the listing and trading approvals from the Stock Exchanges are not received, subject to applicable laws, all costs and expenses (including all applicable taxes) with respect to the Offer shall be exclusively borne by our Company, unless specifically required otherwise by the relevant governmental authority and reimbursed by the Promoter Selling Shareholder. Our Company and the Promoter Selling Shareholder shall pay the fees and expenses of the BRLMs as agreed to among the parties

The break-up of the estimated Offer expenses are as follows:

Activity	(₹ in million)		
	Estimated expenses* (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees and commissions payable to the BRLMs (including any underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]

Activity	Estimated expenses* (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Offer. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs <sup>(1)</sup>	[●]	[●]	[●]
Printing and distribution of Offer stationery	[●]	[●]	[●]
Others	[●]	[●]	[●]
A. Regulatory filing fees, book building software fees, listing fees etc			
B. Fee payable to Statutory Auditor, namely, Deloitte Haskins and Sells LLP	[●]	[●]	[●]
C. Fees payable to other intermediaries (including Independent Chartered Engineers, Industry expert)	[●]	[●]	[●]
D. Fees payable to legal counsels	[●]	[●]	[●]
E. Miscellaneous	[●]	[●]	[●]
<b>Total estimated Offer expenses</b>	[●]	[●]	[●]

\* Offer expenses include goods and services tax, where applicable. Amounts will be finalised and incorporated at the time of filing of the Prospectus.

\*Offer expenses are estimates and are subject to change.

- a. Selling commission payable to the SCSBs on the portion for Retail Individual Investors, Non-Institutional Investors which are directly procured and uploaded by the SCSBs, would be as follows:

Portion for Retail Individual Investors*	[●]% of the amount allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	[●]% of the amount allotted (plus applicable taxes)

\*Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price.

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.

- b. No uploading/processing fees shall be payable by our Company and the Promoter Selling Shareholder to the SCSBs on the application directly procured by them.

Processing fees payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors (excluding UPI Bids) which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Investors and Non-Institutional Investors	₹[●] per valid application (plus applicable taxes)
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- c. Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate /RTAs/ CDPs/ Registered Brokers	₹ [●] per valid Bid cum Application Form (plus applicable taxes)
Sponsor Bank	₹ [●] per valid Bid cum Application Form (plus applicable taxes)  The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.

\* Based on valid Bid cum Application Forms.

- d. Brokerage, selling commission and processing/uploading charges on the portion for UPI Bidders, Retail Individual Investors and Non-Institutional Investors which are procured by members of the Syndicate (including their sub-Syndicate members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate members) would be as follows:

Portion for UPI Bidders*	[●]% of the amount allotted (plus applicable taxes)
Portion for Retail Individual Investors*	[●]% of the amount allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	[●]% of the amount allotted (plus applicable taxes)

\*Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price.

- e. The selling commission payable to the Syndicate / sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.

- f. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by them and submitted to SCSB for blocking, would be as follows: ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.

*Bidding charges payable to the Registered Brokers, RTAs/CDPs on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured by the Registered Broker or RTAs or CDPs and submitted to SCSB for processing, would be as follows:*

<i>Portion for Retail Individual Investors*</i>	<i>₹[●] per valid application (plus applicable taxes)</i>
<i>Portion for Non-Institutional Investors*</i>	<i>₹[●] per valid application (plus applicable taxes)</i>

*\* Based on valid Bid cum Application Forms*

- g. All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.*
- h. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.*

### **Monitoring Utilization of Funds**

Since the Offer is an Offer for Sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

### **Other confirmations**

Except to the extent of proceeds received pursuant to the sale of Offered Shares in the Offer for Sale by the Promoter Selling Shareholder, none of our Promoters, Directors, Key Managerial Personnel, Senior Management, and members of our Promoter Group will, directly or indirectly receive any portion of the Offer Proceeds.

## BASIS FOR OFFER PRICE

The Price Band, Floor Price and Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the quantitative and qualitative factors described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value of the Equity Shares. Investors should also refer to “*Our Business*”, “*Risk Factors*”, “*Restated Consolidated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 228, 45, 324 and 428, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

1. **Market leading supplier of critical, highly engineered and technology intensive clean air, powertrain and suspension solutions to leading Indian and global OEMs.**
  - We supply critical, highly engineered and technology intensive clean air, powertrain and suspension solutions tailored for Indian OEMs and export markets, with leading market shares across several automotive industry sub-segments (*Source: Crisil Report*).
  - We are the largest supplier of Clean Air Solutions to Indian CT OEMs with a market share of 60% in terms of value (revenue) in Fiscal 2024, among the top two suppliers of Clean Air Solutions to Indian OH OEMs (excluding tractors) with a market share of 42% and among the top four suppliers of Clean Air Solutions to PV OEMs with a market share of 20%. We are also the largest supplier of shock absorbers to Indian PV OEMs with a market share of 48% in terms of value (revenue) in Fiscal 2024 (*Source: Crisil Report*).
  - Our market leadership is built on long-standing relationships with a diverse customer base including Indian and global OEMs. In fiscal 2025, we served 119 customers, including all top seven PV OEMs in India and all top five CT OEMs in India (ranking of OEMs determined based on sales volume in Fiscal 2024) (*Source: CRISIL Report*).
2. **Strategically diversified portfolio of proprietary products and solutions well positioned to capture market and industry trends**
  - We offer a diversified range of customized and proprietary products and solutions for each industry sub-segment including exhaust aftertreatment systems such as catalytic converters, mufflers and exhaust pipes, engine bearings, sealing systems, spark plugs, shock absorbers and struts and advanced suspension systems.
  - In addition to supplying OEMs, we generate revenue from the aftermarket and exports, traditionally counter-cyclic revenue streams.
  - Clean Air and Powertrain Solutions and Advanced Ride Technologies contributed 52.55% and 47.45% to our Value Added Revenue in Fiscal 2025, 56.32% and 43.68% in Fiscal 2024 and 54.20% and 45.80% in Fiscal 2023 respectively.
  - We generated our revenue primarily from 4 different end markets, namely, PV, CV, Industrial/Others and Aftermarket which contributed 63.53%, 21.54%, 6.82% and 5.45% respectively to our Value Added Revenue (“VAR”) in Fiscal 2025.
3. **Innovation-focused approach aided by our ability to leverage Tenneco Group’s global R&D initiatives to cross-deploy global technologies for proprietary, modular and customized products at Indian price points**
  - Our R&D initiatives are driven by our technical team, often in close collaboration with our customers, to develop and offer innovative, cost-effective and customized systems and solutions. As of the date of this Draft Red Herring Prospectus, we have nine registered designs under the Designs Act, 2000 and the Design Rules, 2001 and one granted patent under the Patents Act, 1970 in India.



- As of March 31, 2025, we operated two R&D technical centers in India equipped to address global and local customer needs.
- 4. Flexible and automated manufacturing footprint of 12 strategically located plants well-supported by a localized supply chain**
- We have 12 manufacturing facilities across seven states and one union territory in India, comprising seven Clean Air & Powertrain Solutions facilities and five Advanced Ride Technology facilities, as of March 31, 2025. Our facilities are strategically located in key automotive OEM hubs in India such as Maharashtra, Tamil Nadu and Gujarat.
  - Our manufacturing facilities are supported by a highly localized supply chain aimed at efficiency and cost optimization - We sourced domestically 91.53%, 91.94%, and 92.47% of cost of materials consumed excluding cost of substrates in Fiscal 2025, 2024 and 2023, respectively.
- 5. Strong financial performance supported by growth, profitability and efficient use of capital**
- We believe our track record of growth, profitability and efficient use of capital positions us well for continued success and underscores our commitment to delivering value to our stakeholders.
  - Over the past three Fiscals, we experienced considerable growth and improved our margins.
    - Our restated profit for the year increased from ₹3,810.43 million in Fiscal 2023 to ₹4,167.87 million in Fiscal 2024 and ₹5,531.43 million in Fiscal 2025, representing a CAGR of 20.48%, evidencing our focus on profitable growth and continual improvement.
    - Our EBITDA Margin (Basis revenue from operations) was relatively stable at 11.82% in Fiscal 2023 and 11.19% in Fiscal 2024 and increased to 16.67% in Fiscal 2025. Similarly, our EBITDA Margin (Basis Value Added Revenue) increased from 14.62% in Fiscal 2023 to 18.61% in Fiscal 2025.
    - Our PAT Margin (as a percentage of revenue from operations) increased from 7.89% in Fiscal 2023 to 11.31% in Fiscal 2025. Similarly, our PAT Margin (Basis Value Added Revenue) increased from 9.77% in Fiscal 2023 to 12.63% in Fiscal 2025.
    - Our cash conversion cycle improved from (10) days in Fiscal 2023 to (18) days in Fiscal 2024 and (24) days in Fiscal 2025.
- 6. Qualified and experienced board of directors and management team supported by skilled work force**
- We are led by a qualified and experienced board of directors, and a professional and experienced management team with extensive experience in the automotive industry.
  - Our management team is led by Arvind Chandrasekharan, our CEO and Whole-time Director who has over 21 years of experience in the automotive industry and Mahender Chhabra, our Chief Financial Officer, who has over 27 years of experience.
  - Our Board includes three independent directors who chair all the six Board committees (including IPO committee) to ensure high corporate governance standards in line with Tenneco LLC's governance standards.
  - Certain of our members of Senior Management have been with the Tenneco Group for a significant period of time demonstrating continuity and commitment in our leadership. For example – both Rishi Verma (President - India) and R. C. Subramaniam (Executive Director and General Manager – Advanced Ride Technologies) have been with the Tenneco Group for over 18 years.
  - Tenneco LLC, our Promoter, is owned by funds managed by affiliates of Apollo Global Management, Inc. (together with its subsidiaries, “**Apollo**”). Apollo is a global alternative asset manager with approximately \$751 billion of assets under management as of December 31, 2024.

For further details, see “*Our Business – Our Competitive Strengths*” on page 235.

## Quantitative Factors

The information presented below relating to us is based on the Restated Consolidated Financial Information. For further information, see “*Restated Consolidated Financial Information*” and “*Other Financial Information*” beginning on pages 324 and 421 respectively.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

### A. Basic and diluted earnings per share (“EPS”):

Fiscal ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Fiscal ended March 31, 2025	13.68	13.68	3
Fiscal ended March 31, 2024	8.90	8.90	2
Fiscal ended March 31, 2023	7.58	7.58	1
<b>Weighted Average</b>	<b>11.07</b>	<b>11.07</b>	-

Notes:

- The figures above are derived from the Restated Consolidated Financial Information.
- Weighted average is aggregate of year wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year divided by total of weights. Weights have been determined by our Company.
- Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations.
- 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 Fiscal 2025, 2024 and 2023 was 403.60 million, 467.92 million and 502.92 million respectively.

### B. Price/Earning (“P/E”) ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for the Financial Year 2025	[●] <sup>#</sup>	[●] <sup>#</sup>
Based on diluted EPS for the Financial Year 2025		

<sup>#</sup>To be updated on finalisation of the Price Band.

### C. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest, lowest and industry average P/E ratio are set forth below:

Particulars	Industry P/E Ratio (based on diluted EPS)
Highest	64.51
Lowest	16.92
Average	44.88

Note: The highest and lowest industry P/E ratio shown above is based on the peer set provided below under “*Comparison of accounting ratios with listed industry peers*”. The industry average has been calculated as the arithmetic average P/E ratio of the peer set provided below.

### D. Return on Net Worth (“RoNW”)

Fiscal ended	Return On Net Worth (%)	Weight
Fiscal ended March 31, 2025	46.65%	3
Fiscal ended March 31, 2024	33.40%	2
Fiscal ended March 31, 2023	28.75%	1
<b>Weighted Average</b>	<b>39.25%</b>	

Notes:

- Return on Net Worth (RoNW) % = Restated profit for the year divided by average net worth of our Company. Average Network is computed as average of opening and closing Net Worth
- Net Worth means the aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as on March 31, 2025, 2024 and 2023. Therefore, net worth for the group includes paid-up share capital, retained earnings, securities premium, Deemed Equity Contribution from Parent Company and Share Application Money Pending Allotment and excludes Capital Reserve,

Capital Reserve on Business Combination under Common Control, Capital Redemption Reserve, Stock Compensation Reserve and NCI.

3. Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e., Return on Net Worth x Weight for each year/total of weights. Weights have been determined by our Company.

For a reconciliation of non-GAAP measures, see “**Other Financial Information**” beginning on page 421.

## E. Net Asset Value Per Equity Share (face value of ₹ 10 each)

Net Asset Value Per Equity Share	Amount (in ₹)
As on March 31, 2025	31.10
March 31, 2024	27.67
March 31, 2023	27.42
After the Offer*	
- At Floor Price	[●]
- At Cap Price	[●]
At Offer Price <sup>(^)</sup>	[●]

\* To be computed post finalization of Price Band

^ Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

Notes:

1. Net assets value per share = Net asset value per share is calculated by dividing net worth as at the end of the Fiscal by the closing number of equity shares adjusted on account of business combination. The closing number of equity shares for Fiscal 2025, 2024 and 2023, adjusted for business combination was 403.60 million, 403.60 million and 502.92 million respectively.
2. Net Worth means the aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as on March 31, 2025, 2024 and 2023. Therefore, net worth for the group includes paid-up share capital, retained earnings, securities premium, Deemed Equity Contribution from Parent Company and Share Application Money Pending Allotment and excludes Capital Reserve, Capital Reserve on Business Combination under Common Control, Capital Redemption Reserve, Stock Compensation Reserve and NCI.

## Comparison of accounting ratios with listed industry peers

The following peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses in terms of our size and our business model:

Name of the company	Face value (₹ per share)	Closing price (₹ per share as on 23 <sup>rd</sup> June) <sup>(3)</sup>	Revenue from operations for Financial Year 2025 (in ₹ million)	Earnings per share for Financial Year 2025 (₹)		Net Asset Value Per Equity Share <sup>(7)</sup>	Price/earnings ratio <sup>(4)</sup>	Net worth <sup>(5)</sup>	Return On Net Worth (RoNW) (%) <sup>(6)</sup>	Market capitalisation/ Revenue from Operations <sup>(8)</sup>
				Basic	Diluted					
Company <sup>(1)</sup>	10	Not Applicable	48,904.30	13.68	13.68	31.10	[●] <sup>##</sup>	12,550.93	46.65%	[●] <sup>##</sup>
<b>Listed peers <sup>(2)</sup></b>										
Bosch Ltd	10	31,575.00	1,80,874.00	683.25	683.25	4,683.48	46.21	129,351.00	15.56%	5.15
Timken India Ltd	10	3,248.20	31,478.10	59.48	59.48	378.21	54.61	26,310.65	17.00%	7.76
SKF India Ltd	10	4,603.00	49,199.00	114.50	114.50	525.50	40.20	26,403.50	21.43%	4.63
ZF Commercial Vehicle Control System India Ltd	5	13,047.00	38,309.63	242.90	242.90	1,694.75	53.71	30,024.29	15.35%	6.46
Sharda Motor Industries Ltd	2	1,856.40	28,365.71	109.71	109.71	369.92	16.92	10,338.55	30.46%	1.88
Gabriel India Ltd	1	592.20	40,633.81	17.05	17.05	82.38	34.73	10,927.19	22.42%	2.09
Uno Minda Ltd	2	1,056.00	1,67,746.10	16.42	16.37	99.75	64.51	53,398.20	17.66%	3.61
Sona BLW Precision Forgings Ltd	10	477.35	35,460.21	9.92	9.92	88.38	48.12	40,725.49	14.76%	8.37
<b>Average of Listed Peers</b>							<b>44.88</b>			<b>4.99</b>

<sup>##</sup> To be determined on conclusion of the Book Building Process.

<sup>(1)</sup> Financial information of our Company has been derived from the Restated Consolidated Financial Information as of/ for the financial year ended March 31, 2025

<sup>(2)</sup> 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

<sup>(3)</sup> Closing Price of peers represents the closing market price of equity shares of the listed peer on NSE as on June 23, 2025.

<sup>(4)</sup> P/E Ratio for the listed industry peer has been computed based on the closing market price of equity shares, on NSE as on June 23, 2025, divided by the diluted EPS of the latest respective Fiscal year (viz Fiscal 2025).

<sup>(5)</sup> The peers have not reported detailed note to the financials, net worth has been determined based on Total Equity excluding NCI reported by the peers.

<sup>(6)</sup> Return on Net Worth (RoNW) % for peers is calculated as Profit for the year attributable to the owners divided by average net worth

- of the peer. Average Networth is computed as average of opening and closing Net Worth.
- (7) Net asset value per share is calculated by dividing net worth as at the end of the Fiscal by the closing number of equity shares as on March 31, 2025
- (8) Market Capitalization for peers is computed as the product of outstanding equity shares as on March 31, 2025 and closing market price of equity shares of the peer on NSE as on June 23, 2025

## 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 Rs 150,000 million as on June 23, 2025 and comparable return metrics (Return of Equity exceeding 15% for Fiscal Year 2025). Basis these criterias, 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.

## Key Performance Indicators

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the Offer Price. The KPIs disclosed below have been used historically by our Company to understand and analyze our business performance, which in result, help us in analyzing the growth of business in comparison to our peers. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational metrics, to make an assessment of our performance in various business verticals and make an informed decision.

The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated June 30, 2025 and certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), on behalf of the management of our Company by way of certificate dated June 30, 2025. The management and the members of our Audit Committee have verified and confirmed the details of all KPIs pertaining to our Company and have also confirmed that the KPIs disclosed below have been identified and disclosed in accordance with the SEBI ICDR Regulations and the Industry Standards on Key Performance Indicators Disclosures in the Draft Offer Document and Offer Document (“**KPI Standards**”). Further, the management and the members of our Audit Committee have also confirmed that there has been no information which has been disclosed to any investor at any point of time during the three years preceding to the date of filing of this Draft Red Herring Prospectus. They have also confirmed that no information has been shared with our Promoters and members of Promoter Group in their capacity of holders of relevant securities of our Company during the three years prior to the filing of the Draft Red Herring Prospectus. Further, the KPIs disclosed herein have been certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), pursuant to certificate dated June 30, 2025, which has been included as part of the “**Material Contracts and Documents for Inspections**” beginning on page 587.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see “**Our Business**”, beginning on page 228 of this DRHP, respectively. We have described and defined the KPIs, as applicable, in the section “**Definitions and Abbreviations – Key Performance Indicators**” on page 13.

The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by our Board of our Company) until one year after the date of listing of the Equity Shares on the Stock Exchanges or for such other duration as may be required under the SEBI ICDR Regulations. The criteria for disclosing KPIs until complete utilisation of the proceeds of the Offer is not applicable given that the Offer comprises only of offer for sale.

Details of our KPIs as of and for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, is set out below:

Metric	Unit	As at and for the Fiscal		
		2025	2024	2023
<i>Financial metrics</i>				
Value added Revenue (VAR) <sup>1</sup>	₹ million	43,801.21	42,686.07	39,020.00

Metric	Unit	As at and for the Fiscal		
		2025	2024	2023
VAR Growth (%) <sup>2</sup>	%	2.61%	9.40%	NA
Revenue from Operations <sup>3</sup>	₹ million	48,904.30	54,676.12	48,273.68
Revenue Growth (%) <sup>4</sup>	%	(10.56)%	13.26%	NA
EBITDA <sup>5</sup>	₹ million	8,152.39	6,120.85	5,706.34
EBITDA Growth (%) <sup>6</sup>	%	33.19%	7.26%	NA
EBITDA Margin (%) (Basis VAR) <sup>7</sup>	%	18.61%	14.34%	14.62%
EBITDA Margin (%) (Basis Revenue from Operations) <sup>8</sup>	%	16.67%	11.19%	11.82%
Profit After Tax (PAT) <sup>9</sup>	₹ million	5,531.43	4,167.87	3,810.43
PAT Growth (%) <sup>10</sup>	%	32.72%	9.38%	NA
PAT Margin (%) (Basis VAR) <sup>11</sup>	%	12.63%	9.76%	9.77%
PAT Margin (%) (Basis Revenue from Operations) <sup>12</sup>	%	11.31%	7.62%	7.89%
Net Debt <sup>13</sup>	₹ million	(2,662.06)	(1,679.77)	(3,802.26)
Net Debt to Equity Ratio <sup>14</sup>	Number of times	(0.17)	(0.17)	(0.31)
Net Debt to EBITDA Ratio <sup>15</sup>	Number of times	(0.33)	(0.27)	(0.67)
Return on Equity (ROE) <sup>16</sup>	%	42.65%	38.05%	32.88%
Return on Capital Employed (ROCE) <sup>17</sup>	%	56.78%	45.40%	33.51%
Fixed Assets Turnover Ratio <sup>18</sup>	Number of times	8.37	9.07	7.76
Net Working Capital <sup>19</sup>	₹ million	1,778.29	806.30	2,915.34
Net Working Capital Days <sup>20</sup>	Days	13	5	22
Cash Conversion Cycle <sup>21</sup>	Days	(24)	(18)	(10)
<b>Business Divisions-wise Revenue:<sup>22</sup></b>				
Clean Air and Powertrain Solutions Division	₹ million	28,122.69	36,031.07	30,403.47
Advanced Ride Technologies Division	₹ million	20,781.61	18,645.05	17,870.21

**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 delivery 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 Fiscal minus VAR for the previous Fiscal as a percentage of VAR for the previous 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 fiscal as a percentage of Revenue from operations for the previous Fiscal.
- (5) EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit for the year plus total tax expense, finance cost, depreciation and amortization expense minus other income.
- (6) EBITDA Growth (%) is calculated as EBITDA for the current fiscal less EBITDA for the previous fiscal as a percentage of EBITDA for the previous 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 fiscal less PAT for the previous fiscal as a percentage of PAT for the previous Fiscal.
- (11) PAT Margin % (Basis VAR) is calculated as Restated profit for the year as a percentage of VAR.
- (12) PAT Margin % (Basis Revenue from Operations) is calculated as Restated profit for the 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 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 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 earning before interest and taxes (EBIT) as a percentage of Capital Employed. EBIT is calculated as Restated profit for the 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.

- <sup>(19)</sup> Net Working Capital is calculated as Current Assets (excluding assets classified as held for sale) less Current Liabilities (excluding liabilities relating to assets held for sale) as per Restated Consolidated Financial Information.
- <sup>(20)</sup> Net working capital days is calculated as 365 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.
- <sup>(21)</sup> 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), rounded to the nearest whole number. Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365), 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), 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.
- <sup>(22)</sup> 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.

Brief explanations of the relevance of the KPIs for our business operations are set forth below:

Metric	Explanation
Value Added Revenue (VAR)	Value added Revenue (VAR) means revenue from operations after excluding Substrate/Passthrough sales. 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 delivery 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.
VAR Growth (%)	Growth rate of value added revenue provides information regarding the growth of our business (adjusted for non-value added products such as substrates) for the respective period
Revenue from Operations	Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size and scale of our business
Revenue Growth (%)	Growth rate of revenue from operations provides information regarding the growth of our business for the respective period
EBITDA	EBITDA is crucial because it is a metric that is reflection of our company’s profitability before interest, depreciation, amortisation and taxes
EBITDA Growth (%)	EBITDA Growth rate of provides information regarding the growth of our EBITDA for the respective period
EBITDA Margin (%) (Basis Revenue from Operations)	EBITDA Margin (Basis Revenue from Operations) is an indicator of the operational profitability and financial performance of our business
EBITDA Margin (%) (Basis VAR)	EBITDA Margin (Basis Value Added Revenue) is an indicator of the operational profitability and financial performance of our business after removing substrates component from revenue
Profit After Tax (PAT)	Provides information regarding the profitability of the business carried on by our Company
PAT Growth (%)	PAT Growth rate of provides information regarding the growth of our Profit for the respective period
PAT Margin (%) (Basis Revenue from Operations)	PAT Margin (Basis Revenue from Operations) reflects the overall profitability of the business of our Company
PAT Margin (%) (Basis VAR)	PAT Margin (Basis Value Added Revenue) reflects the overall profitability of the business of our Company in relation to value added products
Net Debt	Net Debt helps to track our leverage position and profile adjusted for cash

<b>Metric</b>	<b>Explanation</b>
Net Debt to Equity Ratio	Net Debt to Equity is a measure that indicates how much of company assets are financed by debt
Net Debt to EBITDA Ratio	Net Debt to EBITDA is a measure of the extent to which our Company can cover our debt through operating profit. It helps evaluate our financial leverage.
Return on Equity (ROE)	Return on Equity provides how efficiently our Company generates profits from shareholders' funds
Return on Capital Employed (ROCE)	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in the business
Fixed Assets Turnover Ratio	Fixed Asset Turnover Ratio measures the efficiency and sweating of our fixed assets in generating revenue or sales
Net Working Capital	Net working capital is the measure of funds used to fund operations and meet short-term obligations
Net Working Capital Days	Net working capital days helps to evaluate the average number of days it takes for a business to convert its net working capital into revenue
Cash Conversion Cycle	Cash conversion cycle measures how long it takes for a company to convert its investments in Inventory and Receivables adjusted for Payables into cash
Business Divisions-wise Revenue	Business Division-wise Revenue helps company to measure the performance of each of our business divisions

We have described and defined the KPIs, as applicable, in “**Definitions and Abbreviations**” beginning on page 1. For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 228 and 428, respectively.

## F. Comparison of our KPIs with Listed Industry Peers

The following table provides a comparison of our KPIs of our Company with our peer group. The peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses in terms of our size and our business model:

Set forth below is a comparison of our KPIs with our peer group companies listed in India:

Particulars	Unit	Our Company			Bosch Ltd			Timken India Ltd		
		FY25	FY24	FY23	FY25	FY24	FY23	FY25	FY24	FY23
Value Added Revenue (VAR)	₹ million	43,801.21	42,686.07	39,020.00	NA	NA	NA	NA	NA	NA
VAR Growth (%)	%	2.61%	9.40%	NA	NA	NA	NA	NA	NA	NA
Revenue from Operations	₹ million	48,904.30	54,676.12	48,273.68	1,80,874.00	1,67,271.00	1,49,293.00	31,478.10	29,095.41	28,066.10
Revenue Growth (%)	%	(10.56)%	13.26%	NA	8.13%	12.04%	NA	8.19%	3.67%	NA
EBITDA	₹ million	8,152.39	6,120.85	5,706.34	23,097.00	20,948.00	18,067.00	NA	6,132.00	6,135.00
EBITDA Growth (%)	%	33.19%	7.26%	NA	10.26%	15.95%	NA	NA	-0.05%	NA
EBITDA Margin (%) (Basis VAR)	%	18.61%	14.34%	14.62%	NA	NA	NA	NA	NA	NA
EBITDA Margin (%) (Basis Revenue from Operations)	%	16.67%	11.19%	11.82%	12.77%	12.52%	12.10%	NA	21.08%	21.86%
Profit After Tax (PAT)	₹ million	5,531.43	4,167.87	3,810.43	20,130.00	24,913.00	14,255.00	4,473.86	3,921.42	3,907.45
PAT Growth (%)	%	32.72%	9.38%	NA	-19.20%	74.77%	NA	14.09%	0.36%	NA
PAT Margin (%) (Basis VAR)	%	12.63%	9.76%	9.77%	NA	NA	NA	NA	NA	NA
PAT Margin (%) (Basis Revenue from Operations)	%	11.31%	7.62%	7.89%	11.13%	14.89%	9.55%	14.21%	13.48%	13.92%
Net Debt	₹ million	(2,662.06)	(1,679.77)	(3,802.26)	NA	NA	NA	NA	NA	NA
Net Debt to Equity Ratio	Number of times	(0.17)	(0.17)	(0.31)	NA	NA	NA	NA	NA	NA
Net Debt to EBITDA Ratio	Number of times	(0.33)	(0.27)	(0.67)	NA	NA	NA	NA	NA	NA
Return on Equity (ROE)	%	42.65%	38.05%	32.88%	NA	NA	NA	NA	17.61%	21.15%
Return on Capital Employed (ROCE)	%	56.78%	45.40%	33.51%	NA	19.40%	17.10%	NA	21.42%	25.13%
Fixed Assets Turnover Ratio	Number of times	8.37	9.07	7.76	NA	NA	NA	NA	5.33	5.1
Net Working Capital Amount	₹ million	1,778.29	806.30	2,915.34	NA	NA	NA	NA	13,755.50	11,843.61
Net Working Capital Days	Days	13	5	22	NA	NA	NA	NA	NA	NA
Cash Conversion Cycle	Days	(24)	(18)	(10)	NA	NA	NA	NA	NA	NA
Business Divisions-wise Revenue:										
Clean Air and Powertrain Solutions Division	₹ million	28,122.69	36,031.07	30,403.47	NA	NA	NA	NA	NA	NA
Advanced Ride Technologies Division	₹ million	20,781.61	18,645.05	17,870.21	NA	NA	NA	NA	NA	NA

Particulars	Unit	SKF India Ltd			ZF Commercial Vehicle Control System India Ltd			Sharda Motor Industries Ltd		
		FY25	FY24	FY23	FY25	FY24	FY23	FY25	FY24	FY23
Value Added Revenue (VAR)	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA
VAR Growth (%)	%	NA	NA	NA	NA	NA	NA	NA	NA	NA



Particulars	Unit	ZF Commercial Vehicle Control System India Ltd								
		SKF India Ltd			ZF Commercial Vehicle Control System India Ltd			Sharda Motor Industries Ltd		
		FY25	FY24	FY23	FY25	FY24	FY23	FY25	FY24	FY23
Revenue from Operations	₹ million	49,199.00	45,701.30	43,049.20	38,309.63	38,156.47	34,442.45	28,365.71	28,092.62	26,999.36
Revenue Growth (%)	%	7.65%	6.16%	NA	0.40%	10.78%	NA	0.97%	4.05%	NA
EBITDA	₹ million	NA	8,116.00	8,012.70	7,390.00	6610.00	5370.00	3,964.00	3,614.00	2,818.00
EBITDA Growth (%)	%	NA	1.29%	NA	11.80%	23.09%	NA	9.68%	28.25%	NA
EBITDA Margin (%) (Basis VAR)	%	NA	NA	NA	NA	NA	NA	NA	NA	NA
EBITDA Margin (%) (Basis Revenue from Operations)	%	NA	17.76%	18.61%	19.29%	17.32%	15.59%	13.97%	12.86%	10.44%
Profit After Tax (PAT)	₹ million	5,659.10	5,518.00	5,248.80	4,607.30	4,064.47	3,176.71	3,149.16	2,995.91	2083.34
PAT Growth (%)	%	2.56%	5.13%	NA	13.36%	27.95%	NA	5.12%	43.80%	NA
PAT Margin (%) (Basis VAR)	%	NA	NA	NA	NA	NA	NA	NA	NA	NA
PAT Margin (%) (Basis Revenue from Operations)	%	11.50%	12.07%	12.19%	12.03%	10.65%	9.22%	11.10%	10.66%	7.72%
Net Debt	₹ million	NA	NA	NA	NA	NA	NA	NA	(2,346.96)	(1,326.16)
Net Debt to Equity Ratio	Number of times	NA	NA	NA	NA	NA	NA	NA	NA	NA
Net Debt to EBITDA Ratio	Number of times	NA	NA	NA	NA	NA	NA	NA	-0.65	-0.47
Return on Equity (ROE)	%	NA	22.00%	24.80%	NA	NA	NA	30.00%	34%	31.00%
Return on Capital Employed (ROCE)	%	NA	27.40%	31.30%	NA	NA	NA	38.00%	39%	35.00%
Fixed Assets Turnover Ratio	Number of times	NA	NA	NA	NA	NA	NA	NA	NA	NA
Net Working Capital Amount	₹ million	10,433.00	NA	NA	NA	NA	NA	NA	NA	NA
Net Working Capital Days	Days	NA	NA	NA	NA	NA	NA	NA	NA	NA
Cash Conversion Cycle	Days	NA	NA	NA	NA	NA	NA	NA	NA	NA
Business Divisions-wise Revenue:										
Clean Air and Powertrain Solutions Division	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA
Advanced Ride Technologies Division	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA

Particulars	Unit	Gabriel India Ltd			Uno Minda Ltd			Sona BLW Precision Forgings Ltd		
		FY25	FY24	FY23	FY25	FY24	FY23	FY25	FY24	FY23
Value Added Revenue (VAR)	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA
VAR Growth (%)	%	NA	NA	NA	NA	NA	NA	NA	NA	NA
Revenue from Operations	₹ million	40,633.81	34,026.26	29,717.38	1,67,746.10	1,40,308.90	1,12,364.90	35,460.21	31,847.70	26,550.10
Revenue Growth (%)	%	19.42%	14.50%	NA	19.55%	24.87%	NA	11.34%	19.95%	NA
EBITDA	₹ million	3,917.00	2,926.00	2,136.90	18,740.00	15,852.60	12,419.80	9,753.00	9,021.00	6,958.00
EBITDA Growth (%)	%	33.87%	36.93%	NA	18.21%	27.64%	NA	8.11%	29.65%	NA
EBITDA Margin (%) (Basis VAR)	%	NA	NA	NA	NA	NA	NA	NA	NA	NA
EBITDA Margin (%) (Basis Revenue from Operations)	%	9.64%	8.60%	7.19%	11.17%	11.30%	11.05%	27.50%	28.33%	26.21%
Profit After Tax (PAT)	₹ million	2,449.81	1,787.47	1,323.53	10,205.70	9,247.10	7,002.30	5,996.88	5,173.00	3,953.00
PAT Growth (%)	%	37.05%	35.05%	NA	10.37%	32.06%	NA	15.93%	30.86%	NA
PAT Margin (%) (Basis VAR)	%	NA	NA	NA	NA	NA	NA	NA	NA	NA
PAT Margin (%) (Basis Revenue from Operations)	%	6.03%	5.25%	4.45%	6.08%	6.59%	6.23%	16.91%	16.24%	14.89%
Net Debt	₹ million	NA	(865.7)	1,070.34	NA	1,465.70	1,273.94	NA	(727.00)	(804.00)

Particulars	Unit	Gabriel India Ltd			Uno Minda Ltd			Sona BLW Precision Forgings Ltd		
		FY25	FY24	FY23	FY25	FY24	FY23	FY25	FY24	FY23
Net Debt to Equity Ratio	Number of times	NA	NA	NA	0.34	0.25	0.24	NA	(0.03)	(0.04)
Net Debt to EBITDA Ratio	Number of times	NA	(0.30)	0.50	NA	0.09	0.1	(2.73)	(0.08)	(0.12)
Return on Equity (ROE)	%	NA	17.84%	16.17%	17.70%	19.35%	17.22%	17.70%	28.50%	26.60%
Return on Capital Employed (ROCE)	%	NA	23.66%	20.34%	18.90%	19.81%	19.16%	18.40%	31.00%	30.40%
Fixed Assets Turnover Ratio	Number of times	NA	NA	NA	4.20	4.25	4.07	3.40	3.60	3.90
Net Working Capital Amount	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA
Net Working Capital Days	Days	NA	NA	NA	NA	28	26	NA	NA	NA
Cash Conversion Cycle	Days	NA	NA	NA	NA	NA	NA	NA	NA	NA
Business Divisions-wise Revenue:										
Clean Air and Powertrain Solutions Division	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA
Advanced Ride Technologies Division	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA

Notes:

- (1) NA refers to Not Applicable where the information is unavailable i.e. not reported by the industry peers in either their annual reports, audited financial results and investor presentations as submitted to the Stock Exchanges
- (2) Financial information of our Company has been derived from the Restated Consolidated Financial Information
- (3) All the financial information for listed industry peer 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.
- (4) To the extent that the listed industry peers have published the above ratios or financial information in their regulatory filings/ website, the same have been disclosed on an as is basis and may not be comparable to the method of computation used by us

**Computation of our KPIs: The definitions and method of calculation/computation of our KPIs have been disclosed under “Details of our KPIs as at/ for the for the Fiscal Years ended March 31, 2025, March 31, 2024 and March 31, 2023” set forth above.**

## G. Comparison of KPIs based on additions or dispositions to our business

The impact of all material acquisitions or dispositions of assets or business undertaken by our Company during the periods covered by the KPIs, i.e., Fiscals 2025, 2024 and 2023, is reflected in the KPIs disclosed in this Draft Red Herring Prospectus. For further details of acquisitions undertaken by us in the last three Fiscals, see “*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. since incorporation*” on page 285.

## H. Weighted average cost of acquisition, Floor Price and Cap Price

### (I) Price per share of our Company (as adjusted for corporate actions, including split) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)

The details of the Equity Shares issued during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the paid-up equity share capital of our Company excluding issuance of Equity Shares pursuant to employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days is as follows:

Date of allotment	Name of allottee	No. of Equity Shares allotted	Face Value (₹)	Issue price per share (₹)*	% of the paid-up share capital (prior to Such allotment)	Total consideration (in ₹ million)**
March 2025	26, Federal-Mogul Pty Ltd	14,478,794	10	288.85	88.52%	4,182.20
March 2025	26, Federal-Mogul Investments B.V.	3,992,380	10	288.85		1,153.20
March 2025	26, Federal-Mogul Investments B.V.	6,615,274	10	288.85		1,910.82
March 2025	26, Tenneco LLC	6,974,946	10	288.85		2,014.71
March 2025	26, Tenneco Mauritius Holdings Limited	146,123,690	10	288.85		42,207.83
March 2025	26, Tenneco (Mauritius) Limited	11,330,396	10	288.85		3,272.78
<b>WACA for primary issuance</b>						<b>288.85*</b>

\*As certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), pursuant to their certificate dated June 30, 2025

\*\*Refers to consideration other than cash. Our Company entered into a share swap agreements dated March 25, 2025 with various parties pursuant to which 189,515,480 equity shares of face value of ₹ 10 each were allotted, in aggregate, to above entities for acquisition of Federal-Mogul Ignition Products India Limited, Federal-Mogul Sealings India Limited, Federal-Mogul Bearings India Limited and Tenneco Automotive India Private Limited. For details see “*History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation.*” on page 285.

### (II) Price per share of our Company (as adjusted for corporate actions, including split) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving our Promoters, members of the Promoter Group, Promoter Selling Shareholder, or Shareholder(s) having the right to nominate Director(s) on our Board during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)

Nil

### (III) Price per share based on last five primary or secondary transactions

Since there are transactions to report under (I) above, therefore, information based on last five primary or secondary transactions (secondary transactions where our Promoters / members of our Promoter Group/ Selling Shareholders or other Shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), during the three years prior to the date of this Draft Red Herring Prospectus, irrespective of the size of transactions is not applicable.

### (IV) Weighted average cost of acquisition, floor price and cap price

The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary issuances and secondary transactions as disclosed below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)*	Floor price (i.e., ₹ [●])#	Cap price(i.e., ₹ [●])#
WACA for Primary Issuances	288.85	NA	NA
WACA for Secondary Transactions	NA	NA	NA

Since there are transactions to report to under (I) above, the information for price per share of our Company based on the last five primary or secondary transactions where our Promoters/members of our Promoter Group or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction, is not applicable

\*As certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), by way of their certificate dated June 30, 2025.

# To be updated at Prospectus stage.

### (V) Detailed explanation for Offer Price/Cap Price being [●] times the price of weighted average cost of acquisition of primary issuance price and [●] times the price of weighted average cost of acquisition of secondary transactions (as set out above) along with our Company's key financial and operational metrics and financial ratios Fiscals 2025, 2024 and 2023.

[●]\*

\*To be included on finalisation of Price Band

### (VI) Explanation for Offer Price/Cap Price being [●] times the price of weighted average cost of acquisition of primary issuance price and [●] times the price of weighted average cost of acquisition of secondary transactions (as set out above) in view of the external factors which may have influenced the pricing of the Offer.

[●]\*

\*To be included on finalisation of Price Band

### (VII) The Offer price is [●] times of the face value of the Equity Shares

The Offer Price of ₹[●] has been determined by our Company in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the abovementioned information along with “**Risk Factors**”, “**Our Business**”, “**Management's Discussion and Analysis of Financial Condition and Results of Operations**” and “**Restated Consolidated Financial Information**” beginning on pages 45, 228, 428 and 324, respectively, to have a more informed view.

## STATEMENT OF SPECIAL TAX BENEFITS

### I. STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

June 29, 2025

To  
The Board of Directors  
**Tenneco Clean Air India Limited** (formerly known as “Tenneco Clean Air India Private Limited”)  
RNS2, Nissan Supplier Park  
SIPCOT Industrial Park, Oragadam Industrial Corridor,  
Sriperumbudur, ur Taluk  
Kancheepuram - 602 105  
Tamil Nadu, India

Dear Sirs,

**Sub: Statement of possible special tax benefits available to Tenneco Clean Air India Limited (the “Company”) and its equity shareholders under the direct and indirect tax laws.**

We refer to the proposed initial public offering of the equity shares (the “Offer”) of Tenneco Clean Air India Limited (the “Company”). We enclose herewith the statement (the “Annexure”) showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the Indian direct and indirect tax laws, including the Income-tax Act, 1961 (as amended by the Finance Act, 2025), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, the State Goods and Services Tax Act as passed by the respective State Governments (collectively the “GST Act”), the Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975 (“Tariff Act”), Foreign Trade Policy 2023 (as extended) including the rules, regulations, circulars and notifications issued thereunder (collectively the “Taxation Laws”) as presently in force and applicable to the assessment year 2026-2027 relevant to the financial year 2025-26 for inclusion in the Draft Red Herring Prospectus (“DRHP”) for the proposed Offer by the Company, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”).

Several of these benefits are dependent on the Company and/or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and/or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company or its shareholders may face in the near future and accordingly, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultants, with respect to the specific tax implications arising out of their participation in the Offer particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

We do not express any opinion or provide any assurance whether:

- The Company and/or its shareholders will continue to obtain these special tax benefits in future;
- The conditions prescribed for availing the special tax benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

This statement is provided solely for the purpose of assisting the Company in discharging its responsibilities under the ICDR Regulations.

We hereby give our consent to include this report and the enclosed Annexure regarding the special tax benefits available to the Company and its shareholders in the DRHP for the proposed Offer which the Company intends to

file with the Securities and Exchange Board of India and the National Stock Exchange of India Limited and BSE Limited (the “**Stock Exchanges**”) provided that the below statement of limitation is included in the DRHP.

## **LIMITATIONS**

*Our views expressed in the enclosed Annexure are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the existing provisions of taxation laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors and third parties who may or may not invest in the Offer relying on the statement. This statement has been prepared solely in connection with the proposed Offer of the Company, as required under the ICDR Regulations.*

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm’s Registration No. 117366W/W-100018)

**Sachanand C Mohnani**  
Partner  
(Membership No. 407265)  
UDIN: 25407265BMOVAD7572

Place: Pune

Date: 29 June 2025

**ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO TENNECO CLEAN AIR INDIA LIMITED (Formerly known as Tenneco Clean Air India Private Limited) (THE “COMPANY”) AND COMPANY’S SHAREHOLDERS (“SHAREHOLDERS”)**

The information provided below sets out the possible special direct and indirect tax benefits available to Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited) (the “Company”) and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the current Taxation Laws presently in force in India. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant Taxation Laws. Hence, the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on business / commercial imperatives a shareholder faces, may or may not choose to fulfill. We do not express any opinion or provide any assurance as to whether the Company or its shareholders will continue to obtain these benefits in future. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing Taxation Laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

The statement below covers only relevant special direct and indirect tax law benefits and does not cover benefits under any other law.

The statement outlined below is based on the provisions of the Act presently in force in India as amended by the Finance Act, 2025 applicable for Financial Year (“FY”) ending March 31, 2026 relevant to the Assessment Year (“AY”) 2026-27.

**INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE TAX IMPLICATIONS OF AN INVESTMENT AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THE SECURITIES, PARTICULARLY IN VIEW OF THE FACT THAT CERTAIN RECENTLY ENACTED LEGISLATION MAY NOT HAVE A DIRECT LEGAL PRECEDENT OR MAY HAVE A DIFFERENT INTERPRETATION ON THE BENEFITS, WHICH AN INVESTOR CAN AVAIL IN THEIR PARTICULAR SITUATION.**

**STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND SHAREHOLDERS OF THE COMPANY**

**I. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY UNDER THE INCOME TAX ACT, 1961**

The statement of tax benefits outlined below is as per the Income-tax Act, 1961 read with Income Tax Rules, circulars, notifications as amended by the Finance Act, 2025 (“Income Tax Law”), as amended from time to time and applicable for financial year (‘FY’) 2025-26 relevant to assessment year (‘AY’) 2026-27. These direct tax benefits are dependent on the Company fulfilling the conditions prescribed under the Income Tax Law. Hence, the ability of the Company to derive the direct tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

**1. Lower corporate tax rate under Section 115BAA of the Income-tax Act, 1961 (“the Act”):**

As per Section 115BAA of the Act, with effect from Financial Year 2019-20 (i.e. AY 2020-21), a domestic company has an option to pay income tax in respect of its total income at a concessional tax rate of 22% (plus surcharge of 10% and 4% education cess) provided the company does not avail of specified exemptions/ incentives/ deductions or set-off of losses/unabsorbed depreciation etc., claims depreciation in the prescribed manner and complies with the other conditions specified in Section 115BAA of the Act.

In case a company opts for Section 115BAA of the Act, provisions of Minimum Alternate Tax (“MAT”) under Section 115JB of the Act would not be applicable and MAT credit of the earlier year(s) will not be available.

The option needs to be exercised qua a particular AY/FY in the prescribed manner on or before the due date of filing the tax return. The option once exercised, shall apply to subsequent AYs/FYs and cannot be subsequently withdrawn for the same or any other AY/FY. Further, if the conditions mentioned in section 115BAA of the Act are not satisfied in any AY/FY, the option exercised shall become invalid in respect of such AY/FY and subsequent AYs/FYs, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.

The Company has opted for the concessional rate of tax in the return filed for the previous year ended 2025-26 relevant to assessment year 2026-27 onwards.

## **2. Deduction from Gross Total Income**

### **Deduction in respect of inter-corporate dividends – Section 80M of the Act:**

With respect to a shareholder which is a domestic company as defined in section 2(22A) of the Act, section 80M of the Act inter alia provides that where the gross total income of a domestic company in any FY includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of the said section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the “due date”. For the purposes of the section, “due date” means the date one month prior to the date for furnishing the income-tax return under section 139(1) of the Act.

The Company is entitled to claim such deduction subject to fulfilment of conditions specified under section 80M of the Act even if it has opted for the concessional regime under section 115BAA.

### **Deduction in respect of employment of new employees – section 80JJAA of the Act:**

As per section 80JJAA of the Act, while computing income under the head business and profession in case of an assessee to whom section 44AB (i.e., tax audit) applies, a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in the FY, shall be allowed for three AYs including the AY relevant to the FY in which such employment is provided. The Company is entitled to claim such deduction subject to fulfilment of conditions specified under section 80JJAA of the Act even if the Company opts for concessional tax rate under section 115BAA of the Act.

## **II. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS**

Section 2(42A) of the Act provides that securities listed in a recognized stock exchange in India that are held for not more than 12 months immediately preceding the date of its transfer, shall constitute short-term capital assets.

As per Section 111A of the Act, short term capital gains arising from the transfer of an equity share in a company transacted through a recognized stock exchange and chargeable to Securities Transaction Tax (‘STT’) shall be taxed at 20% (plus applicable surcharge and cess)(provided the short-term capital gains exceed the basic threshold limit of exemption, where applicable) subject to fulfilment of prescribed conditions under the Act.

Further, as per section 112A of the Act, long-term capital gains exceeding INR 1,25,000 arising from the transfer of equity shares in a company transacted through a recognized stock exchange on which STT has been paid on acquisition (except in certain situations) and on transfer, shall be chargeable to tax at the rate of 12.5% (plus applicable surcharge and cess) without applying the benefit under the first and second provisos to section 48 of the Act.

The condition of STT shall not apply to a transfer undertaken on a recognized stock exchange located in any IFSC and where the consideration for such transaction is received or receivable in foreign currency.

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholder, deduction under Section 80M of the Act would be available on fulfilling the conditions specified under the provision of the Act.

Further, as per section 194 of the Act, the Company is required to deduct tax at source from the amount of dividend paid to resident shareholders, except in the case of certain categories of shareholders as specified in the said section which inter alia include individual shareholders receiving dividend not exceeding INR 10,000 (in aggregate during a FY) by any mode other than cash. The shareholders would be entitled to take credit of the Tax Deducted at Source by the Company against the taxes payable by them on dividend income.

Section 195 of the Act would be applicable for taxability of non-resident shareholders in respect of receipt of dividend income in India.

The provisions of the Act provide that, Individuals, HUF, Association of Persons (other than a co-operative society), Body of Individuals and Artificial Juridical Person will be taxed on its total income at the reduced tax rates (‘New Tax Regime’). The income would however have to be computed without claiming prescribed deductions or exemptions.



Such person will however have the option to be taxed on its total income as per the tax rates under the old tax regime. The option is required to be exercised – (i) on or before the due date specified under section 139(1) of the Act for furnishing the income-tax return for such AY, in case of a person having income from business or profession and such option once exercised shall apply to subsequent AYs; or (ii) along with the income-tax return to be furnished under section 139(1) of the Act for every AY in case of a person not having income from business or profession.

A person having income from business or profession who has exercised the option of shifting out of the New Tax Regime shall not be able to exercise the option of opting back to the New Tax Regime till he has business income. However, a person not having income from business or profession shall be able to exercise this option every year.

In respect of non-resident shareholders, the taxation and tax rates discussed above may be further subject to any benefit available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile. Applicability of DTAA benefit shall be subject to furnishing of relevant documents/declarations viz. tax residency certificate, Form 10F, etc. by the non-resident shareholders.

### **III. SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY**

#### **A. Benefits under Scheme of Remission of Duties and Taxes on Exported Products (RoDTEP)**

The RoDTEP scheme has been operationalized for exports with effect from January 01, 2021. The Scheme provides a mechanism for reimbursement of taxes, duties and levies to the exporting units, which are currently not being reimbursed through any other mechanism at the Central, State and Local level, but which are incurred in the process of manufacture and distribution of exported products. The exporters of eligible items under the Scheme are issued e-scrips as refund which are transferable in nature and can be used for payment of basic customs duty.

Further, Appendix 4R of the Foreign Trade Policy 2023 notifies a list of products which are eligible for benefit under RoDTEP Scheme at the prescribed rate on FOB value of exported goods. Such list includes products falling under HSN 8708 9200 i.e. silencers and exhaust pipes, wherein RoDTEP benefit is given at the rate of 0.5% of the FOB value of the exported goods. We understand that the Company is presently availing the benefit of RoDTEP Scheme since they are engaged in export of manufactured goods falling under HSN 8708 9200.

### **IV. SPECIAL INDIRECT TAX BENEFITS FOR SHAREHOLDERS OF THE COMPANY**

There are no special indirect tax benefits available to the shareholders of the Company.

Notes:

- This statement does not discuss any tax consequences arising in a country outside India pursuant to an investment in the shares of the Company. The shareholders in the country outside India are advised to consult their own professional advisors regarding the possible tax consequences that apply to them in such country outside India.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which is subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.
- The above Statement of general tax benefits sets out the provisions of Indian tax laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing taxation laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Offer.

*Our views expressed in the enclosed Annexure are based on the details provided by you. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the existing provisions of taxation laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors and third parties who may or may not invest in the initial public offer relying on the statement. This statement has been prepared solely for the purpose of assisting the Company in discharging its responsibilities.*

## II. STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO TENNECO AUTOMOTIVE INDIA PRIVATE LIMITED

### STATEMENT OF SPECIAL TAX BENEFITS

The Board of Directors,

**Tenneco Automotive India Private Limited**  
122, Sipcot Industrial Complex, Hosur,  
Tamil Nadu 635126, India

Date: 30 June, 2025

**Subject: Statement of special tax benefits (“the Statement”) available to Tenneco Automotive India Private Limited (“the Company”) prepared in accordance with the requirement under Schedule VI –Part A -Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the SEBI ICDR Regulations”)**

This report is issued in accordance with the Engagement Letter dated 02 June, 2025

We hereby report that the enclosed **Annexure II and III** prepared by the Company, initialled by us for identification purpose, states the special tax benefits available to the Company, under direct and indirect taxes (together “**the Tax Laws**”), presently in force in India as on the June 30, 2025, which are defined in **Annexure I**. These special tax benefits are dependent on the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company to derive these special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed **Annexures II and III** cover the special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of the enclosed **Annexure II and III** and its contents is the responsibility of the Management of the Company and has been approved by the board of directors of the Company at its meeting held on June 26, 2025. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. Further, the benefits discussed in the **Annexures II and III** are not exhaustive. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of Tenneco Clean Air India Limited (formerly known as Tenneco Clean Air India Private Limited) (the “Holding Company”) (the “Proposed Offer”) particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

- i) the Company will continue to obtain these special tax benefits in future; or
- ii) the conditions prescribed for availing the special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company, and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

This report is addressed to and is provided to enable the board of directors of the Holding Company to include this report in the Draft Red Herring Prospectus of the Holding Company, prepared in connection with the Proposed Offer to be filed by the Holding Company with the Securities and Exchange Board of India (“SEBI”) and the concerned stock exchanges. It is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No. 001076N/N500013

**Sujay Paul**

Membership No.: 096314

UDIN: 25096314BMNWOO5013

Date: 30 June, 2025

Place: Noida

**Annexure I**  
**List of Direct and Indirect Tax Laws (“TAX LAWS”)**

S.no.	Details of tax laws
1.	Income-tax Act, 1961 and Income-tax Rules, 1962 (read with applicable circulars and notifications) as amended by the Finance Act, 2025.
2.	Central Goods and Services Act, 2017 (read with Central Goods and Services Tax Rules, 2017, applicable circulars and notifications).
3.	State Goods and Services Act, 2017 (read with respective State Goods and Services Tax Rules, 2017, applicable circulars and notifications).
4.	Integrated Goods and Services Act, 2017 (read with Integrated Goods and Services Tax Rules, 2017, applicable circulars and notifications).
5.	Customs Act, 1962 read with Customs rules and regulations.
6.	Foreign Trade Policy, 2023 read with Foreign Trade (Development & Regulation) Act 1992).
7.	Gujarat Industrial Policy, 2015

**Annexure II**

**STATEMENT OF SPECIAL DIRECT TAX BENEFITS AVAILABLE TO TENNECO AUTOMOTIVE INDIA PRIVATE LIMITED (THE “COMPANY”) PREPARED IN ACCORDANCE WITH THE REQUIREMENT UNDER SCHEDULE VI -PART A – CLAUSE (9) (L) OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (“THE SEBI ICDR REGULATIONS”) AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA – INCOME TAX ACT, 1961**

Outlined below are certain special direct tax benefits available to the Company, and its shareholders under the Income-tax Act, 1961 (hereinafter referred to as “the ITA”), read with Income-tax Rules, 1962, circulars, notifications, as amended by the Finance Act, 2025 (collectively hereinafter referred to as the “Income Tax Laws”). These special direct tax benefits are dependent on the Company fulfilling the conditions prescribed under the relevant Income Tax Laws.

**A. Special direct tax benefits available to the Company under the Income Tax Laws**

**1. Beneficial corporate tax rate - Section 115BAA of the ITA**

Section 115BAA of the ITA, introduced vide The Taxation Laws (Amendment) Act, 2019, lays down certain conditions on fulfillment of which domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess). The option to apply under this tax rate is made available from Financial Year (‘FY’) 2019-20 relevant to Assessment Year (‘AY’) 2020-21 and the option once exercised shall apply to subsequent AYs. The concessional tax rate of 22% (plus surcharge of 10% and health and education cess of 4%) is subject to a company not availing any of the following deductions / exemptions under the provisions of the ITA:

- Section 10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation.
- Section 32AD: Investment allowance.
- Section 33AB / 33ABA: Tea coffee rubber development expenses / site restoration expenses
- Section 35(1)(ii) or 35(1)(iia) or 35(1)(iii) / 35(2AA) / 35(2AB): Expenditure on scientific research.
- Section 35AD: Deduction for capital expenditure incurred on specified businesses.
- Section 35CCC / 35CCD: Expenditure on agricultural extension / skill development.
- Section 80LA of the ITA other than deduction applicable to a unit in the International Financial Services Centre, as referred to in sub-section (1A) of Section 80LA of the ITA
- Chapter VI A other than the provisions of section 80JJAA and section 80M of the ITA.

The total income of a company availing the beneficial tax rate of 25.168% (i.e., 22% tax plus 10% surcharge and 4% health & education cess) is required to be computed without set off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the beneficial tax regime in its return of income filed under section 139(1) of the ITA. Further,

provisions of Minimum Alternate Tax ('MAT') under section 115JB of the ITA shall not be applicable to companies availing this concessional tax rate.

The provisions do not specify any limitation / condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional tax rate by filing Form 10-IC which is a pre-requisite for availing the concessional tax rates under section 115BAA of the ITA.

Note: The Company has opted for the lower tax rate under section 115BAA of the ITA starting FY 2019-20 and onwards, and therefore, is eligible for a concessional effective tax rate of 25.168% (including applicable surcharge and health and education cess) subject to fulfilment of above conditions.

## **2. Deduction in respect of inter-corporate dividends – Section 80M of the ITA**

As per the provisions of section 80M of the ITA, inserted with effect from 01 April 2021, a domestic company, shall be allowed to claim a deduction of dividend income earned from any other domestic company or a foreign company or a business trust. However, such deduction shall be restricted to the amount of dividend distributed by it to its shareholders on or before the due date i.e., one month prior to the date of furnishing the return of income under sub-section (1) of section 139 of the ITA.

The Company is entitled to claim such deduction subject to fulfilment of conditions specified under Section 80M of the ITA.

## **3. Deductions in respect of employment of new employees – Section 80JJAA of the ITA**

As per section 80JJAA of the ITA, where a company is subject to tax audit under section 44AB of the ITA and derives income from business, it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of such business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the ITA. Further, to claim the aforesaid deduction, the Company is required to furnish the report of an accountant electronically in Form 10DA containing the particulars of deduction prior to the due date of filing tax audit report as per section 44AB of the ITA.

## **4. Tax on Capital Gains**

As per provisions of section 112A of the Act, Long-term Capital Gains (LTCG) arising from the transfer of listed equity shares, in excess of 125,000, on which securities transaction tax ("STT") is paid at the time of acquisition and transfer and fulfilment of other prescribed conditions (including Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018), shall be taxed at 12.5% (plus applicable surcharge and cess).

Further, Short Term Capital Gains (STCG) arising from the transfer of short-term capital assets (other than listed equity shares, unit of an equity-oriented fund or unit of a business trust covered under section 111A of the ITA), shall be taxed at the normal tax rate applicable to the Company.

As per Section 111A of the Act, STCG arising from transfer of listed equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20%. This is subject to fulfilment of prescribed conditions under the Act.

## **B. Possible special direct tax benefits available to the shareholders under the Income Tax Laws in India**

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of a domestic corporate shareholder, benefit of deduction under section 80M of the IT Act would be available on fulfilling the conditions (as discussed in A.2. above).
2. As per section 111A of the IT Act, STCG arising from the transfer of equity shares on which STT has been paid shall be taxed at the rate of 20% (plus applicable surcharge and cess).

3. As per provisions of Section 112A of the Act, long-term capital gains arising from the transfer of listed equity shares, in excess of 125,000, on which securities transaction tax ("STT") is paid at the time of acquisition and transfer and fulfilment of other prescribed conditions (including Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018), shall be taxed at 12.5% (plus applicable surcharge and cess).

**Notes:**

1. These special direct tax benefits are dependent on the Company fulfilling the conditions prescribed under the relevant provisions of the Income Tax Laws. Hence, the ability of the Company to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil.
2. The special direct tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Proposed Offer.
3. The Statement has been prepared to enable the board of directors of the Holding Company to include this report in the Draft Red Herring Prospectus prepared in connection with the Proposed Offer to be filed by the Holding Company with the Securities and Exchange Board of India and the concerned stock exchanges.
4. The Statement is prepared based on information available with the Management of the Company and there is no assurance that:
  - i. the Company will continue to obtain these benefits in future.
  - ii. the conditions prescribed for availing the benefits have been / would be met with; and
  - iii. the revenue authorities / courts will concur with the view expressed herein.
5. The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.
6. The Statement sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

For and on behalf of Board of Directors of

**Tenneco Automotive India Private Limited**

**R.C. Subramaniam**

Managing Director

Place: Pune

Date: 26 June 2025

### Annexure III

#### STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO TENNECO AUTOMOTIVE INDIA PRIVATE LIMITED UNDER THE APPLICABLE INDIRECT TAX REGULATIONS IN INDIA

Outlined below are the special tax benefits available to Tenneco Automotive India Private Limited (the “Company”) under Central Goods and Services Tax Act, 2017 (read with Central Goods and Services Tax Rules, circulars, notifications), Integrated Goods and Services Tax Act, 2017 (read with Integrated Goods and Services Tax Rules, circulars, notifications), respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), Customs Act, 1962 (read with Customs Rules, circulars, notifications), Customs Tariff Act, 1975 (read with Customs Tariff Rules, circulars, notifications), Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023), Gujarat Industrial Policy, 2015 (collectively referred as "Indirect Tax Regulations"), presently in force in India.

#### **A. Special tax benefits available to the Company under the Indirect Tax Regulations in India**

##### **1. Benefits under The Foreign Trade (Development and Regulation) Act, 1992 (read with relevant Foreign Trade Policy)**

###### **i. Remission of duties and taxes on Exported Products (RoDTEP)**

Remission of duties and taxes on Exported Products (RoDTEP) scheme has replaced Merchandise Export from India Scheme (MEIS). Under the scheme, rebate of duty and taxes which is not refunded under any other scheme will be given in the form of duty credit/electronic scrip. The scheme was notified from 1 January 2021 with the intention to boost exports. The rate of duty of remission for the products under RoDTEP scheme has been notified by the Government of India and it ranges from 0.5 percent to 4 percent. The Company is currently availing benefit under this scheme.

##### **2. Benefits under the Central Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)**

Under the GST regime, all supplies of goods and services that qualify as exports of goods or services are zero-rated supplies.

There are two mechanisms for claiming a refund of accumulated ITC against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or a person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim a refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing an LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

##### **3. Benefits under the Scheme for Incentive to Industries issued under the Gujarat Industrial Policy, 2015**

###### **Investment Promotion Subsidy:**

**Sanand Plant:** Based on the Provisional Eligibility Certificate (PEC) issued under Scheme for Incentive to Industries, Government of Gujarat, the Company is eligible for claiming benefit under Investment Promotion Subsidy scheme. As per the scheme, the Company can claim benefit up to certain level of investment made during the investment period, as determined in PEC. The said incentive is claimed in the form of “Refund of Gross SGST paid to the Government” for a maximum period of 10 years beginning from 12th April 2019 to 11th April 2029.

###### **Notes:**

1. This Annexure sets out only the special tax benefits available to the Company under the Indirect Tax Regulations, presently in force in India.

2. The special tax benefits are dependent on the Company on fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Regulations. Hence, the ability of the Company to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil.
3. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for a professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications.
4. The Statement is prepared on the basis of information available with the Management of the Company and understanding of the specific activities carried out by the Company and there is no assurance that:
  - a. The Company will continue to obtain these benefits in future;
  - b. The conditions prescribed for availing the benefits have been/ would be met with; and
  - c. The revenue authorities / courts will concur with the view expressed herein.
5. The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time.
6. The Statement sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

For and on behalf of the Board of Directors of  
**Tenneco Automotive India Private Limited**

**R.C. Subramaniam**  
Managing Director

Place: Pune  
Date: 26 June 2025



## SECTION IV: ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “**Industry assessment for Clean Air systems, Ignition systems, Bearings, Sealings, Shock Absorbers & Struts and Aftermarket for Ignition, Bearings, Sealings and Shock Absorbers & Struts**” dated June, 2025 (the “**CRISIL Report**”) prepared and issued by CRISIL, which has been commissioned by and paid for by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. Neither we, nor the BRLMs, nor any other person connected with the Offer has independently verified any third-party statistical, financial and other industry information in the CRISIL Report. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant year. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. For further details and risks in relation to the CRISIL Report, see “**Risk Factors — Internal Risk Factors — This Draft Red Herring Prospectus contains information from an industry report, prepared by an independent third-party research agency, CRISIL, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks.**” on page 90. A copy of the CRISIL Report is available on the website of our Company at <https://tennecoindia.com/industry-report/>.

Unless otherwise stated, in the context of the information derived from the CRISIL Report and included herein references to years and CY shall refer to calendar years ended December 31 of that year and references to Fiscal or FY are to the fiscal year ended March 31 of that year.

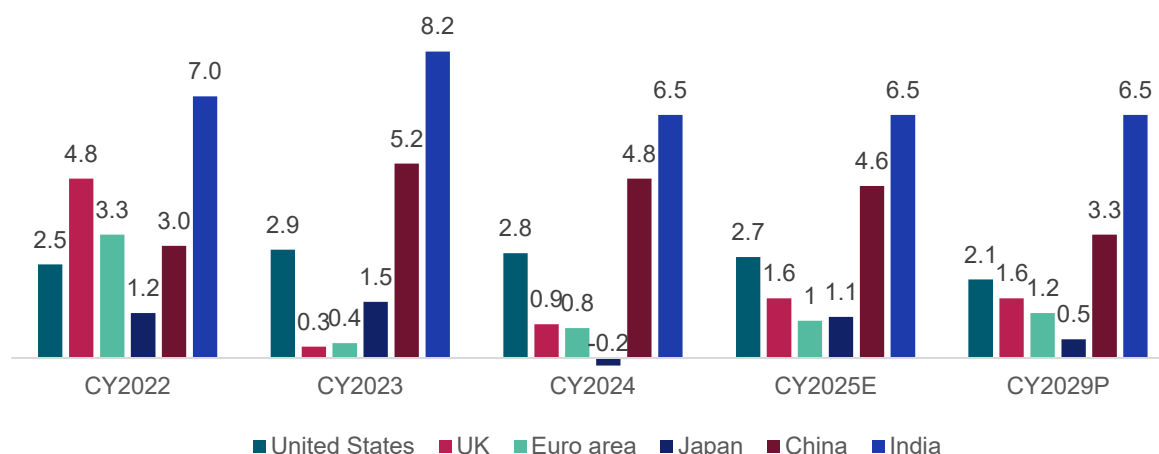
### Macroeconomic Overview of the Global & Indian Economy

#### Overview of the Global Economy

#### Review and Outlook of Global GDP

Global economic growth remained steady during CY2024 with several large economies showing resilience despite geopolitical tensions, high interest rates and the growing intensity of extreme weather events. Further tightening of financial conditions has also challenged global trade and industrial production in CY2024. Given continued inflationary pressure, central banks in both advanced emerging markets and developing economies remained cautious in easing monetary policy. The global outlook remains subdued, both advanced economies and emerging market and developing economies are set to grow upward marginally in CY2024, reflecting upgrade for Asian countries mainly China and India. India has witnessed strong growth momentum despite these geopolitical tensions and uncertainties in the global economic environment. A major push to economic growth has been fueled by investments and key sectors such as information technology, services, agriculture, and manufacturing.

#### GDP growth (% y-o-y) of key economies



Note: On Calendar Year (CY) basis

\* The Euro area comprises 19 member countries of the EU

Source: International Monetary Fund (IMF); World Economic Outlook (WEO) – January 2025 update, Crisil Intelligence

## Review and Outlook of Inflation in Key Economies

The momentum on global disinflation continued to be slow in CY2024, due to different sectoral dynamics. The gradual cooling of labour market is expected to keep demand pressure at bay. Combined with the expected decline in energy prices, headline inflation is projected to continue its descent towards Central Bank target. Inflationary dynamics are expected to be more subdued in the Euro area. Low inflation is projected to persist in China. The uptick in sequential inflation in the United States during the first quarter of CY2024 delayed policy normalization. This has put other advanced economies such as Euro area and Canada where underlying inflation is cooling more in line with the expectations ahead of United States in easing cycle. The risk of elevated inflation has raised the prospect of higher interest rates which in turn increase external, fiscal and financial risks.

### Consumer price inflation (year-on-year, %)

	Jan-24	Feb-24	Mar-24	April-24	May-24	June-24	July-24	Aug-24	Sep-24	Oct-24	Nov-24	Dec-24
US	3.1	3.2	3.5	3.4	3.3	3.0	2.9	2.5	2.4	2.6	2.7	2.9
UK	4.0	3.4	3.2	2.3	2.0	2.0	2.2	2.2	1.7	2.3	2.6	2.5
Euro area	2.8	2.6	2.4	2.4	2.6	2.5	2.6	2.2	1.7	2.0	2.2	2.4
Japan	2.2	2.8	2.6	2.5	2.8	2.8	2.8	3.0	2.5	2.3	2.9	-
China	(0.8)	0.7	0.1	0.3	0.3	0.2	0.5	0.6	0.4	0.3	0.2	0.1
India	5.1	5.1	4.9	4.8	4.8	5.1	3.6	3.7	5.5	6.2	5.5	5.2

Source: Statistical Bureau, respective countries

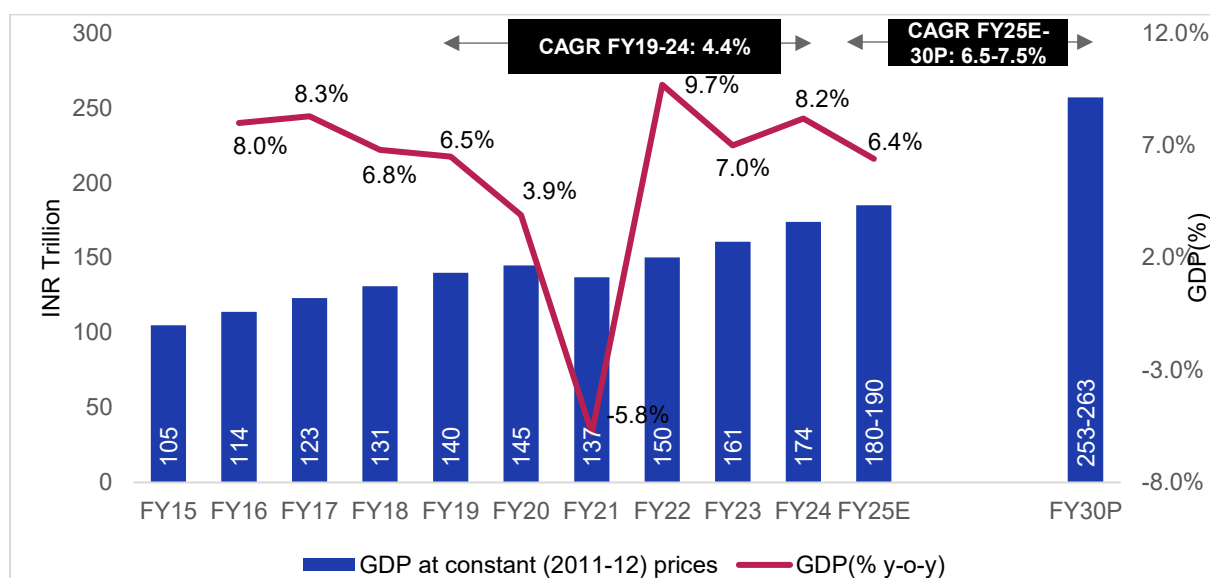
## Overview of the Indian Economy

### Review of GDP growth over fiscals 2019-2024 and Outlook for fiscals 2025-2030

India ranks as the world's 5<sup>th</sup> largest economy and is the fastest growing among major economies. The Indian economy logged 4.3% CAGR between fiscals 2019 and 2024. Economic growth was supported by benign crude oil prices, soft interest rates and low current account deficit. The Indian government also undertook key reforms and initiatives, such as Saptarishi priorities focused on infrastructure, green growth, and youth empowerment financial inclusion initiatives, and gradual opening of sectors such as retail, e-commerce, defense, railways, and insurance for foreign direct investments (FDIs).

Growth surpassed forecasts in fiscal 2024, driven by strong government spending and a sharp rise in manufacturing and construction growth. Globally, growth in major economies such as the US and China beat estimates and has contributed to better export earnings for India. Crisil Intelligence expects GDP growth to moderate to 6.4% in fiscal 2025 owing to slowing demand, particularly in United States and China, will weigh on global growth. Geopolitical tensions, particularly in the Middle East, remain a risk for trade flows and supply chain pressures for industry and along with the impact of high interest rates.

## India's GDP growth trend and outlook



Note: P – projected

Source: National Statistical Office (NSO), IMF, Crisil Intelligence estimates

## Near-term Review and Outlook on GDP

### Outlook on GDP

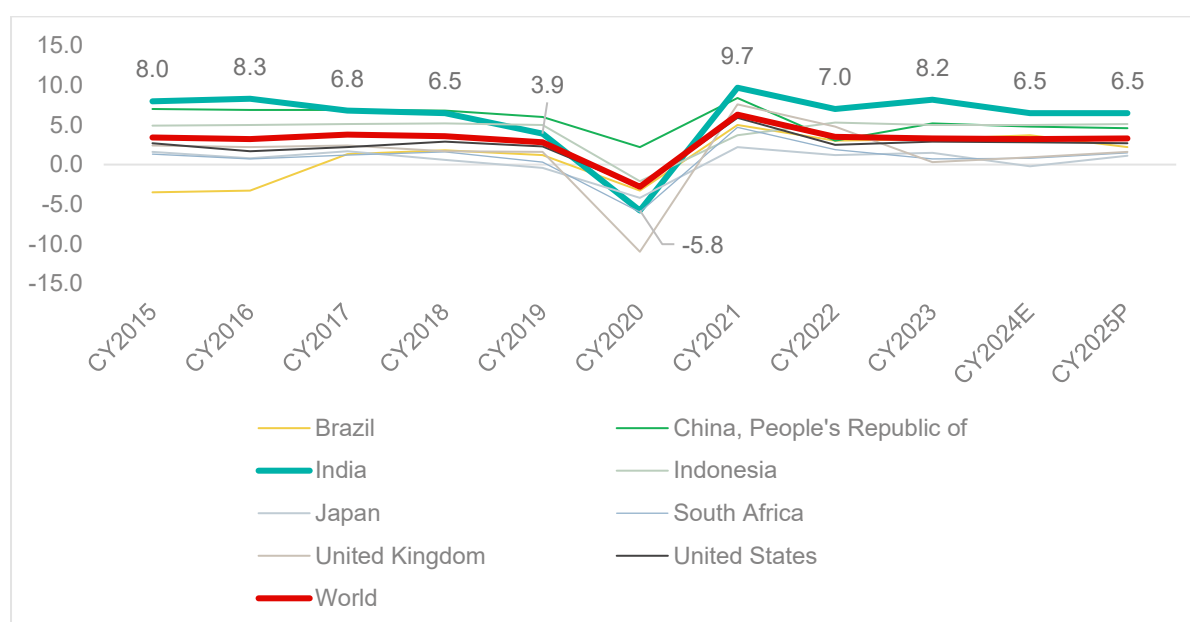
After a strong GDP growth in the past three fiscals, GDP growth is expected to moderate to 6.4% in fiscal 2025. Fiscal consolidation, elevated interest rates and prolonged high food inflation weighed down the economy in CY2025. Investment faltered given lower government capex and subdued private investments. Consumption improved on a low base, as it grew less than half the pace of GDP growth last fiscal.

Crisil Intelligence expect GDP growth to improve to 6.7% in fiscal 2026 in the base case scenario. The Reserve Bank of India's (RBI) rate cuts, lower crude oil prices and a normal monsoon are expected to support growth. While government capex will remain supportive, continued fiscal consolidation implies that investment prospects hinge on a sustained revival in private capex.

### India to remain a growth outperformer globally

Despite slowdown in the near term, India's growth is expected to outperform over the medium run. Crisil Intelligence expects GDP growth to average 6.7% between fiscals 2025 and 2029, compared with 3.2% globally as estimated by the IMF.

## India is one of the fastest growing emerging economies (GDP growth, % year-on-year)



E: estimated; P: projected

Note: GDP growth based on constant prices

Source: IMF (World Economic Outlook – January 2025 update), Crisil Intelligence

### Key factors impacting the business environment.

- Strong domestic demand is expected to drive India's growth over peers in the medium term.
- Medium-term growth is anticipated to be bolstered by increased capital spending on infrastructure and asset development projects, leading to enhanced growth multipliers.
- The government's future capital expenditures are expected to be supported by factors such as tax buoyancy, simplified tax structures with lower rates, tariff structure reassessment, and tax filing digitization.
- Investment prospects are optimistic, given the government's capex push, progress of Production-Linked Incentive (PLI) scheme, healthier corporate balance sheets, and a well-capitalized banking sector with low non-performing assets (NPAs).

### Key factors in the budget 2025-26 that can influence medium to long-term growth:

- Stronger Consumption Support: Tax relief measures and enhanced allocations for welfare programs like PMAY, PMGSY and MGNREGS (Mahatma Gandhi National Rural Employment Guarantee Scheme) to boost demand and economic activity. Recently there was a key announcement made during the union budget 2025-26 in February 2025 pertaining to direct taxes. As per the new tax regime, no income tax payable up to the annual income of Rs 12.75lakh and a new tax bracket subject to 25% tax added to 20-24Lakh income tax slab.
- Sustained Infrastructure Investment: Increased funding for roads, highways, railways, and urban development, driving long-term growth and job creation.
- Government-Led Capital Expenditure: Continued high Capex allocation supporting various industries.
- Employment & Skilling Initiatives: Allocations for new employee generation schemes, vocational training, and opening of 'centre of excellence' will enhance workforce productivity and help in skilling the youth of the country.
- Push for Innovation & Industrial Growth: Increased R&D funding, incentives for EVs and electronics manufacturing, and export promotion to strengthen India's global competitiveness.

### Lowering supply chain dependency on China

India including other nations are actively pursuing strategies to reduce supply chain dependency on China in the wake of pandemic and growing geo-political tensions.

This includes diversifying the supply chain by sourcing inputs from various countries with a goal of reducing the risk of relying on a single country. Furthermore, India is also trying to strengthen the domestic manufacturing

environment through various policy initiatives. Key strategies adopted by India to diversify the supply chain includes:

**Foreign investments:** India is attracting multi-national companies those who are actively seeking to diversify their manufacturing bases away from China. Government is aiding these companies in terms of tax benefits and incentive schemes. India has also published new policies on FDI to attract investments from various countries across sectors.

- **Domestic manufacturing:** Government is pushing domestic companies to develop products locally and bring certain level of localization in the products, thereby reduce dependence on China. This involves introduction of initiatives and schemes like Make in India, Atmanirbhar Bharat, China plus one, PMP and PLI.
- **Trade diversification:** India is actively engaging in trade pacts and FTA to diversify their trade partners. Strengthening trade ties with developing and developed economies offers alternatives to sourcing goods and technology.

To reduce the dependency on China and prepare for potential future supply chain challenges, 14 nations under the Indo-Pacific Economic Framework (IPEF), including the United States, Japan, and India, have reached an agreement aimed at augmenting supply chain resilience and diversification. The agreement involves sharing information with each other and coordinating responses during the time of crises. Under the agreement, the participating countries would establish an IPEF supply chain council, supply chain crisis response network, and labor rights advisory network that will provide a framework to strengthen supply chains and prevent potential disruptions.

Driven by geopolitical shifts and rising tariffs, several MNCs are investing heavily in India to diversify production and build it as an export base,

- Apple now manufactures about ~14% of its iPhones in India, aiming 26% within a few years, via partners like Foxconn and Tata electronics.
- Walmart has boosted sourcing from India across categories like toys, apparel and electronics.
- Vietnam based Vinfast has planned to invest Rs 4,000 crore in the next 5 years and have started construction of their EV manufacturing facility in Tamil Nadu.

Together, these points highlight India's growing strength as a global manufacturing and export hub.

### **Atmanirbhar Bharat Campaign**

Atmanirbhar Bharat Abhiyan or the self-reliant India campaign was launched in May 2020 amid the Covid-19 pandemic, with a special and comprehensive economic package of INR 20 trillion, equivalent to 10% of the country's GDP.

The scheme was launched with the primary intent of fighting the pandemic and making the country self-reliant based on five pillars: economy, infrastructure, technology-driven system, demography, and demand. The stimulus package announced by the government under the scheme consisted of five tranches, intended to boost businesses, including Micro, Small and Medium Enterprises (MSMEs), help the poor (including farmers), boost agriculture, expand the horizons of industrial growth, and bring in governance reforms within the country.

### **PLI scheme provides boost to industrial investments in the short-to-medium term**

The PLI scheme's primary objective is to make manufacturing in India globally competitive by removing sectoral obstacles, creating economies of scale and ensuring efficiency. It is designed to create a complete component ecosystem in India and make the country an integral part of the global supply chain. The PLI scheme is a time-bound incentive scheme by the government which rewards companies in the 5-15% range of their annual revenue based on the companies meeting pre-decided targets for incremental production and/or exports and capex over a base year. The stronger-than-expected pick-up in demand and larger companies gaining share over smaller companies led to revival of capex in fiscal 2022. The rise in fiscal 2024 was on account of the expansion plans underway by India Inc.

In Budget 2025-26, government has increased its allocation to the PLI scheme to ~Rs. 17,517 crores for fiscal 2026, aimed at driving growth across industries and enhancing competitiveness. Capex is expected to peak in the next two fiscals, followed by incentive payouts, which will support the growth of Indian businesses and reduce import dependence.

## Budgeted incentives for each sector under the PLI scheme in budget 2025-26

Sector	Segment	FY26 Budget (INR Crore) *	Estimates
Automobile	Advance chemistry cell (ACC) battery	156	2,975
	Automobiles and auto components	2,819	

Source: Budget Document 2025-26, Crisil Intelligence

## Urban Population growth metrics

According to United Nations Population Division (World Urbanization Prospects: 2018 Revision) urban population constituted 36% of the total population in India in CY2023, which had increased by 14% in the previous 10 years. The urban population accounted for approx. 519 million people in CY2023, already the second largest urban community in the world. India's urban population is projected to be 675 million in 2035, which will be ~43% of the overall Indian population. In the interim, the urban population is expected to be approximately 542 million in 2025 and 607 million in 2030. According to the Economic Survey 2023-24, it is expected that by 2030, more than 40 percent of India's population will live in urban areas.

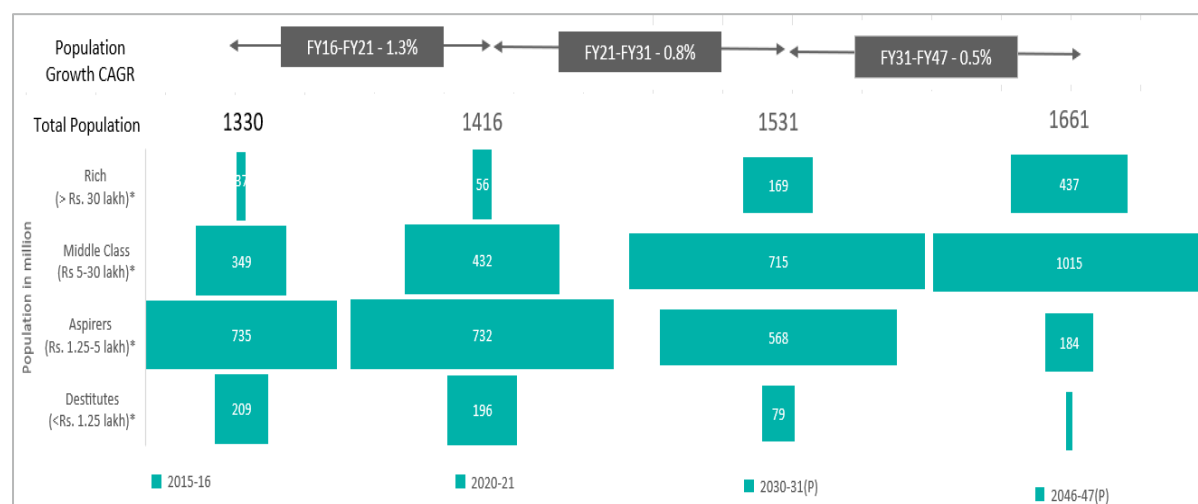
## Rise of the Middle Class

As per Crisil estimates, India's GDP is expected to grow ~6.7% between FY25 - FY31 to make it the third largest economy with a GDP inching closer to USD 7 trillion and lift per capita income to the upper middle-income category. By fiscal 2031, India's per capita income will rise to ~USD 4500, thereby making it an upper middle-income nation. (As defined by World Bank, lower middle-income countries are those with per capita income of USD 1,000 to USD 4,000 and upper middle-income countries are those with per capita income of above USD 4,000 to ~USD 12,000)

As per PRICE ICE 360° survey report, India is poised for significant economic growth, by 2047 if political and economic reforms yield the desired outcomes. With a projected conservative annual growth rate of 6-7%, the country could see substantial increases in average annual household disposable income.

By the end of this decade, the demographic structure of the country will shift from an inverted pyramid, which represents a small wealthy class and a large low-income class, to a rudimentary diamond shape. In this new structure, a significant portion of the low-income class will transition to the Middle Class. Consequently, the income distribution will feature a small lower layer comprising the Destitute and Aspirer groups, a substantial Middle Class, and a sizable wealthy Rich layer at the top by end of the decade. The growth rate of the population is notably higher for the upper income groups compared to the lower income groups. In fact, the growth rate for the lowest income groups may even be negative.

## India's Income Pyramid



Note: \*: Annual household income at 2020-21 prices

Source: ICE 360 survey PRICE, Crisil Intelligence

## Rural income growth numbers

The average monthly income of households saw a substantial rise of 57.6% over a five-year period, increasing from Rs. 8,059 in 2016-17 to Rs. 12,698 in 2021-22. This indicates a nominal compound annual growth rate (CAGR) of 9.5%.

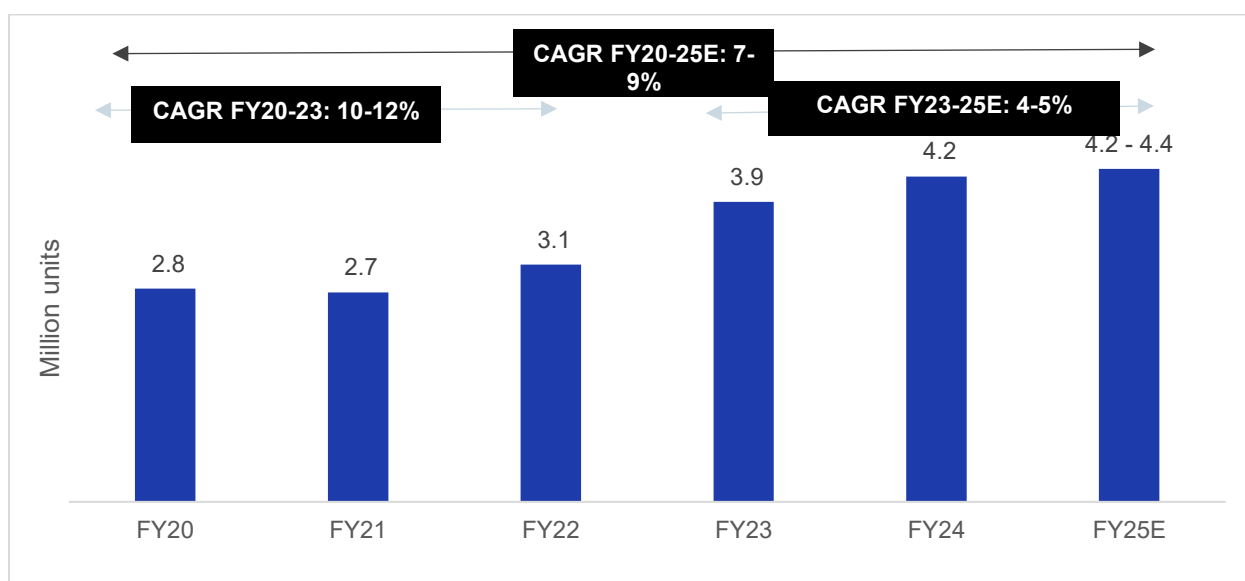
The annual average financial savings of households increased to Rs. 13,209 in 2021-22 from Rs. 9,104 in 2016-17. Overall, 66% of households reported saving money in 2021-22, compared to 50.6% in 2016-17. Rural households have experienced notable improvements in income, savings, insurance coverage, and financial literacy.

## Review and outlook of Indian Passenger vehicle industry

### Review of Indian domestic PV industry (fiscal 2020 to 2025E)

Between fiscals 2020 and 2023, India's domestic PV sales clocked ~10% CAGR. From the low base of fiscal 2021, PV sales bounced back and grew healthily to reach a historic high of 4.2 million vehicles in fiscal 2024, registering a CAGR of 16%.

### Review of domestic PV sales volume



Source: SIAM, CRISIL Intelligence

### Segmental shifts amidst premiumization

Based on body types, PVs in India are broadly classified into hatchbacks, sedans, SUVs, multipurpose vehicles (MPVs) and vans. Traditionally, domestic vehicle buyers have been cost conscious, with fuel efficiency and initial vehicle buying cost being the two key factors influencing the decision-making. Hence, the hatchback segment had been leading PV sales over the years primarily because of the lower ticket size and lower running costs, making them affordable to the average Indian customer.

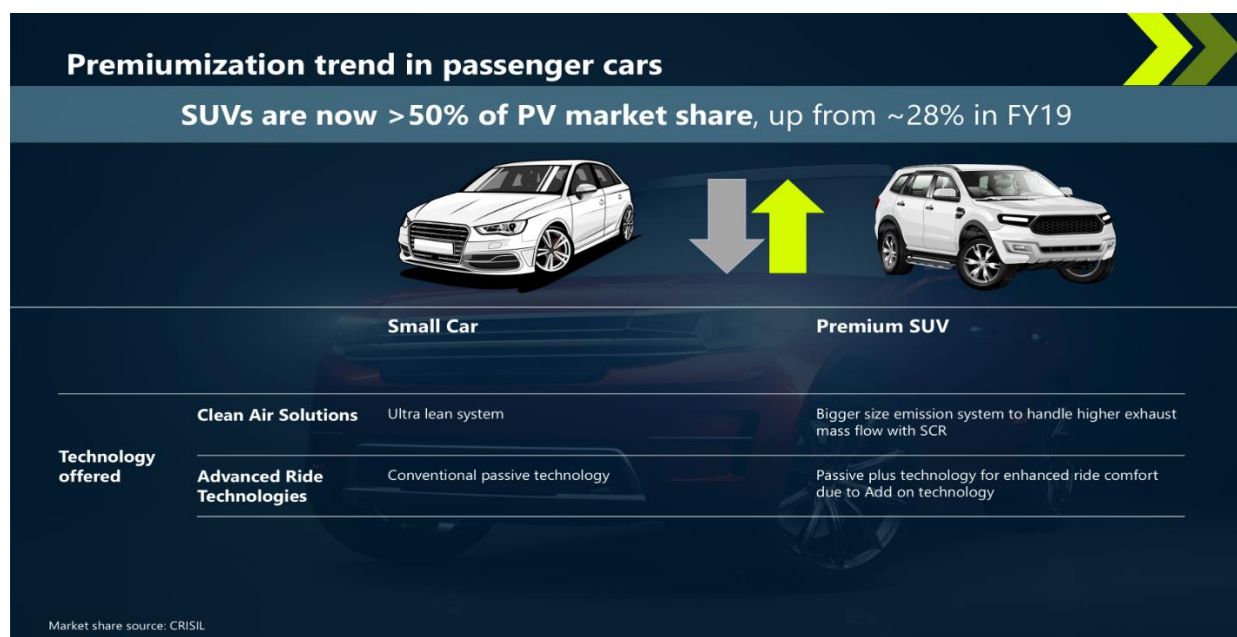
However, with a growing share of younger buyers with global exposure, there is an increasing awareness and preference towards other parameters such as driving experience, safety, advanced features aesthetics and comfort especially in light of India's challenging road conditions, which are impacting the decision-making process. It is one of the reason, customers are opting for more premium models for better comfort and ride experience. To address this change, OEMs such as Tata Motors and Hyundai have started incorporating enhanced vehicle safety in their recent launches. Several carmakers have introduced advanced features in top variants and gradually incorporated them in even the mid-level variants. Furthermore, rising disposable income has fueled growth in the SUV segment.

Modern consumers in India are preferring mid-end or top end version of the vehicles moving away from the traditional fuel-efficient budget friendly small cars towards higher priced feature loaded larger cars which offer much more space, taller ride height, seamless connectivity, and improved performance. Further, there has been a major shift in customer preference with the launch of compact and mid-size SUVs. The share of small cars reduced

over the last few years and share of SUVs increased. This was majorly driven by shift in consumer sentiments towards newly launched feature rich vehicles in the SUV segment.

Over the last few years, OEMs have started introducing hybrid models into the market. For example, Toyota launched Hycross and Urban Cruiser Hyryder, Maruti Suzuki launched Grand Vitara and Invicto, setting the stage for hybrid cars in India. Also, OEMs are actively launching EVs in the domestic market. Some key models include Tata Nexon, Tata Punch, MG ZS EV, MG Windsor, MG Comet and Hyundai Creta. Further, with the rise of EVs and hybrids, modern vehicles have started adding semi-active suspension system to improve ride comfort and overall handling. All these additional features have also aided the premiumization within the passenger vehicle industry.

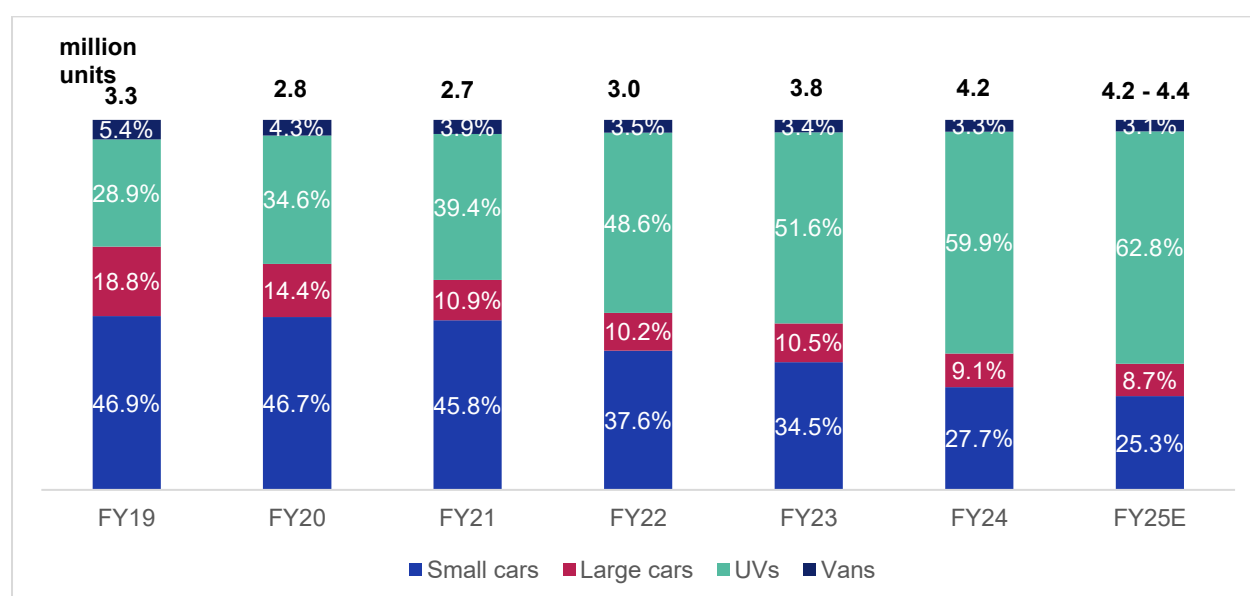
There has been a perceptible shift in customer buying behavior, with customers prioritizing vehicle experience over costs and willing to pay a premium. They are also ready to accept longer waiting times for the desired vehicle. More and more customers are now opting to buy mid-to-top level variants that fall within their budgets. The shift towards premium vehicles is resulting in inter-segmental and intra-segmental shifts. As the market shifts towards premium vehicles, SUVs and hybrids, the demand for higher technological requirements is expected to translate to increased CPV, demand for high-performance products and critical components.



*Note: Add-on technology-Advanced ride technologies in premium SUVs have started incorporating semi-active and electronic suspension*



### Segment-wise trends in the overall PV sales volume in India (FY2019-25E)



E: Estimates

Source: SIAM, CRISIL Intelligence

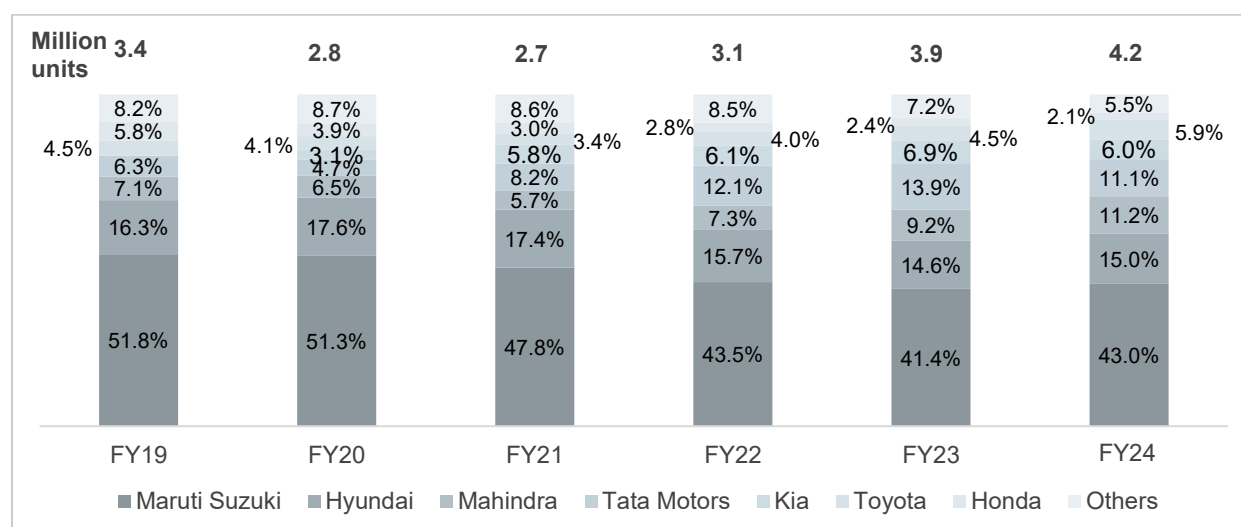
### CAGR for segment-wise trends in the overall PV sales volume in India - fiscals 2019 to 2024

	Small cars	Large cars	SUVs	Vans
<b>FY19-24 CAGR</b>	-7.7%	-11.2%	19.5%	-6.9%

### Competitive OEM landscape

The domestic PV market is oligopolistic with a few players dominating the entire industry. Maruti Suzuki leads the PV industry in terms of domestic sales volumes. Hyundai is the second-largest contributor to domestic sales, closely followed by Tata Motors and Mahindra. These four players together account for ~80% of the market.

### Domestic market share of PVs by OEM



Note:

- Others include MG, Renault/Nissan, Skoda, PCA. etc.
- Figures above the bars are sales volumes.

Source: Society of Indian Automobile Manufacturers (SIAM), CRISIL Intelligence

## Changing powertrain mix in the Indian PV industry

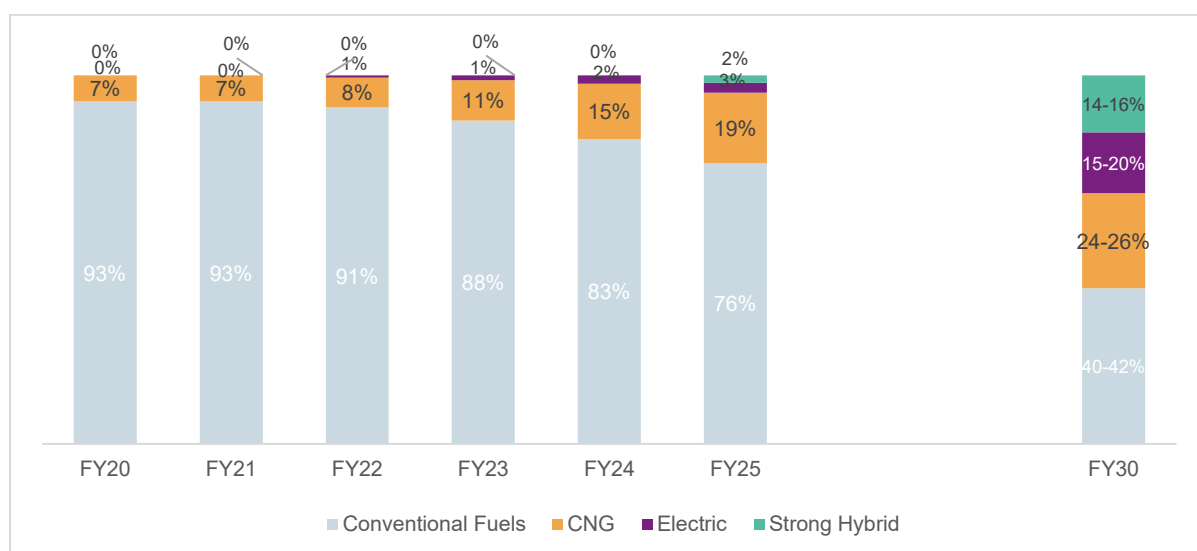
In fiscal 2024, the share of diesel powertrains in the retail industry slid to only 18%. On the other hand, the share of petrol variants expanded from 56% in fiscal 2019 to 65% by fiscal 2024. A shift in OEM focus from diesel to petrol vehicles including discontinuation of diesel models by a few OEMs such as Maruti with the onset of stricter BSVI norms, exacerbated the situation for diesel vehicles.

### Powertrain wise forecast from FY25-FY30 for Indian PV market

Indian domestic passenger vehicle industry, which was completely dominated by the conventional fuels, has witnessed fast acceptance of alternate fuels especially in the last 2-3 years. In fact, the share of CNG powertrain doubled to 15% while EV (2.3% share) and the latest addition, strong hybrids (2.2% share) expanded their presence in the vehicle retails.

Going forward, CRISIL Intelligence expects the share of alternate fuel vehicles to witness a multi-fold growth while the conventional fuel vehicle's share will slide.

### Powertrain-wise outlook of the industry



*Note: Strong hybrid: Vehicles having a combustion engine as well as an electric motor. The vehicle can be powered by the engine or the battery, or by both simultaneously. The battery of the vehicle is charged by the combustion engine and not by an external power source. Telangana & Lakshadweep retail data is not available on VAHAN.*

*Source: VAHAN, CRISIL Intelligence*

This has also led to expansion of the vehicle portfolio by players, especially in the premium segments like premium hatchbacks, compact SUVs and mid-size SUVs wherein they have announced future launches. This will lend further incentive to CNG buyers.

Electrification is another trend witnessed in the Indian domestic passenger vehicle market in the last 2/3 years. However, for EVs, range anxiety, limited charging infrastructure, import dependency on certain components, higher import duties and underdeveloped local supply chain are some of the bottlenecks.

The recent entry of strong hybrid vehicles such as Maruti Suzuki Grand Vitara, Maruti Suzuki Invicto, Toyota HyRyder, Toyota Hycross and Honda City have witnessed fast acceptance due to improved mileage, environmental benefits coupled with absence of EV concerns like range anxiety, limited charging infrastructure, etc. In the last 2 years, strong hybrid powertrains have grabbed ~2% of the annual retail of the PV industry.

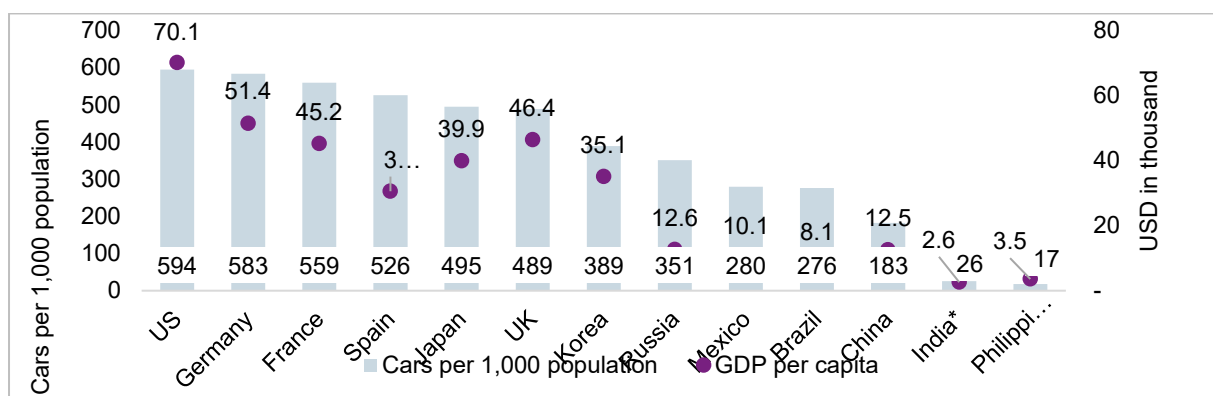
In the long-term horizon, CRISIL Intelligence projects higher traction for strong hybrids, further buoyed by attractive hybrid offerings, OEM focus, infrastructure availability and government support.

## Key regulatory/macroeconomic trends and domestic sales growth drivers

### Vehicle penetration in India

The Indian PV market is one of the fastest growing in the world and ranked second in terms of annual sales (after China) in 2023. However, Indian PV sector has historically seen significant periodic fluctuations in overall demand. The market is highly underpenetrated. According to CRISIL Intelligence, car penetration of 26 per 1,000 people in India as of fiscal 2024 was significantly lower than that of developed countries and even emerging economies such as Brazil, Russia, and Mexico, providing significant headroom for growth, especially given the expected increase in disposable income, faster economic growth, younger population, and increased focus of international OEMs. With penetration below the global average, India offers tremendous growth potential for automobile manufacturers.

### Car penetration by country in 2021



Note: Data for CY 2021, India Data for FY24

Source: International Road Federation- World Road Statistics 2023, CRISIL Intelligence

### Regulations safety norms

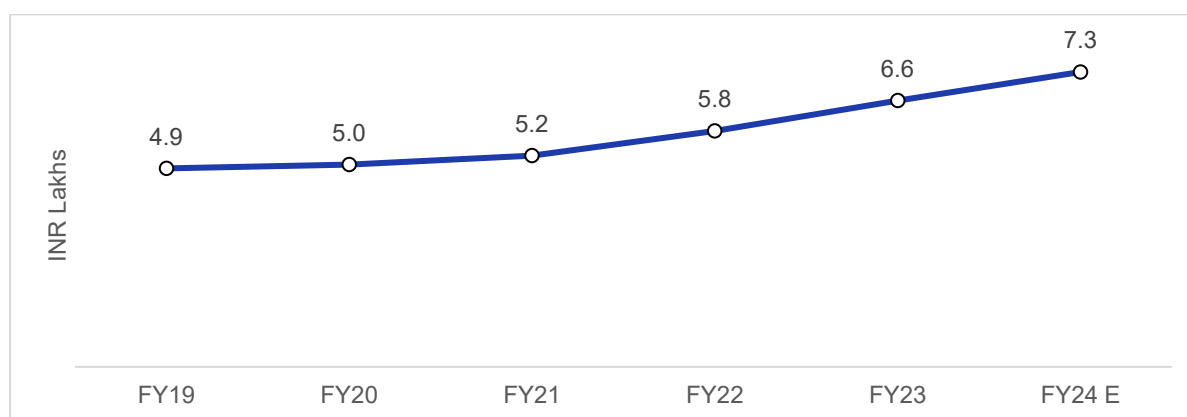
Based on European emission standards, the Indian government has introduced and implemented Bharat Stage (BS) norms in a phased manner. These mandatory norms increase the capital expenditure of auto OEMs and in turn significantly impact the industry's profitability. Currently, India has adopted BS-VI norms.

Companies have invested in the relevant technology, research, and development, and signed joint ventures (JVs) with global players to adhere to BS-VI stage 2 norms applicable from fiscal 2024, leading to price hikes across vehicle segments owing to the addition of new technologies to meet new emission regulations. Globally, countries are adopting stricter emission norms and zero-emission targets. India introduced BS VI in two stages, with Stage II mandating On-Board Diagnostics (OBD) in 2023. Europe and the US are moving towards EURO-7 and US2027 norms for PV and CV segments. India's next leap, BS VII, is expected to be introduced, significantly raising the bar for emission control and driving the country towards cleaner mobility, aligning with global standards and supporting environmental goals. This move will curb emissions and help achieve emission targets, contributing to a more sustainable transportation ecosystem. new technologies to meet new emission regulations.

### Premiumization trend

The average selling price (ASP) increased at a CAGR of 7-9% between fiscals 2019 and 2024 due to the premiumization trend as well as a sharp rise in vehicle prices. Consumers in India are opting for mid-end or top-end versions of vehicles and moving away from traditional fuel-efficient budget-friendly small cars to higher priced feature-loaded large cars, which offer more space, better ride height, seamless connectivity, and an improved performance. Further, there has been a major shift in customer preference with the launch of compact and mid-size SUVs. The share of small cars (hatchbacks) reduced from 46.9% in fiscal 2019 to 28% in fiscal 2024, majorly driven by a shift in consumer sentiment towards newly launched feature-rich vehicles in the SUV segment. Meanwhile, the share of SUVs increased from 23.1% in fiscal 2019 to over 51% in fiscal 2024. Increased spending of the upper middle class after the pandemic, a higher number of models launches in the category (which has higher profit margins), and an increase in affordability with the launch of compact SUVs led to cannibalization of the share of hatchbacks and compact sedans.

## ASP trend of vehicles



Note: Based on OEM factory cost, ASP of FY24 is estimated as FY24 financials are not available for all OEMs as of 15th September 2024.  
Source: CRISIL Intelligence

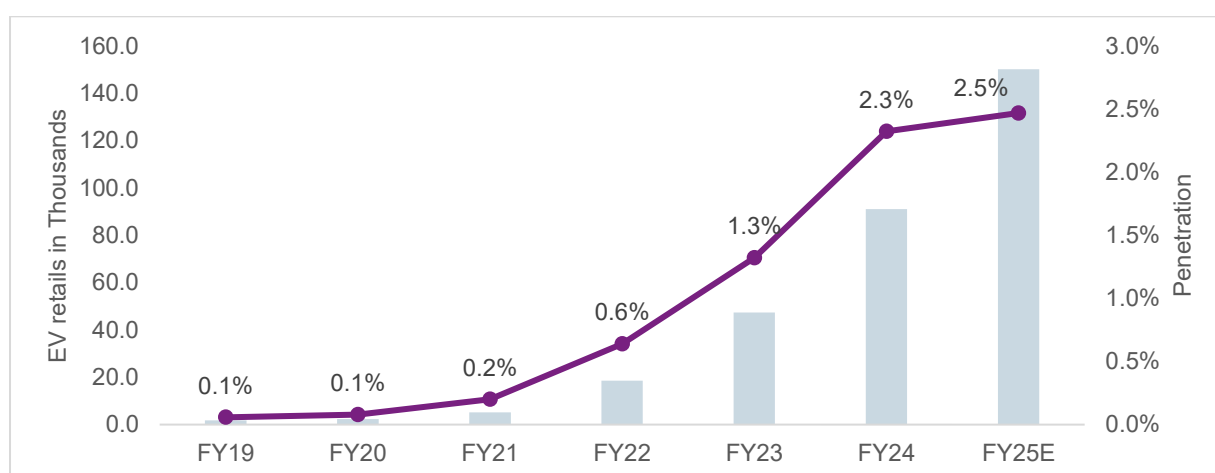
## Evolving emission standards

Industry has witnessed a tightening of emission norms in line with global environmental objectives with landmark shift to BS VI norms in April 2020 marked a significant leap from BS IV, skipping an entire generation of standards, and aligning India closer to Euro VI norms. This transition required substantial investment in engine technology, after-treatment systems, and fuel quality upgrades, resulting in higher vehicle costs and increased content per vehicle (CPV). The upcoming Bharat Stage-VII norms are expected to be like the Euro 7 norms which is applicable across Europe and all on-road vehicle categories. OEMs are preparing for another wave of capital expenditure focused on advanced emission control technologies. While this raises affordability challenges, it also pushes the industry toward cleaner technologies, potentially accelerating the shift to zero or low emission vehicles.

## EV penetration in PVs

EV penetration in the PV segment was insignificant till fiscal 2021 amid a limited vehicle portfolio, coupled with lower customer awareness. Fast expansion of the portfolio (from three models in fiscal 2019 to ~14 models in fiscal 2024), rising environmental awareness, government support and expanding EV infrastructure have led to a sharp rise in EV adoption. In turn, the penetration of EVs within the industry rose from 0.1% in fiscal 2019 to 2.3% by fiscal 2024.

## Domestic EV retail and penetration trend in PVs



Note: VAHAN figures exclude Telangana, Lakshadweep retails  
Source: VAHAN, CRISIL Intelligence

However, electrification in the PV segment is still at a nascent stage and there is a significant scope for expansion.

## Outlook of the domestic PV industry (fiscals 2025E to 2030P)

CRISIL Intelligence expects the macroeconomic scenario to support industry growth with GDP projected to grow at a healthy pace between fiscals 2024 and 2029. India's GDP growth is expected to outperform other major geographies over the next five years at 6-8%. Inflation levels are also expected to remain subdued in the 3-5% range, which is within the RBI's target band. CRISIL Intelligence has assumed three years of normal monsoons within the five-year outlook period and has considered positive momentum in rural demand. Fuel prices are also expected to remain almost steady in the next five years. These favorable macroeconomic factors are expected to support consumer disposable income.

Besides macroeconomic factors continued government support in terms of policies as well as continued expenditure and investments are expected to boost the industry. The favorable demographics are an added advantage for India and expected to help propel the PV industry.

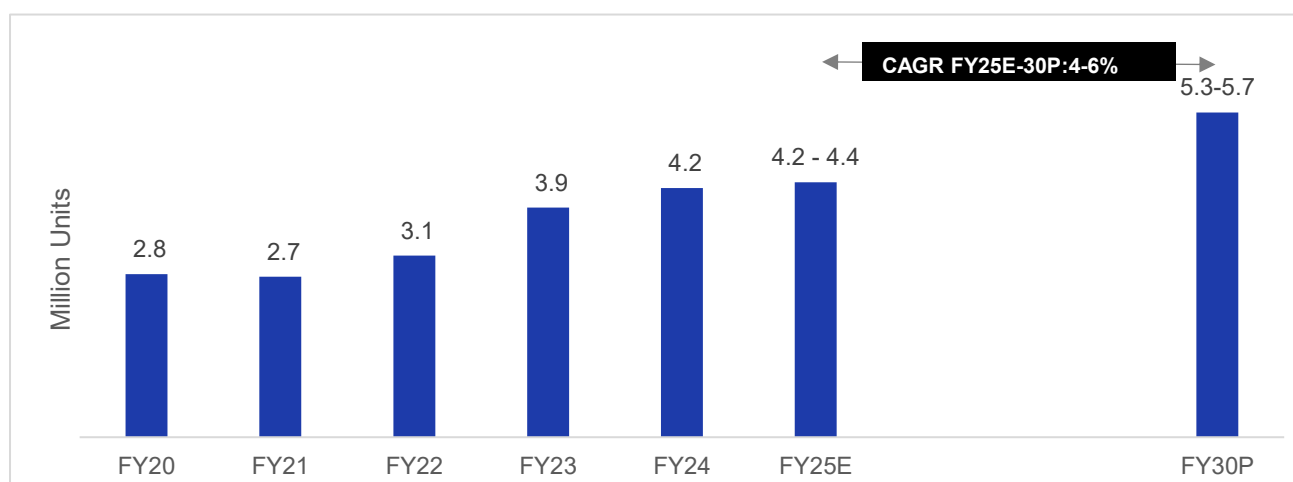
Additionally, OEMs are expected to continue to launch feature-rich competitively priced vehicles, aiding overall demand growth.

The financing scenario is projected to remain favorable for the industry and lend further support amid expanding financing reach and high loan to value (LTV) levels. Moreover, after multiple rate hikes in the past two years, a rate cut of 25-50 bps is expected to keep interest rates competitive in the near term. Given projections of subdued inflation levels in the long term, any further rate hike seems unlikely.

Changing market dynamics, including a younger consumer base, premiumization, electrification, shorter replacement cycles (four to five years currently visa-a-vis seven to eight years ago) will provide further impetus to demand. Additionally, the government's push for scrapping old vehicles (as per the government regulation vehicles above the age of 15 years will be compulsorily scrapped) is expected to shorten replacement cycles and support demand. Further, capacity expansion by players such as Maruti Suzuki, Hyundai, Tata Motors is expected to support growing vehicle demand. Moreover, expansion of supporting infrastructure such as EV charging stations and CNG pumps will also enhance the choice of customers in terms of powertrains.

CRISIL Intelligence expects domestic sales to grow at a 4-6% CAGR between fiscals 2025 and 2030 to 5.3-5.7 million vehicles.

### Domestic PV industry outlook (By Volume)



Source: SIAM, CRISIL Intelligence

### Segmental outlook

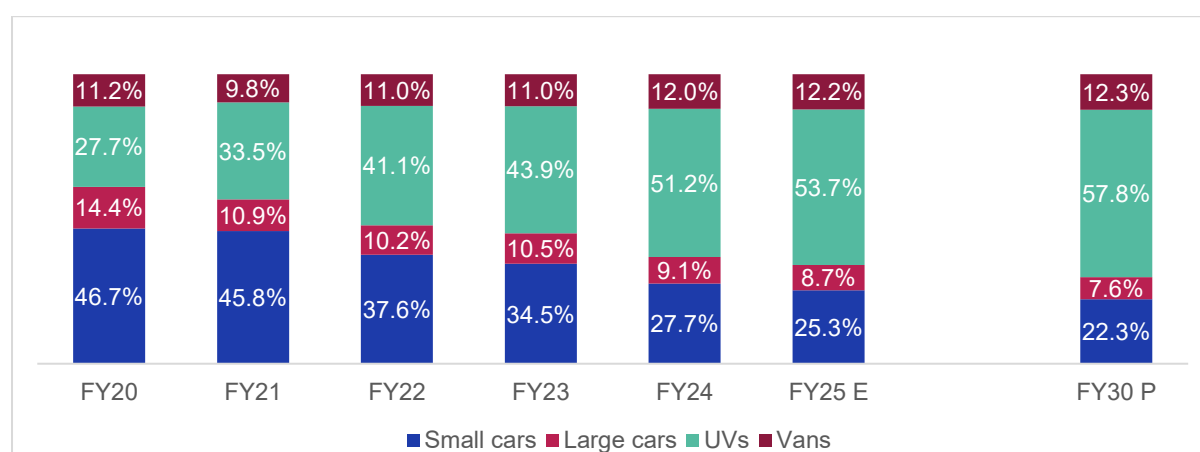
Domestic industry growth is expected to be led by SUV and MPV segments, while hatchback, sedan and van segments are expected to clock muted growth.

## Segmental growth outlook

Segment	FY20-FY25 CAGR	FY25-FY30P CAGR
<b>Hatchbacks</b>	<b>(2.9) %</b>	<b>1.0-3.0%</b>
Compact hatchbacks	(5.2) %	1.2-1.6%
Premium hatchbacks	2.3%	2.0-4.0
<b>Sedans</b>	<b>(0.6) %</b>	<b>1.5-2.1%</b>
<b>SUVs</b>	<b>25.3%</b>	<b>5.1-7.1%</b>
Compact SUVs	24.7%	4.8-6.8%
Mid-size SUVs	25.6%	5.9-7.9%
Large SUVs	26.9%	5.5-7.5%
<b>MPVs</b>	<b>15.8%</b>	<b>5.5-6.1%</b>
<b>Vans</b>	<b>3.0%</b>	<b>1.0-2.0%</b>
<b>Total</b>	<b>9.7%</b>	<b>4-6%</b>

Source: SIAM, CRISIL Intelligence

## Outlook by industry segment



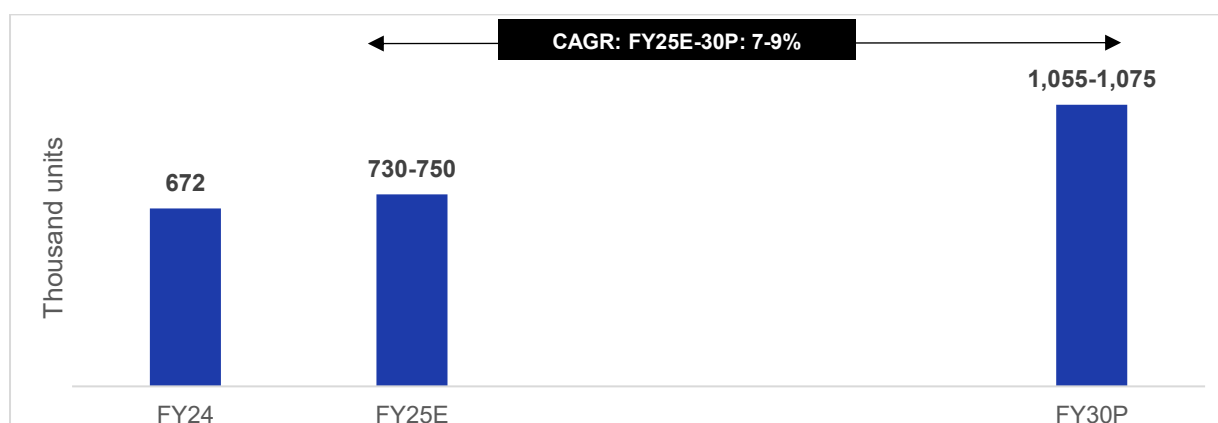
Source: SIAM, CRISIL Intelligence

## PV export outlook for India

India's PV exports are expected grow 3.1% in fiscal 2024 and at a CAGR of 7-9% between fiscals 2024 and 2029. Potential economic growth in key export regions, along with the push from OEMs will make India the hub for certain models, should boost exports. While the outlook for the Middle East and Asia remains positive, ongoing geopolitical tensions would remain a key monitorable. Any escalation of the conflict could lead to elevated oil and gas prices, alongside affecting shipping through the Strait of Hormuz. Volatile crude oil prices could affect fuel prices in export destinations and increase inflationary pressures and impact the demand for Indian exports.

A few years ago, India was a major export hub for cars such as hatchbacks and compact sedans. However, the country has successfully transformed into a large car (Premium sedans and SUVs) exporter over the past five to six years. OEMs are actively broadening their portfolios to cater to changing consumer preferences in both domestic as well as global markets. Further, premium sedans such as Hyundai Verna and Volkswagen Virtus are key models driving the large car market.

### Outlook for exports (fiscals 2025-2030P)



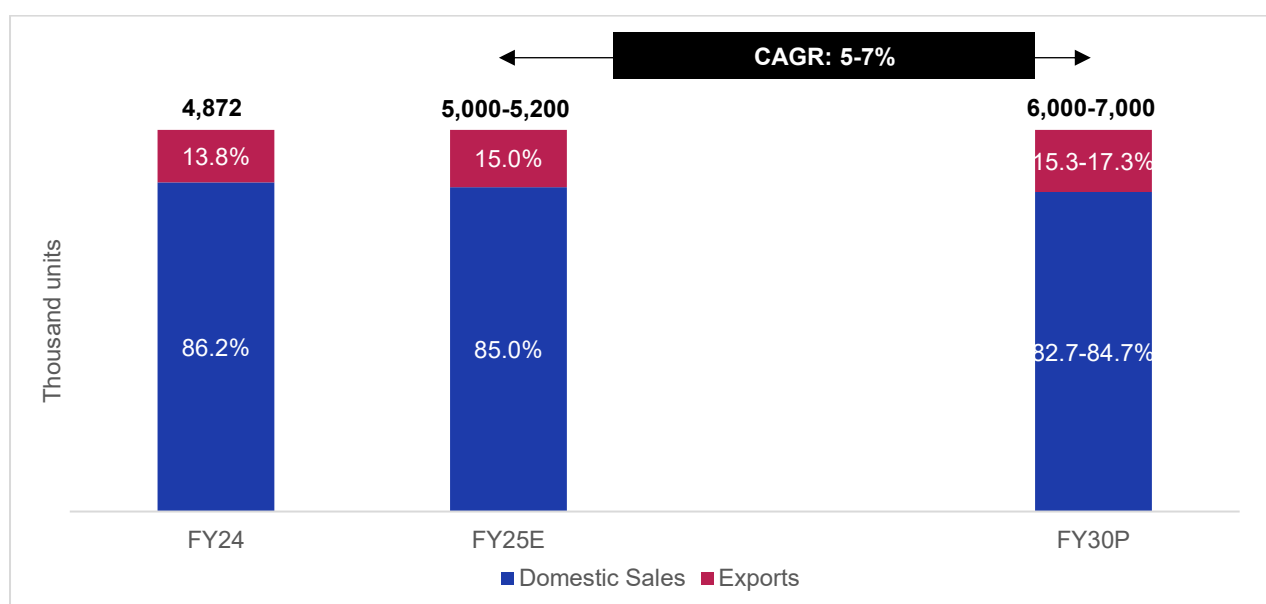
Note: E-Estimates and P-Projected

Source: CRISIL Intelligence

### Overall PV industry growth: Outlook for domestic sales and exports

Domestic sales, which accounted for 85.4% of overall industry sales in fiscal 2023, are expected to grow at a 4-6% CAGR between fiscals 2024 and 2030P. Over the period, exports are forecast to grow at a 5-7% CAGR to 15.3-17.3% by fiscal 2030.

### Overall PV industry outlook for domestic sales and exports (fiscals 2025E-2030P)



Note: E-Estimates and P-Projected

Source: CRISIL Intelligence

### Key regulatory trends related to emission norms and trends related to clean air

There have been various emission norms to regulate air pollutants from vehicles. The Bharat stage emission standard (BSES) by the government of India, set limits for pollutants emitted by vehicles.

#### Key emission Norms-

The Bharat Stage (BS) norms in India are emission standards instituted by the government to regulate the output of air pollutants from internal combustion engine equipment, including motor vehicles. These norms are designed to improve air quality by reducing vehicle emissions and are aligned with the European emission standards. The implementation of BS6 Stage 2 norms, effect from April 2023, will have significant impacts on passenger vehicles in India.

Here's a concise overview of these effects.

- Real Driving Emissions (RDE): Mandatory testing to ensure vehicles meet emission standards in real-world driving conditions.
- Enhanced On-Board Diagnostics (OBD 2): Advanced OBD systems to monitor real-time emissions and ensure ongoing compliance.
- Stricter Emission Limits: Tighter limits for pollutants like NOx, PM, HC, and CO.

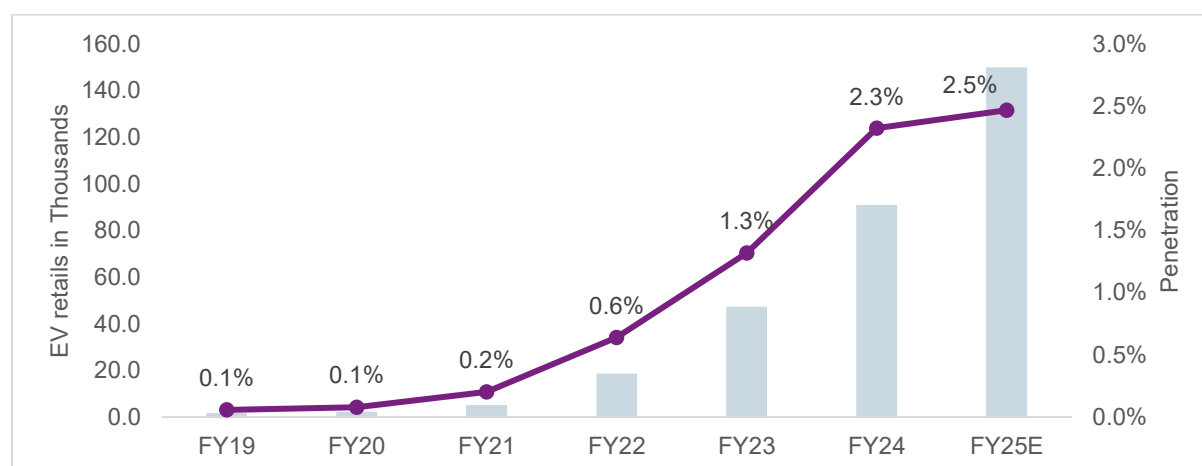
India promotes alternative fuels like compressed natural gas (CNG), liquified petroleum gas (LPG) and biodiesel to reduce emissions.

### Estimated penetration of electric PVs by segment by fiscal 2029P

The FAME-II subsidy is skewed towards vehicles for commercial use. No benefits are provided to personal car owners.

CRISIL Intelligence expects the share of EVs in total passenger car sales to grow to 15-20% in fiscal 2029 from 1.3% in fiscal 2023.

### EV penetration outlook for PVs



Source: CRISIL Intelligence

### Review and outlook of Commercial Trucks Industry (> 3.5 to 55 tons)

#### Review of domestic Commercial Trucks industry

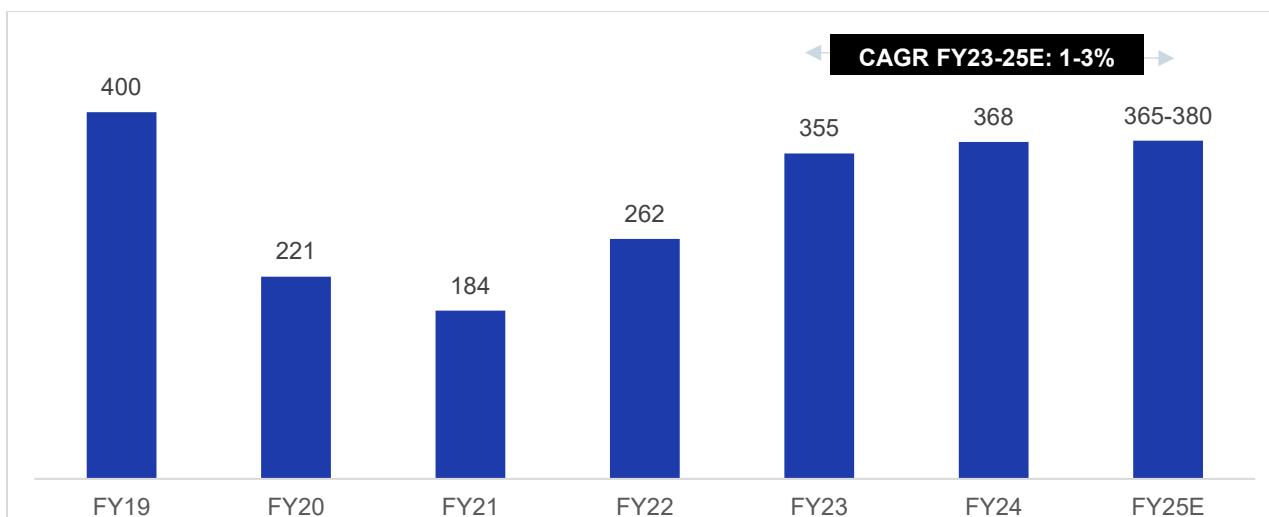
The domestic CT industry witnessed significant fluctuations in sales volumes over the past few years, influenced by economic cycles, regulatory changes, and external disruptions.

In fiscal 2019, CT sales peaked at approximately 400 thousand units, supported by strong economic activity and government investment in infrastructure development. However, the industry faced a sharp downturn in fiscal 2021, with volumes dropping to 184 thousand units due to sluggish demand and pandemic induced disruptions. With the gradual recovery of economic activity, fiscal 2022 saw a moderate revival, as sales increased to 262 thousand units, supported by pent-up replacement demand and improved freight rates. This momentum accelerated in fiscal 2023, when the industry recorded a remarkable rebound to 355 thousand units, nearly reaching pre-pandemic levels. The surge was driven by improved transporter profitability, rising industrial output, and fleet expansion.

Fiscal 2024 continued this positive trajectory, marginally surpassing the previous year with 368 thousand units sold, benefiting from sustained demand and government led infrastructure projects. Trend in fiscal 2025E signals marginal growth with sales surpassing 368 thousand units. This can be attributed to subdued economic activity, cautious fleet expansion, and reduced construction spending.

#### Review of domestic CTs industry, Fiscal 2019-2025E (in volume terms of sales)





Note: LCV segment excludes less than  $\leq 3.5$  tonnage category

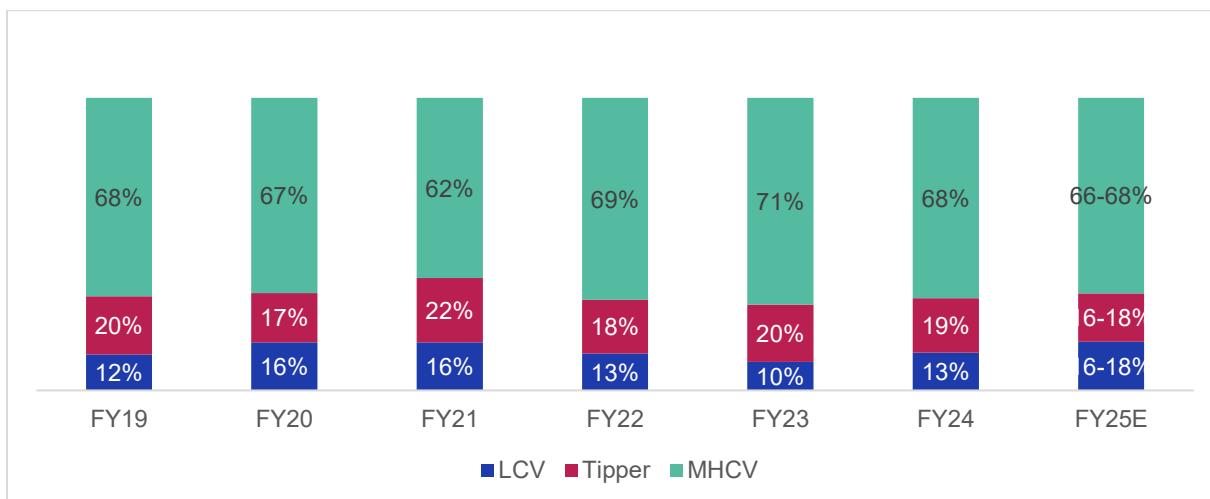
Note: E- Estimated

Source: SLAM, CRISIL Intelligence

### Segmental Trends

The domestic CTs industry has undergone significant segmental shifts over the years, shaped by economic cycles, policy changes, and market dynamics. Fiscal 2019 saw peak industry volumes at 400 thousand units, with a balanced contribution from Light Commercial Vehicles (LCVs), Tippers, and Medium & Heavy Commercial Vehicles (MHCVs). However, subsequent years witnessed substantial variations in segment-wise market share due to changing demand patterns, regulatory shifts, and macroeconomic conditions.

### Segment-wise share in domestic wholesale industry



Note:

1. LCV segment excludes less than  $\leq 3.5$  tonnage category.
2. Tipper includes only MAV and LCV tippers.

Source: SLAM, CRISIL Intelligence

Note: All percentages have been rounded off.

LCV segment, which excludes less than 3.5 tonnes had a share of 12% in FY19 and have largely remained rangebound. After witnessing a surge between the year FY20 and FY22, the segmental share reached 13% in FY2024. MHCV segment, primarily comprising heavy-duty trucks, has exhibited a relatively stable trajectory in recent years. MHCVs commanded a dominant 68% share in FY19, reflecting strong industrial and infrastructure-driven demand. This gradually moderated to 67% in FY20 and further dropped to 62% in FY21 amid an economic downturn, constrained freight demand, and financing bottlenecks that delayed fleet replacement. As economic conditions improved and infrastructure projects resumed, MHCV penetration surged to 69% in FY22 and peaked at 71% in FY23, underscoring a sharp recovery led by renewed construction activity and increased logistics movements. In FY24, MHCV share eased slightly to 68% and remained steady at 66-68% in FY25E, reflecting a

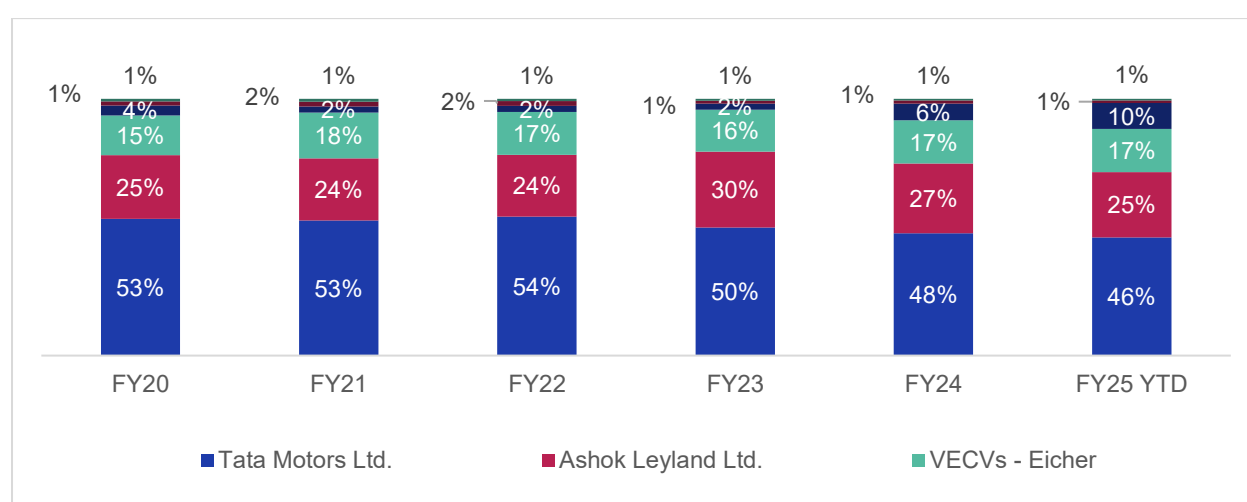
normalization phase. This indicates sustained underlying demand despite transitional pressures such as softer industrial output and uncertainty around policy continuity in an election year.

Tipplers, a specialized sub-segment catering to construction, mining, and infrastructure applications, accounted for 20% of CV sales in FY19. The share moderated to 17% in FY20 and rose to 22% in FY21, benefiting from a low base and delayed infrastructure projects. However, subsequent years saw a rationalization of demand, with penetration declining to 18% in FY22, followed by a rebound to 20% in FY23.

In FY24, the tipper segment accounted for 19% of total volumes and further moderated to 16-18% in FY25E. This fluctuation suggests sensitivity to public and private investment cycles. Despite intermittent slowdowns, the segment continues to exhibit resilience, supported by steady execution of road, mining, and rural infrastructure projects.

### Player wise Trend

Competitive landscape in CTs has evolved due to changing customer preferences, regulatory transitions, and increasing penetration of alternative fuel technologies.



Note:

1. LCV segment excludes less than <=3.5 tonnage.
2. Player-wise share before FY20 is unavailable due to differing segment-level bifurcations.
3. YTD refers to April-December 2024

Source: SIAM, CRISIL Intelligence

Note: All percentages have been rounded off

### Growth Drivers for CTs in India

#### Increasing freight rates to aid in materialization of deferred demand

In fiscal year 2025, fuel prices constituted approximately 55% of transporter costs, exerting a considerable influence on their overall profitability. During this period, diesel prices remained stable. Concurrently, freight rates also rose by an estimated 1-2%, signalling improved transporter profitability and heightened demand for freight services. These favourable factors are expected to boost Commercial Vehicle (CV) sales, as the industry capitalizes on the increased demand in the transportation sectors.

#### Easier Financing Options Enhancing Truck Sales Momentum

Access to vehicle financing has improved notably over the past few years, driven by increased participation from banks, NBFCs, and captive financing arms of OEMs. Financial institutions have started offering customized loan products with longer repayment tenures, lower EMIs, and flexible down payment structures. The government's initiatives to formalize small fleet operators and improve their creditworthiness through digital lending platforms and GST-linked profiling have also enhanced access to credit. As a result, first-time buyers and small fleet owners are finding it easier to purchase CV, thereby supporting demand growth in the sector.

#### Stable agricultural output

Over fiscal 2024 to 2029, CRISIL projects 3-4% gross value added (GVA) growth in agriculture. In fiscal 2024, Agri GVA grew at 2% over last year and expected to remain steady in coming years.

In the current fiscal, kharif sowing was initially delayed due to the delayed monsoon. However, sowing has picked up in recent months. Moreover, higher MSP allocation for fiscal 2024 and good prices in mandis have maintained the positivity on-ground. Going ahead, the rainfall progress and spread to play a key role for the current kharif cycle. The progress of the monsoon and its impact on rural demand especially for two wheelers and tractors, remain as key monitorable.

### **Healthy industrial growth**

The Indian industry's gross value added (GVA) had been growing rapidly, in line with the GDP averaging ~5% between fiscals 2019 and 2024. After consecutive weak fiscals of 2020 and 2021 due to the COVID-19 outbreak,, industrial GVA bounced back rapidly in fiscal 2022 and grew at ~11.5%. Gradual improvement continued in fiscal 2023 at 4.4% and ~3% in 2024. Over the next five-year period (fiscal 2025-2030), industry GVA is expected to be robust driven by the government's focus on 'Make in India' with the stated aim of the government to push up the share of Manufacturing in India's GDP from 17% to 25%.

### **Government's focus on infrastructure**

The National Infrastructure Pipeline (NIP) for fiscal 2019-2025 is a government initiative to develop infrastructure across the country and provide world class services to its citizens. The total capital expenditure in infrastructure sectors in India during fiscal 2020 to 2025 is projected at Rs 111 lakh crore.

Almost 83% of project allocation indirectly benefits the CV sector in India, and this push for infrastructure is a major driver of growth.

### **Focus on infrastructure and higher mining production to bolster tipper demand**

The budgeted capex allocation for infrastructure ministries for fiscal 2024 has shown a 28% increase over fiscal 2023 RE (revised estimates) to Rs. 18.6 lakh crore. Execution by the National Highways Authority of India (NHAI) will reach up to ~14-15 km/day in fiscal 2027, as against ~11 km/day in fiscal 2021, aided by the Bharatmala project. Projects such as Sagarmala and investments in various irrigation projects will further drive MHCV demand. We expect coal production to expand at ~4.5-5.5% CAGR between fiscals 2024 and 2029, while iron ore mining will also likely grow at ~3.5-4.5% CAGR during this period, aiding tipper demand.

### **Replacement demand**

LCVs are typically replaced every 6-8 years, and vehicles purchased between fiscal years 2011 and 2013 were due for replacement in fiscal year 2019. Replacement demand was expected to have been particularly high for the sub-one-tonne segment, given its robust sales during fiscal years 2011 and 2013. This strategic replacement cycle contributed to stable sales in the fiscal year 2019 and prevented a major decline in LCV sales over fiscals 2020-2023. However, with the bulk of replacement demand actualized over fiscals 2021- 2023, fiscal 2024 witnessed depressed replacement sales with some pickup seen in fiscal 2025.

JNNURM – I (Jawaharlal Nehru National Urban Renewal Mission) buses, sold during the peak seasons of fiscals 2011 and 2012, are expected to be replaced once funds are released by the central and state governments for purchase. This replacement is expected to gain pace now, aiding long-term MCV bus growth. The government's mandate to replace private vehicles (such as vans) with school buses in some cities, is also expected to augur well.

Also, the centre's scrappage policy is likely to attract 6,00,000-6,50,000 MHCV vehicles for scrapping there by driving the replacement demand.

## Scrappage policy

MoRTH, in August 2018, considered incentivizing the scrapping of vehicles sold before April 2005 (15 years old). After deliberations on the modalities on implementation of the norm, the government currently aims to promote vehicle scrapping by exempting registration charges for truck purchases made after scrapping older trucks. To incentivize scrappage of older vehicles, the government has increased the registration charges for older vehicles and increased stringency of fitness tests. These will entail higher costs for owners of older vehicles. Hence, by disincentivizing the ownership of older vehicles, the government expects the scrappage of older vehicles to increase. We expect the impact of the norms to be limited on additional scrappage (apart from vehicles scrapped in the normal course of business). If, through higher incentives from the government and OEMs, transporters are able to be incentivized to scrap vehicles older than 15 years, we expect 6,00,000-6,50,000 MHCVs to be available for scrapping. Although translation of the same into demand for new CVs will be a monitorable based on implementation and incentivization levels.

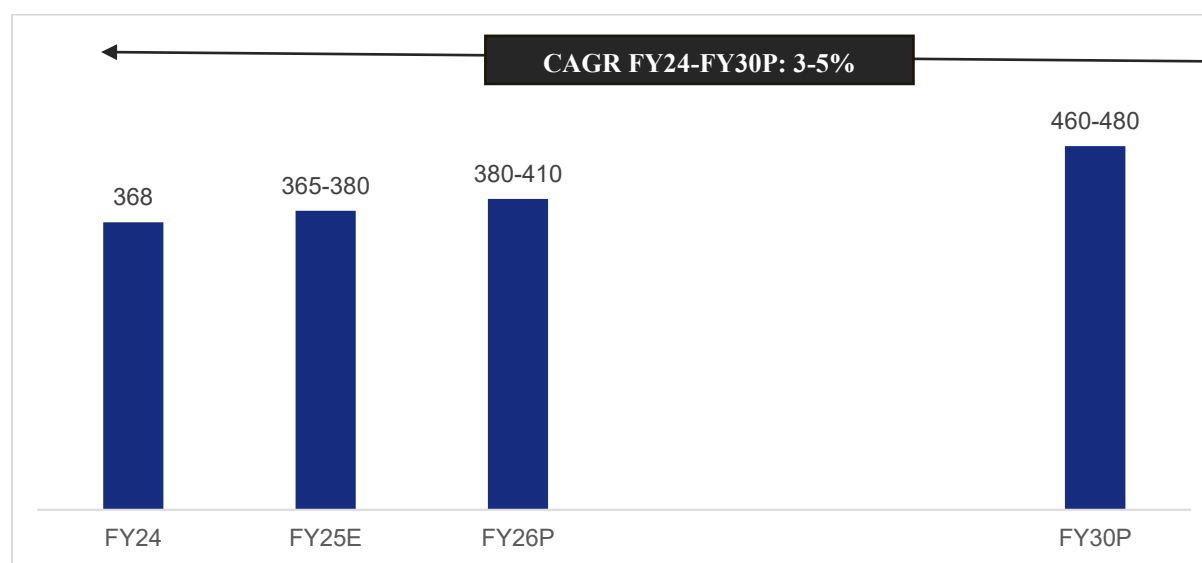
## Outlook of the Indian CTs industry

CT industry, encompassing Light Commercial Vehicles (LCV), Medium and Heavy Commercial Vehicles (MHCV), and Tippers, has witnessed a fluctuating yet resilient performance in recent years. Fiscal 2023 marked a strong recovery, driven by robust replacement demand, infrastructure development, and increased government spending. However, fiscal 2024 growth has moderated, reflecting the impact of economic headwinds and supply-side challenges.

The segmental dynamics of the CTs industry highlight a transition toward a more balanced fleet mix, with LCVs stabilizing, MHCVs recovering, and tippers maintaining steady demand. The sustained push for infrastructure development, increased logistics digitization, and policy-driven fleet modernization are expected to shape the segment-wise trends in the coming years. Looking ahead, the CT industry is expected to record a steady growth trajectory with a projected CAGR of 4-6% from FY24 to FY30. Fiscal 2025 may witness a marginal slowdown, particularly in LCVs, due to short-term economic uncertainties and a potential dip in pent-up replacement demand. However, MHCVs and tippers are likely to remain resilient, backed by continued infrastructure momentum.

## CT domestic sales outlook

Looking ahead, the commercial truck industry is expected to record a steady growth trajectory with a projected CAGR of 3-5% from FY24 to FY30. Fiscal 2025 may witness a marginal slowdown.



P: Projected; E: Estimated

Source: SIAM, CRISIL Intelligence

## Medium & Heavy Commercial Vehicles (MHCV) Set to Thrive in the Coming Five Years

The MHCV industry is expected to grow, with a compound annual growth rate (CAGR) of approximately 2-4% projected from fiscal year 2024 to fiscal year 2029.

Long-term MHCV sales are likely to be driven by several factors, including the country's improving industrial activity, consistent agricultural output, and the government's continued emphasis on infrastructure development. Additionally, fluctuations in commodity prices, interest rates, and availability of financing can affect demand. However, volume growth may be limited due to efficiencies gained from the implementation of the Goods and Services Tax (GST), the development of improved road infrastructure, and the commissioning of the dedicated goods corridor (DFC). Nonetheless, the industry remains on a promising growth trajectory in the coming years. Over the next five years (fiscal 2024-2029), industry GVA is expected to be robust, driven by the government's emphasis on "Make in India." Moreover, improvement in infrastructure and higher expected corporate expenditure is likely to support the capex cycle going forward post-fiscal 2024. India's ambitious infrastructure development plans, including the Bharatmala Pariyojana and Sagarmala programs, are expected to drive CV demand during fiscal 2024 to fiscal 2029, as the resulting increase in construction and logistics activities boosts demand for heavy and medium commercial vehicles.

### **LCV sales to grow at a modest pace in the long run.**

Light commercial vehicle (LCV) demand is expected to grow at a 5-7% CAGR from fiscal 2024 to fiscal 2029, owing to increased private consumption, lower penetration, increased availability of redistribution goods, and improved financing. The industry grew at a 4% CAGR between fiscal 2018 and 2024.

Upper-end light commercial vehicles (ULCVs) provide lower returns to the transporter than ICVs and are best suited for captive use. Entry restrictions on ICV trucks and higher tonnage MHCVs are expected to keep demand from this segment buoyant. However, the higher toll on ULCV trucks versus pickups will limit segment growth.

### **Review and outlook for electrification in CTs (fiscal 2018- 2030P)**

#### **Electrification in CTs**

Government of India has laid the foundation for electrification across the CV spectrum, but progress in the heavier CT segment (3.5 ton to 55 ton) remains at a nascent stage. Policies like the FAME II scheme, though primarily designed for public transport and smaller vehicles, indirectly benefit truck electrification through infrastructure development such as charging stations and battery-swapping networks.

The electrification of long-haul trucks (above 16 tons) is still a distant reality, hindered by the lack of a high-capacity charging network, long charging times, and payload-related efficiency losses due to current battery technology. Hydrogen fuel cell trucks are also being explored as a cleaner alternative for this segment, with early research and collaboration underway in India.

Looking ahead, the future of electric CTs in India will likely begin with short-haul and urban freight applications, with fleet operators and government-backed logistics pilots paving the way. As battery densities improve and charging infrastructure expands under the National Electric Highway program and NITI Aayog's mobility roadmap, medium and heavy electric trucks may see broader acceptance, especially in closed-loop logistics and green freight corridors.

#### **Electrification in HCV goods vehicles**

EV adoption in the HCV segment is expected to be negligible in the near future as operational profile makes them highly expensive. Further, the current charging infrastructure is not suitable for larger HCV batteries, which will make electric adoption unviable for the near future.

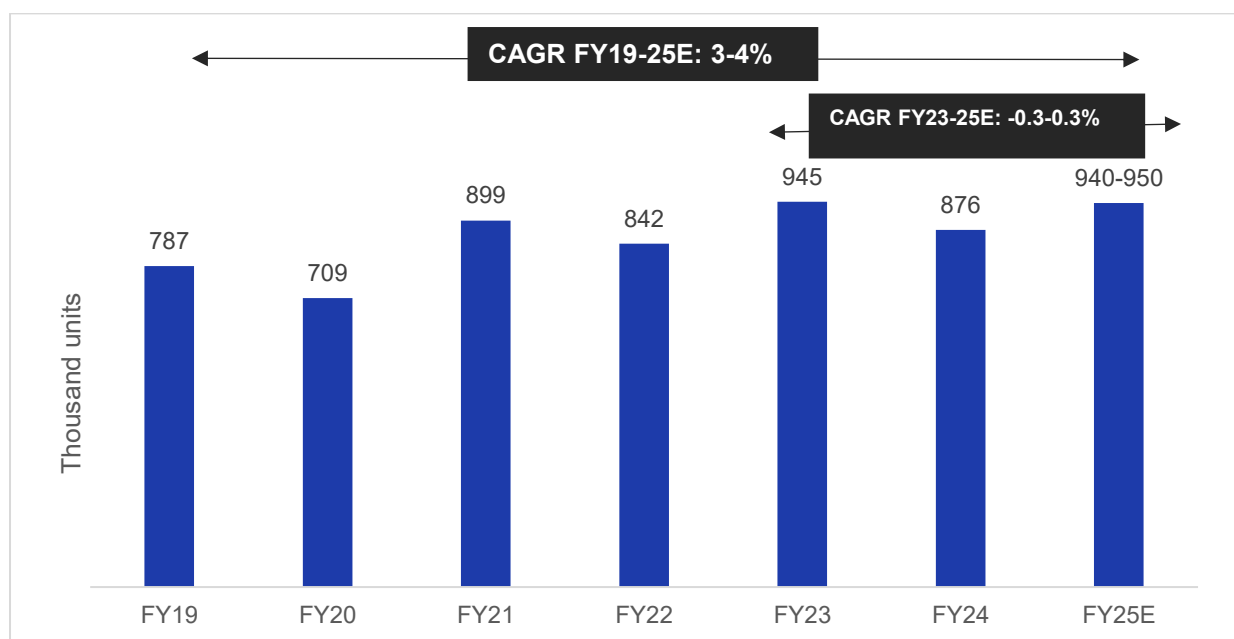
### **Review and outlook of Indian tractor industry**

#### **Review of Indian tractor industry**

In fiscal 2022, domestic tractor demand dropped 6.4% on-year after growing 26.6% in fiscal 2021. Price hikes by OEMs, higher inventory at dealerships, lower commercial demand, negative farmer sentiment owing to rising cost of cultivation, low fertiliser availability and increase in other expenditure (such as marriages and other social occasions) hampered the demand.

In fiscal 2023, tractor sales grew 12.2% on-year to an all-time high of ~945,000 units. Healthy crop prices, sound reservoir levels owing to above-normal monsoon, higher MSPs announced by the government and better rabi acreage, all led to positive farmer sentiment. Healthy festival demand because of various schemes and discounts supported the retail growth momentum. Commercial demand during the fiscal, however, remained rangebound in fiscal 2023 owing to slower retail momentum in eastern states and a complete ban on sandmining.

#### Domestic tractor industry logged 3% CAGR between fiscals 2019 and 2025E



Note: E- estimated

Source: TMA, CRISIL Intelligence

In fiscal 2024, domestic tractor sales dropped by 7.4% on-year to ~875,724 units, on account of lower reservoir levels and negative farmer sentiments. Uneven rainfall distribution with monsoon being 6% below normal for the season has led to slower pick-up in the retail market. Erratic monsoon, lower reservoir levels, anticipated decline in rabi acreage contributed towards a 7.4% on-year decline in tractor sales for fiscal 2024.

A large part of domestic tractor sales is driven by replacement demand. The typical holding period for a tractor is 6-9 years. Most of the tractors in the country is replaced within 7-8 years. Of the domestic demand, 50-60% constitute replacement demand.

The Domestic tractor sales expected to rise by 6-8% in the fiscal 2025 after declining in fiscal 2024. The growth revival majorly supported by normal monsoon and healthy replacement demand.

#### Factors impacting tractor industry

##### Emission norms

From January 2023, TREM IV was introduced for tractors above 50HP, aligning with Bharat Stage (BS) IV norms for off-road vehicles marked a significant regulatory shift aimed at curbing emissions from the agricultural sector. With application of TREM IV, the price of more than 51 hp tractors has gone up by Rs 1-1.5 lacs further dampening demand with farmers shifting towards 41-50 hp tractors. For this reason, share of >51 hp tractors had gone down in fiscal 2024.

Implementation of the TREM V emission norms, which are set to take effect from April 1, 2026, could influence buying patterns, potentially leading to pre-buying ahead of the deadline as farmers and dealers look to purchase tractors before price increases. However, the final impact will depend on clarity around regulatory timelines, OEM preparedness, and cost implications for end-users.

## EV penetration

Adoption of electric tractors in India remains at a nascent stage, with limited penetration in broader market. Until FY2019, electric tractors in India were few and largely imported from international markets. However, a shift began in FY2020, when domestic manufacturers started investing in the development and production of electric models.

Leading traditional tractor OEMs like Mahindra, Escorts Kubota, and Sonalika (International Tractors Ltd) have since initiated R&D and rolled out their first few prototypes electric tractors. In parallel, dedicated EV startups such as AutoNxt Automation, Bull Work Mobility, and Powerland Agro have focused exclusively on electric tractor development, targeting niche applications.

Despite this growing interest, cumulative registrations of electric tractors in India remain low-just 127 units to date including both imported units and domestically produced prototypes. Deployment has primarily been concentrated in a few agriculturally intensive states like Haryana and Punjab, where state-level support and targeted trials have facilitated early experimentation.

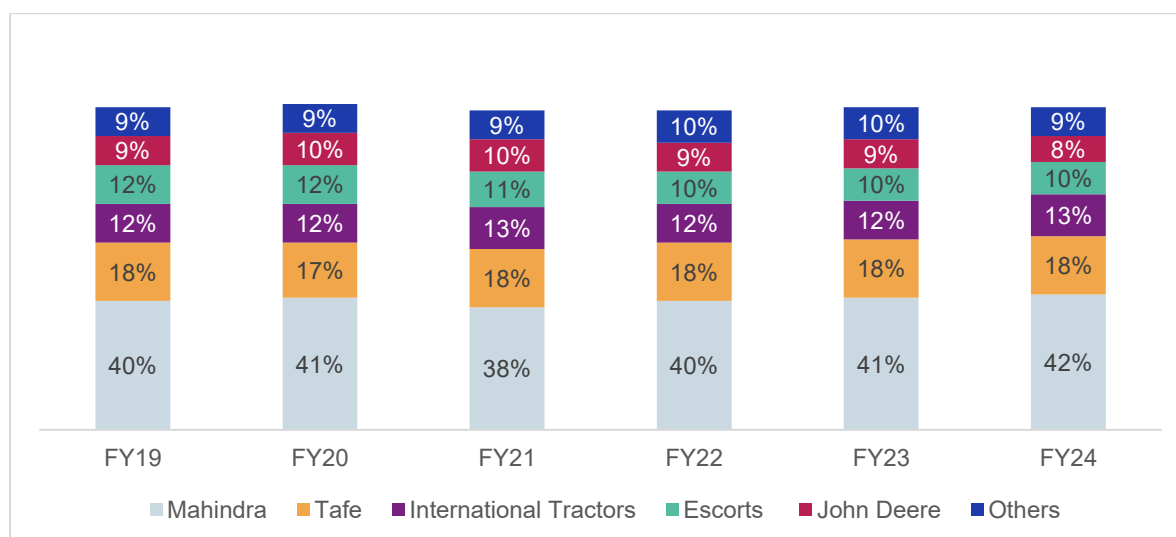
Companies are currently engaging in pilot testing with select customers to evaluate real-world performance, collect user feedback, and optimize design before considering broader commercial rollout. While these steps mark important progress, the current electric tractor volumes are minuscule when compared to the overall Indian tractor market, which sells over 900,000 units annually.

## Demand drivers

Tractor demand in the country is mainly dependent on farmer incomes from agricultural operations, which, in turn, gets impacted by various factors such as monsoon, crop prices, government procurement, etc. The government regulation governing rural infrastructure development also affects non-farm tractor demand, which accounts for roughly 20-25% of overall domestic demand for the vehicles. Additionally, availability of formal financing channels also supports the demand.

## Competition

*Player-wise domestic market share (volume-wise): M&M gained significant market share in FY24*



Source: CRISIL Intelligence

Going forward, CRISIL Intelligence expects the competition in the industry to intensify further. However, the top five players will continue to account for 85-90% of the industry by volume. A strong distribution network, brand recall, captive financiers and diverse product range are critical to maintain market position in the tractor industry.

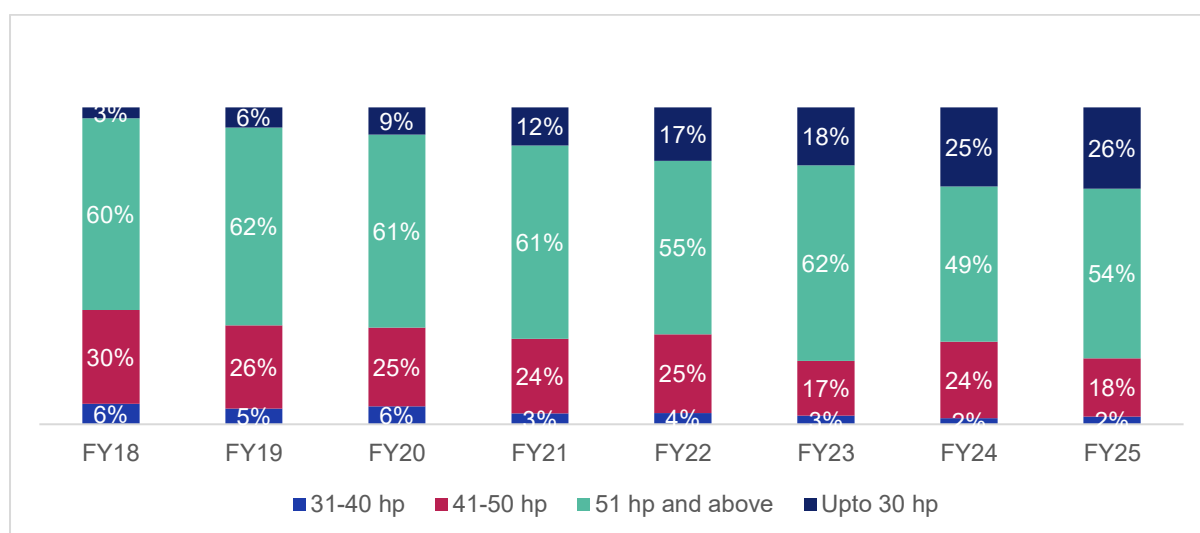
## Tractor exports

Exports, accounting for about 10% of the overall tractor sales as of fiscal 2024. The total exports recorded 97,928 units in fiscal 2024, significantly declined 23-25% from the high base of fiscal 2023. However, revival in demand expected from the US, Europe and Asia to further support growth in fiscal 2025.

Strategic push, such as setting up a base in foreign countries, by players to cater to the global demand would aid export sales. With most of the global companies de-risking exports from China due to the complexities and disruptions in the nation, India has become the natural hedge against Chinese exports. Further, with most of the companies equipped to comply with TREM IV norms, exports have bloomed in the past few years.

The export data for Indian tractors over the years from FY20 to FY25 reflects a fluctuating trend in the international market. This data underscores the influence of various global and domestic factors on the tractor export industry. The CAGR for this five-year period, considering both the ups and downs, stands at approximately 1.3%. While this growth rate may appear moderate, it signifies the resilience of the Indian tractor export industry in the face of various economic and global challenges.

### Tractor exports from India between Fiscal 2020 to 2025E



Note: FY25 number are estimated

Source: TMA, CRISIL intelligence

## Outlook of Indian tractor industry

### Domestic demand to grow 3-5% over next five years on a high base (fiscals 2025E – 2030P)

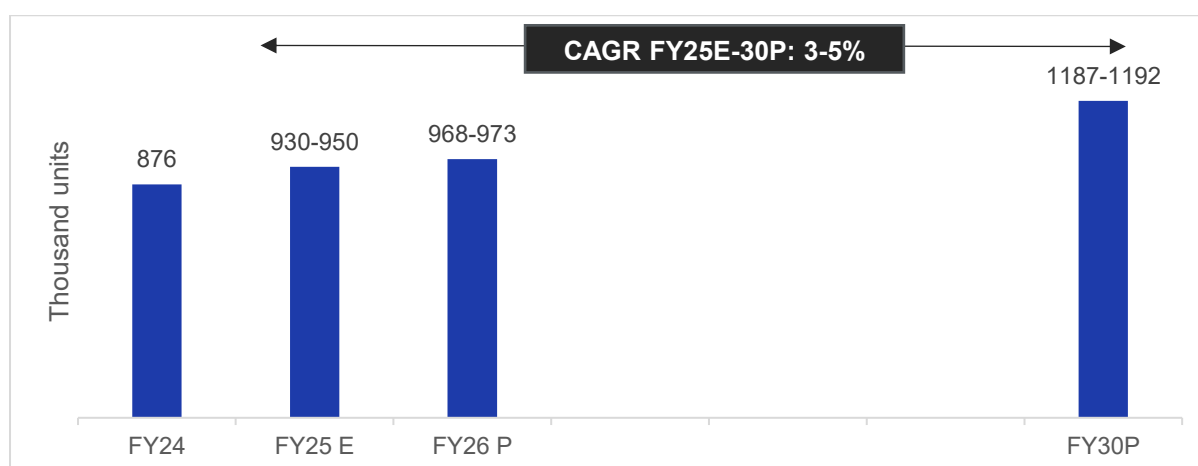
CRISIL Intelligence projects domestic tractor sales to expand at 3-5% compound annual growth rate (CAGR) during fiscals 2025 to 2030, after factoring in one to two years of erratic monsoon during the period along with healthy sales expected in the remaining years. From fiscal 2018 to 2023, the industry registered a CAGR of 5% due to healthy sales in fiscals 2017, 2018, 2021 and 2023.

However, anticipated decline in rabi profitability, low subsidy disbursement in the first quarter of fiscal 2025 amid general elections and slower growth in commercial demand to prevent further growth in fiscal 2025.

In fiscal 2025, with IMD's (Indian Meteorological Department) prediction of a normal monsoon season, domestic tractor sales are expected to grow by 2-4% on-year in volume terms. A normal monsoon season is expected to lead to healthy reservoir levels thereby positively impacting farmer sentiments and 8-10% on-year increase in volumes up for replacement to further support growth in the fiscal. Anticipated healthy rainfall is expected to lead to higher festive demand in the second and third quarters. Healthy reservoir levels to boost rabi acreage and thereby crop profitability which, in turn, is expected to boost tractors sales in the last quarter of the fiscal.



### Tractor industry sales expected to increase 3-5% between fiscals 2025E and 2030P



E: Estimated; P: Projected  
Source: CRISIL Intelligence

Growth up to fiscal 2030 will be on the back of low tractor penetration in the country (three tractors per 100-hectare area), government's focus on improving farm incomes through various schemes, promotion of farm mechanisation, and investments to improve rural infrastructure.

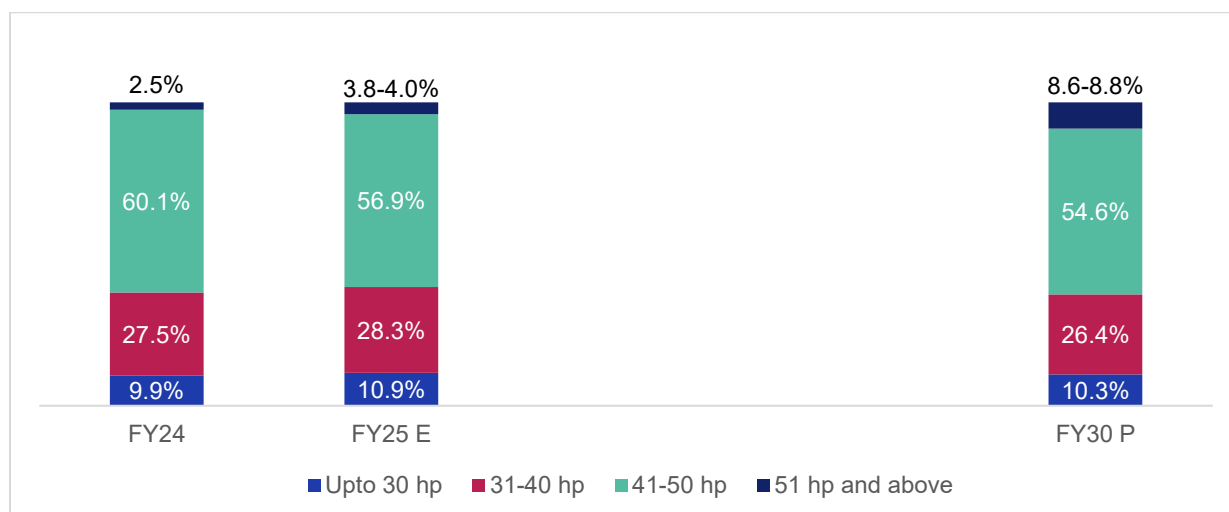
Tractors is a cyclical industry and has been observed that whenever the industry gets into a downturn, it takes 4-5 quarters for the industry to recover. Thus, assuming that the industry will be impacted by poor monsoon for one to two years between fiscal 2025 and 2030 with the industry taking 4-5 quarters to recover, our long-term assessment suggests that the tractor industry will grow at a CAGR of 3-5%. The growth will be supported by low tractor penetration in India (3 tractors per 100-hectare area); government's focus on improving farm incomes through various schemes, promoting farm mechanization; and investments to improve rural infrastructure. Strong pick up in replacement demand along with higher crop prices aiding revival in the second half of fiscal 2025. Domestic tractor sales expected to grow at a pace of 6-8% on-year in fiscal 2025 on account of increase in cash in hands of farmers, healthy replacement demand and rise expected by 2-4% on-year in fiscal 2026.

### Segment-wise growth outlook (fiscals 2025E – 2030P)

CRISIL expects upgradation from 31-40 hp tractors to 41-50 hp tractors over the next five years, as farmers are likely to upgrade to higher hp segments, realising the benefits of mechanization and higher productivity from increased usage of implements along with tractors. Additionally, the growing trend of collaborative farming, increasing commercial usage, and higher irrigation intensity will boost usage of higher hp tractors. However, in case of a decline in farm incomes on account of weak monsoon, farmers tend to shift towards lower hp tractors (below 40 hp). We expect a more gradual movement towards 51 hp and above tractors, as they are less amenable to multipurpose applications (like the 41-50 hp) and the price gap is big (at least 10-15% between a 50 hp and a 55-60 hp tractor since emission norms change at 50 hp).

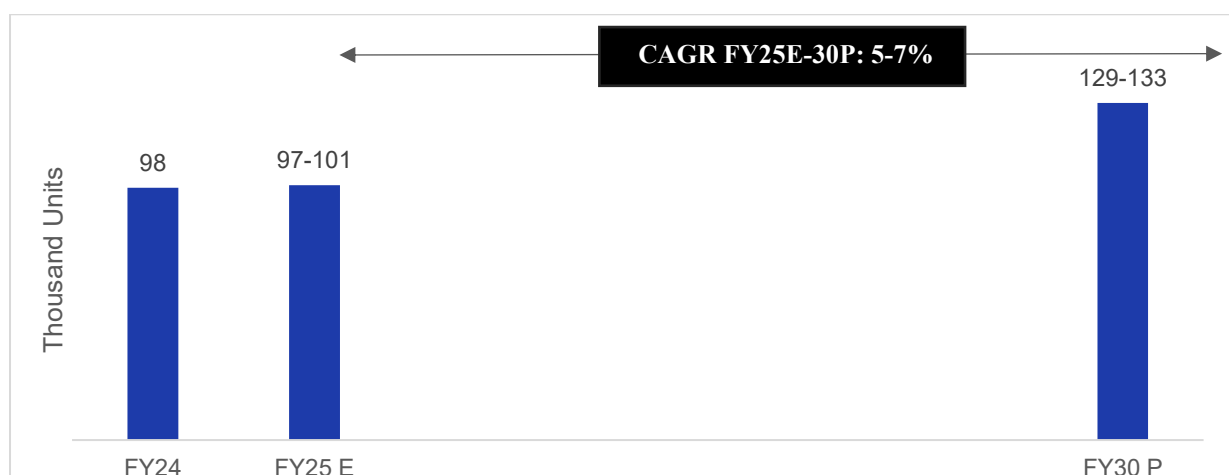
The market for 70-75 hp tractors is niche and is still evolving in India. These tractors are used mainly for farming along with implements, while 41-50 hp tractors can also be used for haulage and commercial activities such as sand mining. This increases their viability as these can be used for at least 700 hours a year.

### Higher hp tractors to see rise in proportion over long run



E: Estimated; P: Projected  
Source: CRISIL Intelligence

### Exports expected to grow at a CAGR of 5-7% from fiscals 2025E to 2030P



E: Estimated; P: Projected  
Source: CRISIL Intelligence

Exports are expected to grow at a CAGR of 5-7% from fiscal 2025 to fiscal 2030 amid higher demand from USA and other Asian and European countries. Exports, accounting for about 10% of the overall tractor sales as of fiscal 2024, are expected to grow at a pace of 0-2% on-year in fiscal 2025 on a low base of 97,828 post recording a 21% on-year decline in fiscal 2024. Revival in demand from the US, Europe and Asia to support growth but enough to get back to fiscal 2022 highs.

### Key growth drivers

Rabi crop profitability expected to improve in CY2025. In fiscal 2025, with an above normal monsoon season aiding farmer sentiments. Favourable rainfall boosted kharif crop output, with higher reservoir levels aiding to rabi crop profitability to further support tractor sales. Anticipated price rise of commodities like wheat, maize, paddy and mustard to drive the profitability growth on-year in CY2025. Government measures, including increased crop procurement and higher minimum support prices (MSP) for the rabi season, have uplifted farmers' cash flow thereby leading to healthy retail momentum.

### Replacement demand expected to be higher

A large part of domestic sales is driven by replacement demand. Typical holding period for a tractor is around 6 to 9 years with most of the tractors being replaced in the country within 7-8 years. Of the overall domestic demand,

50-60% of the sales are replacement demand. For states having high penetration of tractors such as Punjab and Haryana, the replacement demand accounts for about 70-80% of the total sales. While states where farmer incomes are lower as compared to Punjab and Haryana have a lower replacement cycle (higher age tractors) compared to the industry average.

Replacement demand is expected to be higher by 4-6% on-year in fiscal 2024 and rise by 8-10% on-year in fiscal 2025 with healthy sales registered in fiscals 2017 and 2018.

#### **Non-farm usage of tractors on the rise**

Tractors are also used in mining, construction and haulage activities. Currently, non-farm usage accounts for 18-23% of demand for tractors. Tractor usage in non-farm activities has been increasing, with the government's focus on improving rural infrastructure. Tractors are used for carrying construction material such as bricks, cement and pipes. Tractors are also being looked at as a better alternative to commercial vehicles, as tractors are more economical, can carry heavy weight, and can also manoeuvre easily on rough, rural roads.

#### **Rental model and low-cost tractors key to penetrating fragmented land holdings in India**

Despite the huge potential total arable land offers, the fragmented land-holding pattern in India remains a hurdle. With over 80% of land holdings being small and marginal (less than 2 ha), most farmers are unable to afford tractors. They depend on renting tractors or buying small tractors to improve productivity, a trend which is rapidly gaining hold.

Custom Hiring Centres (CHC) are a major component of the government's 'Sub-Mission on Agricultural Mechanisation (SMAM)' policy. These centres maintain farm equipment and machinery which can be rented out, especially to small and marginal farmers who cannot afford them.

Private sector participation via multiple unique business models is also improving farm mechanisation. CHCs face challenges such as lack of awareness among consumers about farm equipment usage, availability issue, high initial investment cost, maintenance of farm machinery, and providing equipment specific to local cropping patterns. Monitoring of CHCs remains a major challenge. However, involvement of key stakeholders and introduction of favourable schemes and policies can make the CHC concept successful in India.

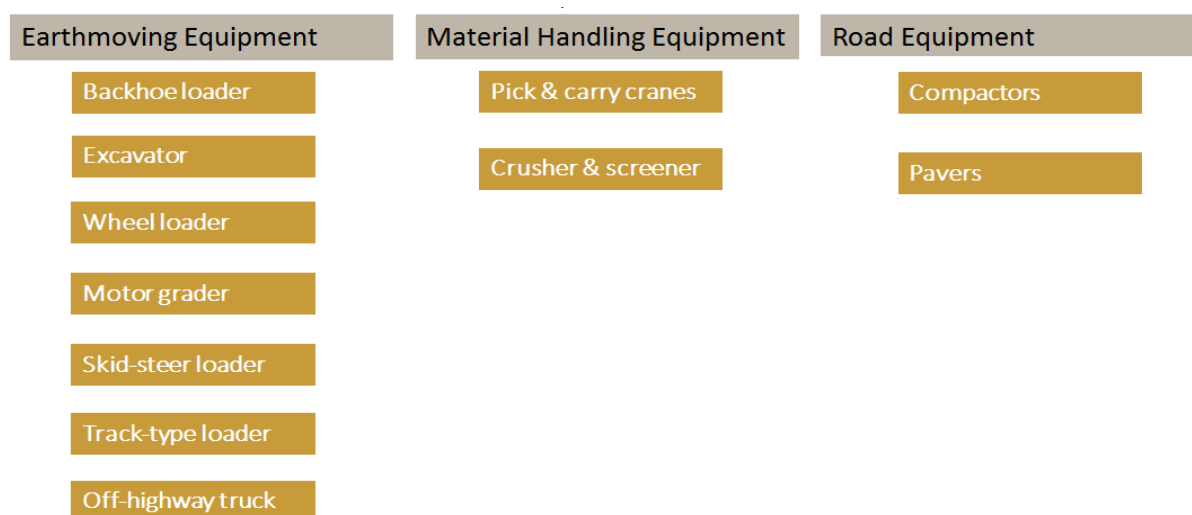
### **Review and Outlook of Indian Construction Equipment (CE) Industry (Earth moving and material handling)**

#### **Review of the domestic demand (fiscals 2022 – 2024)**

##### **CE are largely used for construction and infrastructure activity**

CE are engineering machines and vehicles used for construction (industrial & infrastructure), agriculture, mining, waste management, and logging activities. They are also used to prepare the ground, excavation, haulage of material, and dumping/laying in a specified manner. The various types of machines used are backhoe loaders, excavators, wheeled loaders, skid steer loaders, graders, cranes, dozers and compactors.

**Figure 1: Industry structure**



Source: CRISIL Intelligence

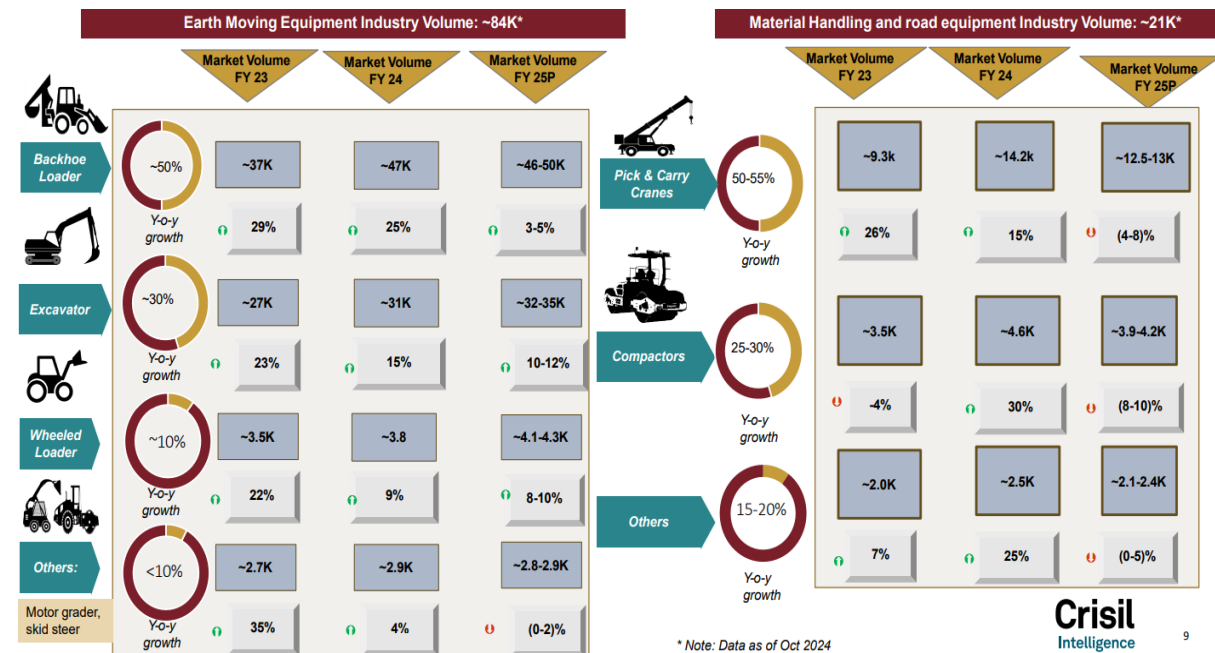
Excavators, backhoe loaders, pick & carry cranes and compactors account for ~73% of the CE industry's revenue. In the construction sector, CE is mainly used in infrastructure and industrial construction.

Construction equipment has an average life of about 7-8 years, depending on frequency of the usage. However, various components need to be regularly serviced and replaced and hence, after-sales service forms a critical part of the manufacturers' offering. Hirers and small contractors are the major end-users of CE. Large engineering, procurement & construction (EPC) companies account for only about 10% of total demand. Backhoe loaders are most popular in the Indian market as they are multi-functional (i.e. excavation and loading), relatively low on maintenance and easy to mobilize. It accounted for ~40% (volume) and ~28% (value) of the CE market, followed by excavators ~29% (volume) and ~47% (value) which have a specialized usage pattern.

### **Product profile**

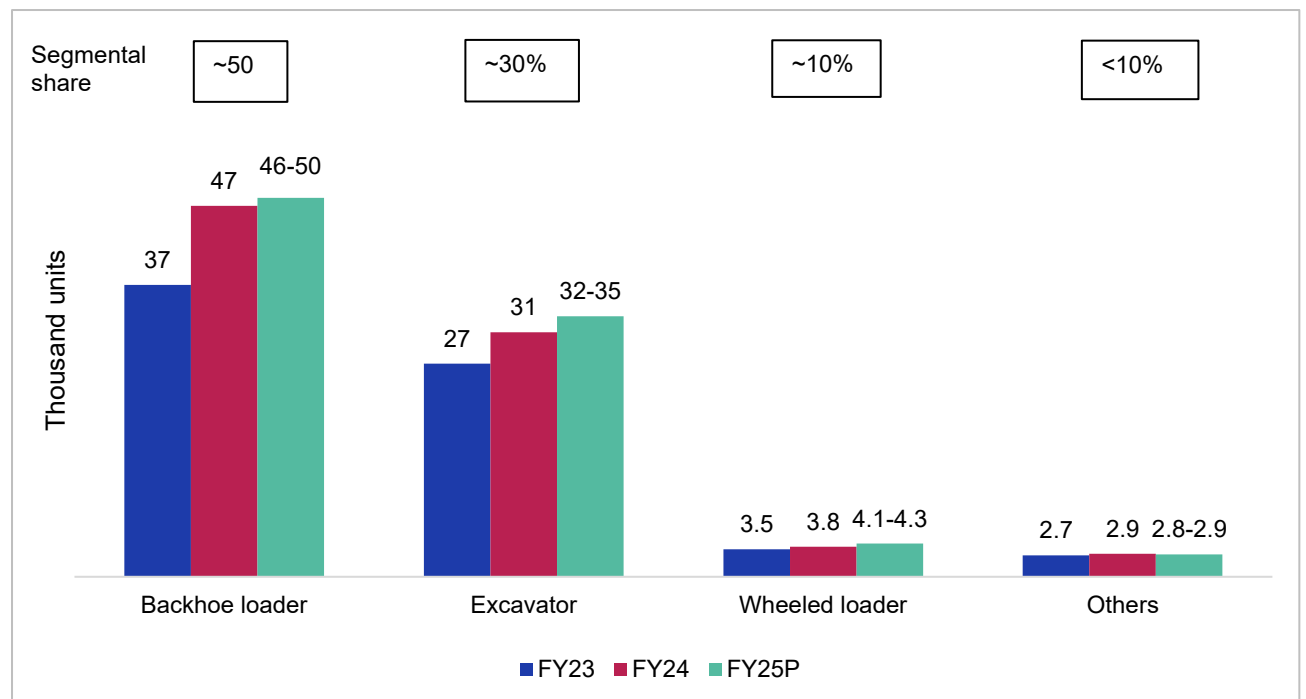
Hirers and small contractors are the major end-users of CE. Large engineering, procurement & construction (EPC) companies account for only about 10% of total demand. Backhoe loaders are most popular in the Indian market as they are multi-functional (i.e. excavation and loading), relatively low on maintenance and easy to mobilize.

## Sales of CE driven by EME sales, largely boosted by backhoe loader and excavator



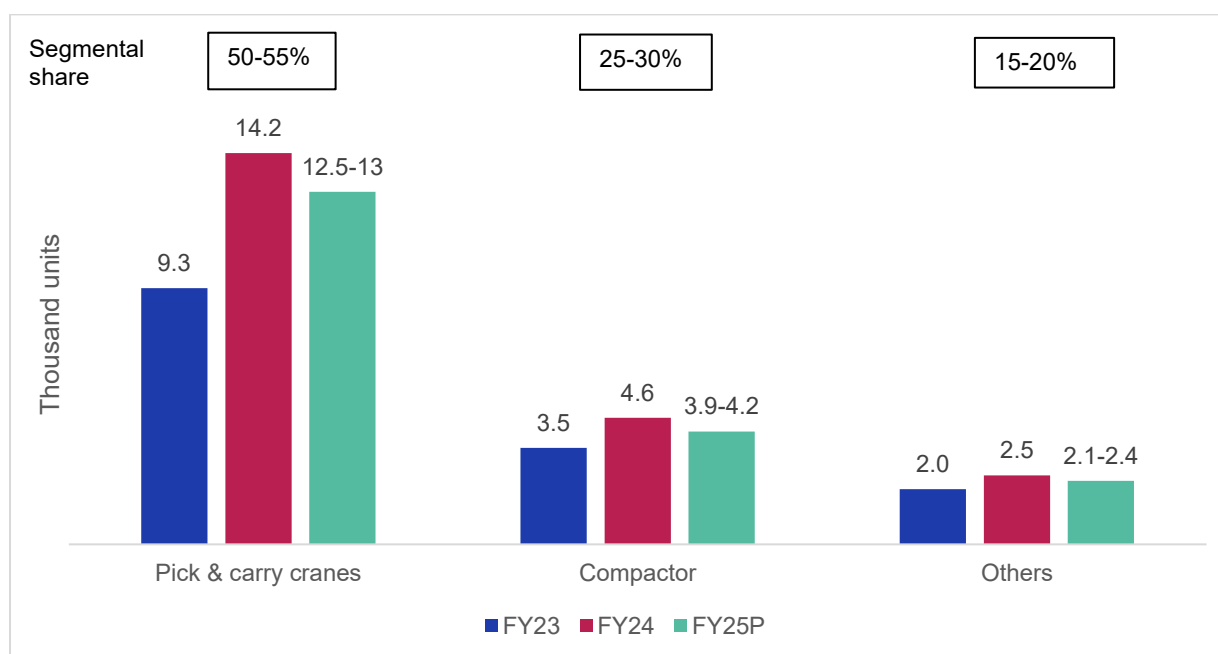
Note: Numbers inside the pie-chart refers to segmental share  
Source: CRISIL Intelligence

## Earth moving equipment industry volume: ~84k



Note:  
1. Others include motor grader and skid steer.  
2. Data as of Oct 2024.  
Source: CRISIL Intelligence

## Material handling and road equipment industry volume: ~21k



Note: Data as of Oct 2024.  
Source: CRISIL Intelligence

## Emission norms and applicability to construction and mining equipment

The construction equipment vehicles (CEVs) are regulated by Bharat stage CEV emission norms, stage IV came into effect from April 2021 and latest CEV stage V implemented from 1st January 2025 aligning with European stage IV and V standard for diesel engines used in non-road mobile machinery. India will become the third region outside of the European Union and United states to adopt Stage V-equivalent emission standards. Non-wheeled equipment, mainly deployed in off-road / off-highway applications like mining and irrigation, continues to be outside the purview of these emission norms for now, in contrast with developed markets (like the EU), where such equipment is treated at par with the on-road CEVs and is regulated together under common norms.

CEV V emission standards will also accommodate a wider range of engines including those smaller than~37kw and larger than 560kw and stringent emission limits on particulate matter (PM), particulate number (PN) (BS V only), nitrogen oxide (NOX), hydrocarbon (HC), and carbon monoxide (CO). This is the first time India has adopted one set of consistent standards regulating both agricultural and construction equipment.

The stringent PM and PN limits are set at a level which will ensure diesel particulate filters, the key technology needed to effectively control particulate matter emissions from diesel engines, adopted as expected in the European Stage V standards. Engines equipped with selective catalytic reduction also must meet ammonia emission limits of 25 ppm for those less than 56 kW, and 10 ppm for those above 56 kW. Stringent emission regulations are critical to prevent a significant increase in air pollution from non-road diesel equipment. By implementing emission norms for construction equipment and mining, industries can reduce pollution and promote sustainable development.

## Growth drivers

### Indicators for construction equipment industry on a rise

Quarterly movement in the sales of the equipment can be easily tracked through a host of factors as in the chart below. Execution of projects was robust in fiscal 2023 especially for mining activities. To be sure these parameters were on a high base of fiscal 2022. The momentum has continued in fiscal 2024. However, normalisation in overall construction activity is being observed in fiscal 2025, the quarterly indicators for the current fiscal reaffirm the same.

**Figure 3: With all High Frequency Indicators showing positive signs, CE industry sales at all time high and sales volume expected to observe moderation in growth**

	Q4 FY23	Q1 FY24	Q2 FY24	Q3 FY24	Q4 FY24	Q1 FY25	Q2 FY25
GFCF							
Rural road execution							
National highway execution							
Cement production							
Bitumen demand							
Steel demand							
Power demand							

Legend: ■ <0% on-year growth, ■ 0-10% on-year growth, ■ >10% on-year growth

Source: CRISIL Intelligence

### Healthy growth recorded in all segments in fiscal 2024 on high base of fiscal 2023

The construction sector's robust growth, with an anticipated 13% rise in total construction capital expenditure in fiscal 2024 following an 18% increase in fiscal 2023, significantly fuelled the heightened sales of backhoe loaders. Growth of the excavator's segment in fiscal 2024 despite high base in fiscal 2023 exhibits the indispensability of excavators in large-scale digging, foundation work and earthmoving tasks within construction projects. With rising focus by central and state government in infrastructure development of the country along with the implementation of NIP, NMP and Gati Shakti are expected to drive equipment industry growth in fiscal 2025.

### Healthy credit ratios across parameters

Construction equipment (CE) companies exhibit robust financial health, maintaining a favourable gearing ratio typically between 0 and 1, reflecting their balanced approach to debt. With generally low debt levels, these firms boast healthy interest coverage ratios, benefiting from high financial flexibility, largely owing to their affiliation as subsidiaries of global industry giants.

### Low EV Penetration outlook

Despite the broader push for electrification across the automotive and CV sectors, EV adoption in the construction equipment (CE) industry remains minimal with current penetration of electric construction machinery estimated to be less than 1%, largely limited to pilot deployments of compact equipment such as electric mini-excavators and loaders. Key barriers include the lack of high-capacity battery technology for heavy-duty use, limited charging infrastructure on construction sites, and high upfront costs. Given these structural challenges, the industry's transition to electric equipment is expected to remain slow in the near term.

However, OEMs are gradually ramping up R&D and collaborating with global partners to localize electric variants. EV penetration in CE is likely to see meaningful traction only post FY2027, once supporting ecosystem and policy incentives are in place.

### Outlook on the construction equipment industry (fiscals 2025 – 2030)

#### CE industry to record double digit growth in fiscal 2024 on a high base; growth to moderate in fiscal 2025

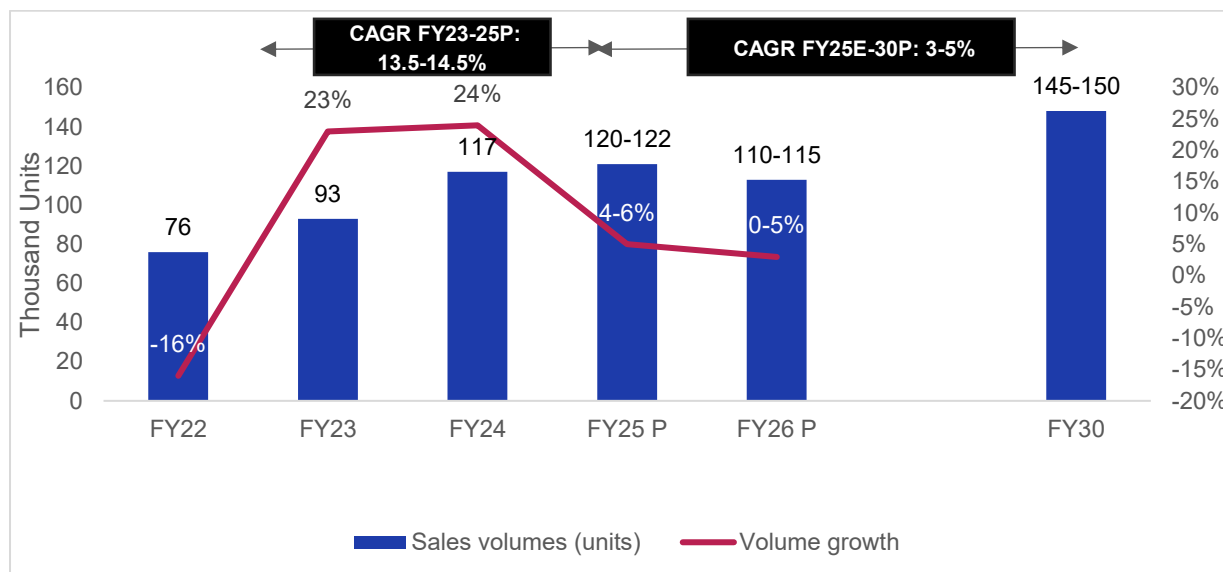
Construction equipment sector grew 24% in volume terms in fiscal 2024 driven by growth in the end user industries. Volume growth normalisation of 4-6% is projected for fiscal 2025 with the industry is expected to breach high levels of 120K+ in volume sales with growing end user industry segments like roads, railways and urban infrastructure.

The infrastructure sector growth is led by healthy rise on high bases in state and central government capex budgets, government initiatives such as Gati Shakti and the focus on NIP to boost the infrastructure segments while mining sector is expected to show growth in fiscal 2025 in order to meet the rising demand from the power and metal sectors.

The volume sold are at an all-time high with rising infra and mining activity in the backdrop coupled with newer machinery complying to the BS-IV norms introduced in the market.

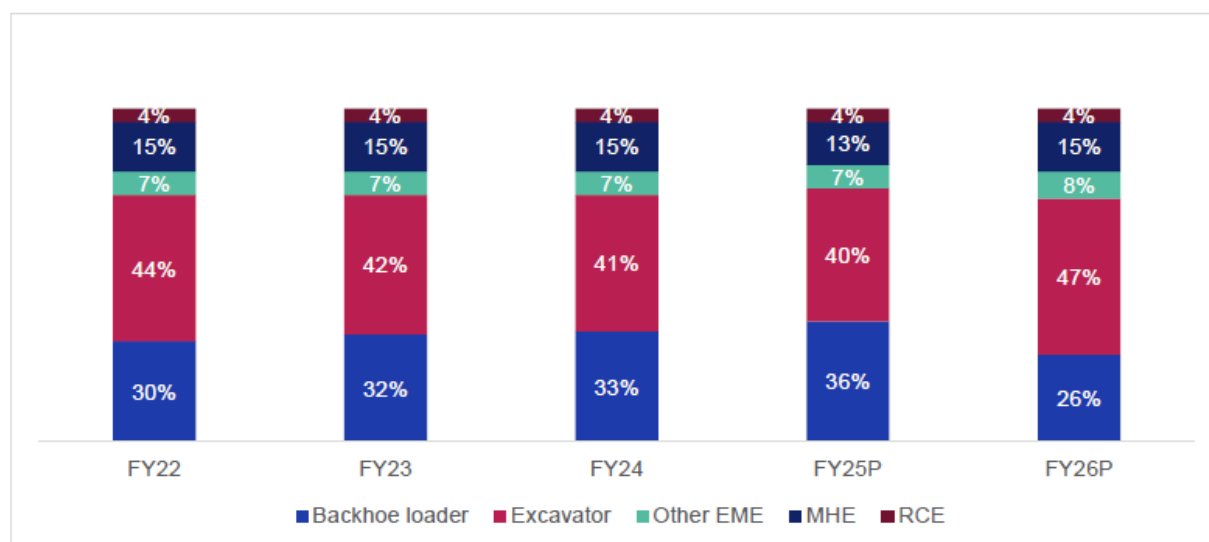
With humongous central government push and rising spur in construction activities, market size is expected to increase due to higher realisations and increase in prices passed on to consumers due to cost inflation of raw materials. However, since volumes have reached to peak in fiscal 2024, the momentum is expected to moderate in fiscal 2025.

### Equipment volumes rise to whooping 24% in fiscal 2024



Source: Industry, CRISIL Intelligence

**Figure 5: Earthmoving equipment continues to form largest share in industry**



Note: EME – Earth Moving Equipment, MHE – Material Handling Equipment, RCE – Road Construction Equipment

Source: Industry, CRISIL Intelligence

### Long term potential intact driven by growth in end-user segments

Total Infrastructure capital expenditure to grow at 9-10% CAGR during fiscal 2024-28 with Roads, Railways and Urban Infrastructure constituting ~55-60% of total spending. Other sectors like Ports, Airports and Building construction to also record healthy growth in coming fiscals.

### Review and outlook on the Indian Automotive Components industry



Auto component production (which includes sales to OEMs, exports and the replacement market) has increased at 8.7% CAGR to Rs 7,881 billion in fiscal 2024 from Rs 5,196 billion in fiscal 2019. While domestic sales are more volatile due to various factors such as regulations, fuel prices, economic cycles, etc. that impact short-term demand, exports and the aftermarket help buffer overall growth in auto component production from similar fluctuations.

### **Review of exports of auto components (fiscal 2019 to 2025E)**

Auto component exports grew at a strong 11% CAGR during fiscals 2019-2024. Even during fiscals 2017-2020, exports increased to a healthy 11% CAGR. There was a contraction in fiscal 2021 amid the pandemic and related restrictions.

### **Growth drivers for Indian auto component industry**

#### **Demand side factors:**

**Vehicle production:** PVs, CVs and tractors are seen surpassing pre-Covid levels of production in fiscal 2025 while 2W, 3W will recover from slump in fiscals 2021 and 2022, albeit still below pre-Covid levels. Healthy demand from OEMs has been driving auto-component demand followed by replacement and export markets.

CRISIL Intelligence expects almost all vehicle segments to log robust production growth over fiscals 2024-30P. Production of 2Ws, 3Ws, PVs and CVs are projected to grow at a CAGR of 7-9%, 10-12%, 5-7% and 3-4%, respectively, over the forecast period.

**Rising Per capita income:** According to the International Monetary Fund's estimates, India's per capita income (at current prices) is expected to increase at a 7.6% CAGR over CY 2023-28.

**Investment in Infrastructure:** Infrastructure improvements are expected to support automobile demand on account of employment generation, and improved accessibility and mobility.

**Ride sharing:** Rise of ridesharing and the gig economy can drive demand for auto components as vehicles in these services tend to have higher usage and mileage, which leads to more frequent wear and tear on parts like tires, brakes, and engine components. The constant operation also increases the need for regular maintenance and part replacements, benefiting the aftermarket segment of auto companies. Moreover, fleet operators seek to keep vehicles in optimal condition, which further drives demand for auto parts.

#### **Electrification**

To curb pollution levels, EVs are gaining global interest. In India as well, EVs are gaining popularity as the government is extending support via various policies to encourage EV adoption. Furthermore, growing awareness and concern for environmental issues is likely to drive electrification in India. The government support, coupled with rising awareness about EVs, environmental concerns, as well as the expansion in EV infrastructure is driving electrification in India. The EV segment received a real thrust in the last two years backed by model launches at competitive rates, price hikes in ICE vehicles, elevated fuel costs as well as an improvement in infrastructure support. Schemes such as Electric Mobility Promotion Scheme 2024 (EMPS 2024), FAME and PLI have offered a thrust to both demand and supply side of the EV market.

#### **Supply side Factors:**

- India has a cost advantage in auto component production since it has cheap labour costs, is the world's second-largest producer of steel, and is close to important automotive markets. This makes it an ideal location for businesses to source vehicle components.
- India exports a significant amount of car components, which is likely to increase in the future years. India excels at manufacturing particular types of vehicle components, such as shafts, bearings, and fasteners, giving it a competitive advantage over other countries.
- The industry has been continuously upping its quality standards and developing new products to compete globally. Trade liberalisation in western markets has led to the emergence of Asia as an export hub for Europe, and North and South America over the past decade. With supply-chain realignment, several countries (including India) are likely to emerge as global outsourcing hubs in the coming years.

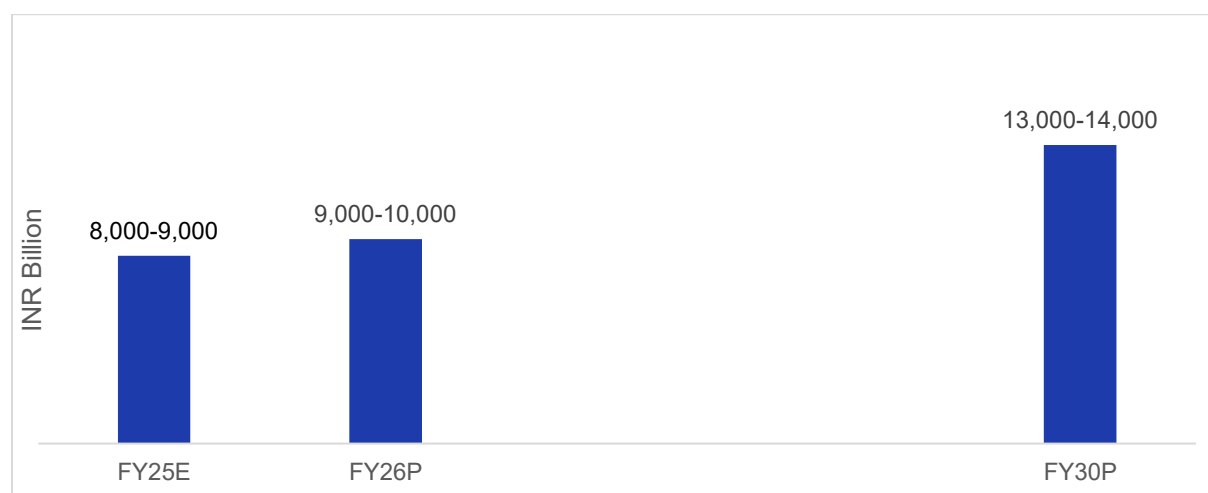
- Many domestic manufacturers have successfully entered strategic alliances/collaborations, while others are actively testing the waters. Many of the world's leading Tier 1 suppliers have set up manufacturing facilities in India, in key automotive hubs such as Maharashtra, Tamil Nadu, National Capital Region (NCR) and Gujarat.
- Changes in the process of manufacturing and designing will support the pricing power of component manufacturers. Decline in auto component manufacturing in Europe largely due to rising energy costs, driven by geopolitical tensions and stringent environmental regulations, which have eroded profitability and led to reduced production capacity have also contributed to India's advantage. At the same time, the China +1 strategy has driven companies to diversify their manufacturing bases, with India emerging as a preferred alternative as a key export hub for automotive components, due to its lower costs, supportive government policies, and strategic location near growing markets.
- Moreover, the decline in CNG prices during the fiscal year 2024 supports the shift toward greater CNG usage, reinforcing the long-term potential for its adoption in vehicles. Volatile fuel prices, coupled with potential government incentives for eco-friendly alternatives, could further stimulate demand for CNG-powered vehicles.
- Powertrain industry benefits from a dual-channel demand structure, ensuring stability and growth across economic cycles. When new car sales increase, OEM demand for powertrain components rises as automakers ramp up production. Conversely, consumers retain their vehicles longer, driving demand for replacement powertrain products in the OES aftermarket. This acts as a demand driver when the OE demand/new vehicle sales experience a dip.

### Outlook of Indian auto components industry (fiscal 2025E to 2030P)

CRISIL Intelligence expects auto component market size to grow between fiscals 2025 and 2030 to reach Rs 13,000-14,000 billion. This is more than the ~9% CAGR during fiscals 2019 to 2024. Long-term growth will appear higher over a low base wherein the auto component industry witnessed a significant decline in the preceding two fiscals (fiscals 2020 and 2021). Demand from all segments has grown further post fiscal 2023.

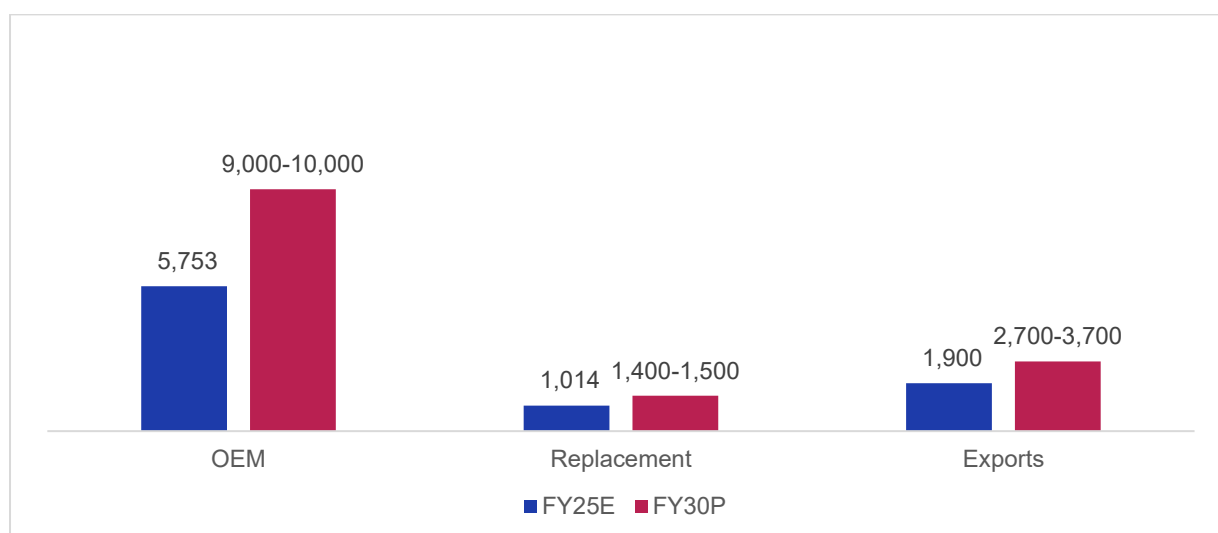
Crisil Intelligence estimates domestic auto-component production revenue to increase by 8-10% in fiscal 2025 and 10-12% in fiscal 2026, driven by demand from the OEM segment followed by replacement and export markets. Auto component exports (accounting for 22% of the overall demand in FY24) are projected to record a 7-9% on year growth in fiscal 2025. The growth would be on the back of demand from North America and Europe which together contribute ~60-65% to the export demand. Export revenues are also expected to be supported by increased global demand and China +1 strategy. However, rising inflation and global economic slowdown remains key monitorable.

### Outlook on domestic production of auto components, by value INR billion (FY25E-30P)



E: Estimated, P: Projected  
Source: CRISIL Intelligence

### Outlook on domestic consumption of auto components (FY25E-FY30P)



E: Estimated, P: Projected  
Source: CRISIL Intelligence

Growth in this fiscal year will be aided by economic recovery (GDP growth of ~6.4%), buoyant demand from OEMs and the replacement market.

OEM demand is expected to clock 10-12% CAGR between fiscals 2024 and 2029 on the back of robust production growth across asset classes in the medium term (on a low base) and aided by realisation growth via OEM price increases.

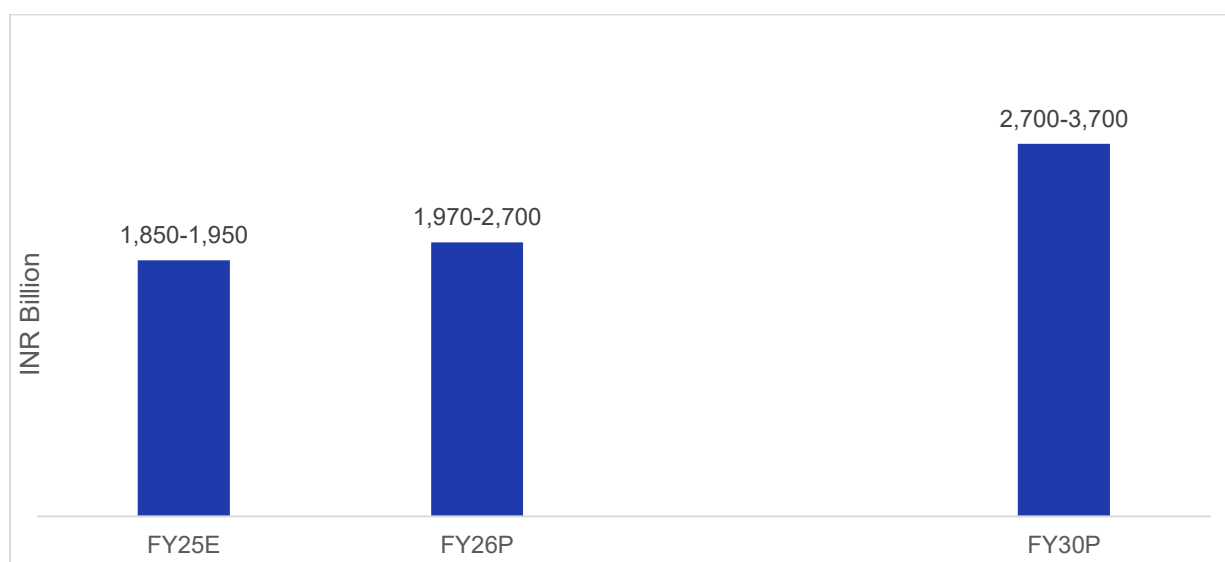
#### Healthy replacement demand along with an increase in realisations, to support replacement demand

The auto component replacement market is projected to increase by 6-8% CAGR between fiscal 2025 and 2030. In fiscal 2026, the replacement segment is projected to clock a growth of 5-7% due to muted OEM demand witnessed between fiscals 2019 and 2022 growth. This is post a 7-9% expected growth in fiscal 2025 supported by economic growth. Additionally, demand in the replacement market is expected to grow due to an increase in penetration of cab aggregator services in the overall stock of passenger vehicles in the medium term.

#### 'Make in India' push is likely to put brakes on import growth in the long term

Imports are expected to grow by 8-10% between fiscal 2024 and 2029. The government's high focus on electric vehicles (EVs) and imports of batteries and cells, battery management systems (BMS) is expected to drive growth in the long term, although to be restricted by low EV penetration in the near term. However, government initiatives of production linked incentive scheme to provide Rs 18,100 crore for advanced chemistry cell batteries is expected to increase localization of battery manufacturing. This will in turn reduce such imports going ahead.

## Outlook of exports of auto components, by value INR billion (fiscals 2025E-30P)



Source: Automotive Component Manufacturers Association of India, CRISIL Intelligence

## Review and outlook of Tenneco Specific Components

Tier I suppliers are entities which supply products directly to the Original Equipment manufacturers (OEM) which are into the production of 2W, 3W, PV, CV and OH vehicles. Tier I companies that offer complete or assembled products such as transmission, engines, electronics, etc. OEMs prefer single suppliers for critical components to ensure consistent quality, streamline logistics, and enable close collaboration on design and performance. This approach reduces variability and enhances efficiency, though it requires strong trust and risk management due to dependency on one source.

The automotive industry is characterized by high customer stickiness due to the customized and technology-intensive nature of products, as well as the stringent and time-consuming product approval processes. This creates a barrier to entry for new suppliers, making it difficult for them to board new customers. As a result, existing suppliers with established relationships and approved products have a competitive advantage, leading to a stable and predictable revenue stream. The industry's dynamics favor long-term partnerships and relationships, where suppliers invest in research and development to meet the evolving needs of their customers, and customers prioritize reliability and quality over the price and new supplier onboarding.

Also, Tier 1 vendors play a crucial role in the supply chain, providing independent or integrated components to the automotive industry. They work with Tier 2 and Tier 3 vendors, adding value to products through manufacturing, design, or integration, and generating revenue by transforming raw materials into higher-value products. Tier 2 suppliers provide products and services to Tier 1 suppliers and often directly to OEMs. As direct suppliers to OEMs, Tier 1 vendors occupy the second level in the supply chain pyramid, promoting efficiency and specialization in the industry.

## Overview of the Tenneco specific auto components

The company primarily deals with Clean air solutions, ignition systems, bearings, sealings, and shock absorbers & struts. Clean air solutions include exhaust systems and catalytic converters that form part of cold end and hot end of an aftertreatment system. The Ignition system includes spark plugs used in 2W, 3W, PV and SCV segments. Bearings include engine bearings used in automotive and off-highway applications. Sealings include cylinder head gaskets, turbo gaskets and exhaust system gaskets. Suspension includes shock absorber and struts used in the automotive applications.

End market channel	End market vehicle segment	Clean air	Ignition	Bearings	Sealings	Suspension
OEM Demand	2W/3W					
	PV					

End market channel	End market vehicle segment	Clean air	Ignition	Bearings	Sealings	Suspension
AM Demand	CT & OH					
	Industrial (genset)					
	2W/3W					
	PV					
	SCV					

Note:

- OH includes construction equipment, tractors and mining vehicles (dump trucks)
- Please note: The catalytic converter considered above do not include the ceramic substrate or any catalyst elements. Tenneco only performs canning and packaging of the ceramic substrate and hence, it is not part of the current market size, or the Tenneco revenues considered for market positioning.

## Review and outlook of domestic Clean air solutions

Indian automobile industry is shifting towards low or no emission driven by government regulations and increasing need for ecofriendly vehicles. Aftertreatment systems in a vehicle are designed to reduce emissions and pollutants released into the atmosphere. These systems are typically used with ICE vehicles, particularly diesel engines, to minimize the environmental impact of vehicle emissions. The primary goal of aftertreatment systems is to reduce harmful emissions such as nitrogen oxides (NOx), particulate matter (PM), carbon monoxide (CO), and hydrocarbons (HC). Hence to reduce emissions, the automotive industry is focusing on developing advanced technologies such as exhaust gas recirculation (EGR) system and selective catalytic reduction (SCR) systems that are part of the modern aftertreatment systems. The use of aftertreatment systems in construction equipment, tractors and industrial applications (gensets) is also on the rise with tightening emission regulations.

Some common aftertreatment systems found in vehicles are Diesel Particulate Filter (DPF), Selective Catalytic Reduction (SCR) System, Diesel Oxidation Catalyst (DOC), Ammonia Slip Catalyst (ASC) and Exhaust Gas Recirculation (EGR) System.

Source: Tenneco

**Exhaust system:** Exhaust system in a vehicle plays a crucial role in reducing emissions and improving fuel efficiency and enhance overall vehicle performance. The exhaust system is a critical component of a vehicle, responsible for directing exhaust gases away from the engine and reducing emissions. Major components of the exhaust system are exhaust manifold, downpipe, muffler, tailpipe and exhaust pipes. Exhaust manifold collects exhaust gases from the engine's cylinders and directs them into the exhaust system. Downpipe connects the exhaust manifold to the catalytic converter or turbocharger. Muffler is responsible for reducing the noise level of the exhaust gases. The muffler also helps to regulate the flow of exhaust gases, ensuring that they are directed away from the vehicle. Tailpipe which is part of the cold end directs the exhaust gases out of the vehicle. Exhaust pipes are responsible for connecting various components of the exhaust system.

**Catalytic converter:** The catalytic converter is a vital component of a vehicle's emission control system, responsible for reducing harmful pollutants and emissions from exhaust gases. A catalytic converter uses a catalyst to convert pollutants in the exhaust gases into harmless substances. It is typically located between the engine and the muffler, and its primary function is to reduce the emissions of CO, HC, and NOx. The catalytic converter uses a catalyst, typically made from precious metals such as platinum, palladium, and rhodium, to facilitate chemical reactions that convert pollutants into harmless substances.



Source: Tenneco

## **Emission norms and applicability to automotive industry**

To enhance energy security and improve efficiency in use of energy for sustainability. The government has taken several measures, including diversification in sources of imports, promotion of alternate fuels, increasing production of oil and gas, substitution of energy refinery processes, and notification of fuel efficiency norms. The government has been promoting the use of biofuels such as ethanol and biodiesel to reduce environmental pollution.

Auto Fuel Vision and Policy-2025 initially proposed the implementation of BS-IV emission norms from 01.04.2017, BS-V emission norms for new vehicle from 01.04.2020 and BS-VI emission norms from 2024. However, Government decided to move directly from BS-IV to BS-VI emission norms in April 2020. India's decision to leapfrog from BS-IV to BS-VI in just three years, compared to a decade in Europe posed a major challenge. European solutions weren't directly applicable due to cost, infrastructure, and vehicle differences. Achieving a 50% reduction in particulate matter and 87% reduction in nitrogen oxides required significant innovation.

The Bharat Stage (BS) norms in India are emission standards instituted by the government to regulate the output of air pollutants from internal combustion engine equipment, including motor vehicles. These norms are designed to improve air quality by reducing vehicle emissions and are aligned with the European emission standards. The implementation of BSVI Stage II norms, effect from April 2023, will have significant impacts on vehicles in India. Here's a concise overview of these effects.

- Real Driving Emissions (RDE): Mandatory testing to ensure vehicles meet emission standards in real-world driving conditions.
- Enhanced On-Board Diagnostics (OBD 2): Advanced OBD systems to monitor real-time emissions and ensure ongoing compliance.
- Stricter Emission Limits: Tighter limits for pollutants like NOx, PM, HC, and CO

The implementation of BSVI emission norms has led to a significant reduction in vehicular pollution. This drives towards the development of improved engine technologies such as introduction of advanced emission control system, installation of catalytic convertor or diesel particulate filters (DPF) to reduce particulate matter and selective catalyst reduction (SCR) systems for reduction in Nitrogen Oxides (NOx) emissions in BS-VI compatible vehicles. The shift to BSVI norms has created a surge in demand for Clean air solutions including filters, catalytic converters and sensors.

## **Emission norms and applicability to construction and mining equipment**

Construction equipment (excavators, loaders, compactors, and cranes) and mining equipment (dump truck) emit pollutants like particulate matter (PM), nitrogen oxides (NOx) and carbon monoxide (CO) contributing to air pollution. They also emit greenhouse gases (GHGs) like carbon dioxide (CO2), methane (CH4) and nitrogen oxide (N2O) which contribute to climate change.

The construction equipment vehicles (CEVs) are regulated by Bharat stage CEV emission norms, stage IV came into effect from April 2021 and latest CEV stage V implemented from 1<sup>st</sup> January 2025 aligning with European stage IV and V standard for diesel engines used in non-road mobile machinery. India will become the third region outside of the European Union and United states to adopt Stage V-equivalent emission standards. Non-wheeled equipment, mainly deployed in off-road / off-highway applications like mining and irrigation, continues to be outside the purview of these emission norms for now, in contrast with developed markets (like the EU), where such equipment is treated at par with the on-road CEVs and is regulated together under common norms.

CEV V emission standards will also accommodate a wider range of engines including those smaller than~37kw and larger than 560kw and stringent emission limits on particulate matter (PM), particulate number (PN) (BS V only), nitrogen oxide (NOX), hydrocarbon (HC), and carbon monoxide (CO). This is the first time India has adopted one set of consistent standards regulating both agricultural and construction equipment.

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prevent a significant increase in air pollution from non-road diesel equipment. By implementing emission norms for construction equipment and mining, industries can reduce pollution and promote sustainable development.

### **Emission norms and applicability to Genset Industry**

The genset industry, also known as the generator, set industry, is a sector that manufactures and supplies generator sets, which are used to generate electricity in various applications, including residential, commercial, industrial, and recreational. The industry is driven by the growing demand for reliable and efficient power generation solutions or power backup solutions, particularly in areas where the grid is unreliable or non-existent. There are different types of gensets including diesel, gasoline, natural gas and biofuel. Diesel generators are primarily used to provide backup power in industries. However, these generators emit harmful substances such as NOx, Sulphur dioxide (SO2) and PM contributing to air pollution

The Central Pollution Control Board (CPCB) has established guidelines for genset emissions, including limits for PM, NOx, CO and SO2. India has adopted stage II and III emission norms for genset aligning with international standards. With the introduction of CPCB IV+ emission standard government aims to achieve 90% decrease in PM and NOx concentration in generator exhaust, surpassing the existing CPCB II standard. These emission standards are designed to simplify the regulatory landscape by establishing a single benchmark for portable and fixed generators, regardless of fuel type, with a power output of up to 800 KW to streamlined approach towards maintaining strict emissions reduction targets.

The CPCB IV+ guidelines will also drive towards significant technological evolution within the diesel generator industries. The manufacturers are required to invest in advanced engines and emission control technologies, including electronic fuel systems, advanced after-treatment systems (ATS), and exhaust gas recirculation (EGR) systems, to meet these standards. These advancements will lead to more efficient fuel combustion, improved pollutant control, and enhanced fuel efficiency.

The genset manufacturers must acquire type approval from CPCB, demonstrating compliance with emission norms. The manufacturers must also ensure conformity of production (CoP), verifying that genset meet emission standards during production. Noise pollution (Control and Regulation) complies with noise pollution regulation such as those specified by the CPCB.

### **Emission norms and applicability to Tractors Industry**

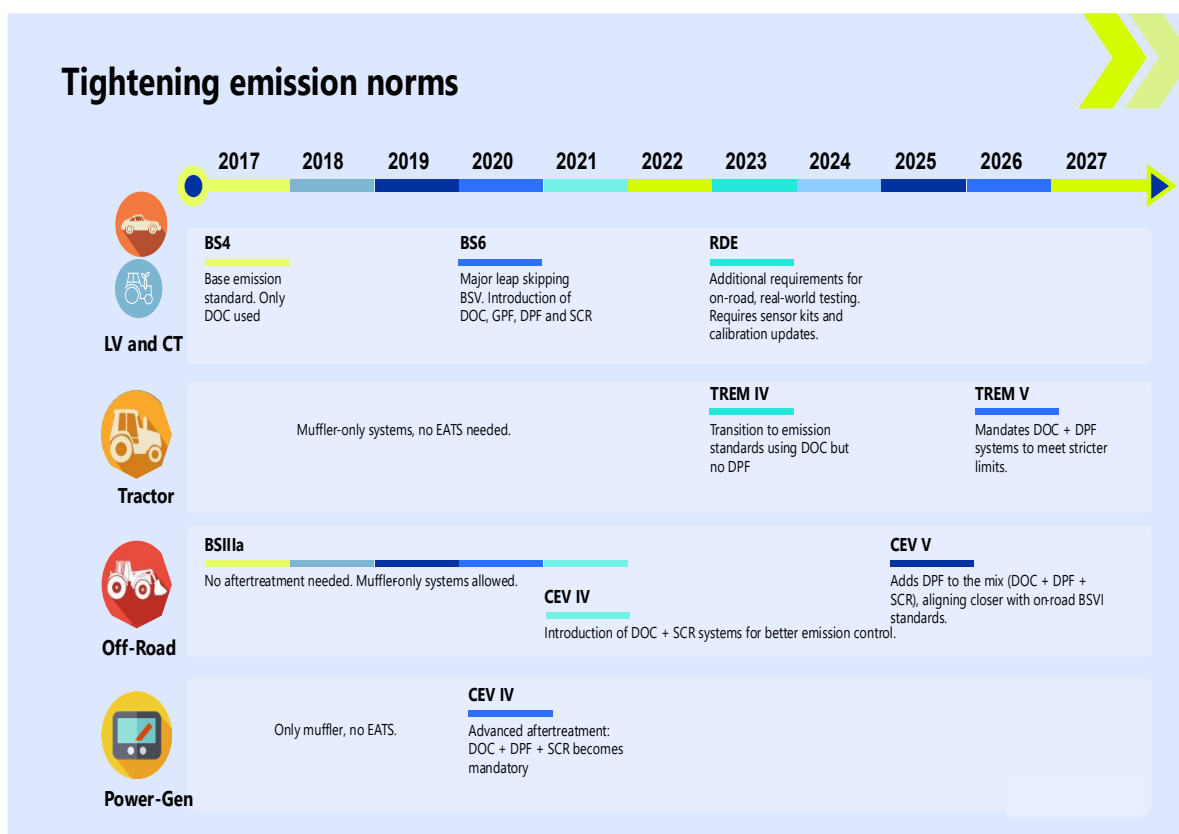
Tractors follow non-road emission standards aligned with the BS emission norms. For a long time, both agricultural tractors and Construction Equipment Vehicles had the same emission standards under Bharat Stage (CEV/TREM). In September 2020, the agricultural machinery (TREM) and construction equipment vehicles (CEV) norms were separated.

TREM IV emission norms are the latest standards introduced by the Indian government to control the release of harmful gasses from diesel engines. TREM IV norms came into effect from 1st January 2023. The norms would be applicable only for more than 50 HP tractors, which forms a smaller category of total tractors produced in the country. Those below 50 HP, which comprises most of the tractors, operate under the TREM-IIIA emission norm. TREM IV focuses on CO, HCs, NOx, PM, and PN pollutants. There is a requirement for advanced technologies such as EGR (exhaust gas recirculation), SCR (selective catalytic reduction) and DPF (diesel particulate filter) in this standard. TREM-V norms are expected to be rolled out in April 2026.

### **Stringent emission norms driving the adoption of advanced aftertreatment systems**

Globally, countries are adopting stricter emission norms and zero-emission targets. Countries including India have adopted stricter emission norms in the past and are expected to continue implementing stricter emission norms across vehicle segments including PVs, CVs, tractors, construction and mining equipment. India and other countries are expected to continue implementing stricter emission standards across the PV, CV and OH end markets, such as Corporate Average Fuel Efficiency/Economy (CAFE) norms, Tractor Emission Regulation of India V (TREM V), Bharat Stage 7 (BS7), Construction Equipment Vehicle (CEV-V) and Central Pollution Control Board (CPCB IV+).

As emission norms are becoming more stringent after treatment system manufacturers design and produce newer products to meet the standard, leading to the use of advanced tech that complies with the emission and performance. These advance techs add cost and complexity to the after-treatment systems. Thus, the realization of the after-treatment system increases as the emission norms are becoming more stringent.



Note: These new standards aim to further reduce levels of harmful emissions such as hydrocarbons, carbon dioxide, nitrogen oxides and particulate matter, from vehicles.

CAFE III standards are likely to be implemented from 2027-2032, propose carbon emission targets of 91.7 gm CO<sub>2</sub> per km, and 70 gm CO<sub>2</sub> per km for CAFE IV norms from 2032-2037 based on the World Harmonized Light Vehicles Testing Procedure (WLTP).

### Review and Outlook on domestic Clean-air solutions industry, fiscal 2024-30P

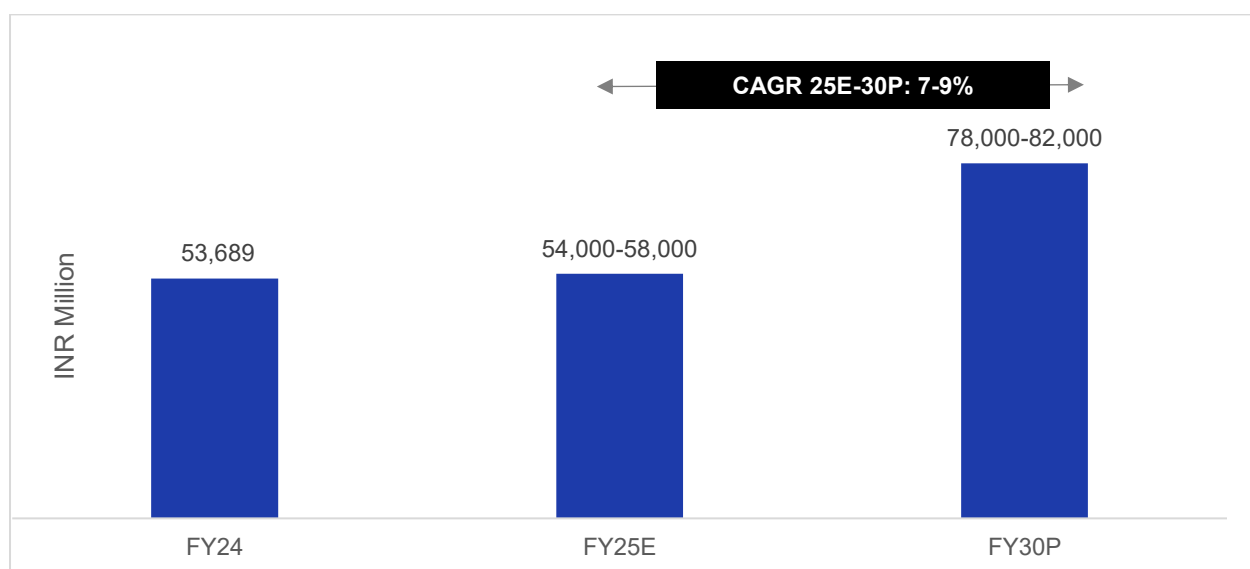
Clean air solutions primarily include exhaust systems and catalytic converters that are used in on-road, off-highway and industrial applications. Catalytic converters and exhaust systems are applicable for on-road vehicles such including PV, CV and SCV owing to the BS VI regulation mandating the treatment of exhaust gases. Tractor segment is regulated by TREM regulations, however, TREM IV is only applicable to tractors above 51 hp, whose share is ~10% in overall tractor industry. The rest of the 90% are unregulated and hence do not need catalytic converters. The OH category is regulated through CEV emission norms mandating the need for catalytic converters.

Segment	Component	Market	Channel
PV	Clean air solutions (Catalytic Convertor and Exhaust Systems)	Domestic	OE
CV (Commercial vehicles)	Clean air solutions (Catalytic Convertor and Exhaust Systems)	Domestic	OE
OH (Off-highway)	Clean air solutions (Catalytic Convertor)	Domestic	OE
Industrial (Power-Gen)	Clean air solutions (Catalytic Convertor)	Domestic	OE

Note: For market sizing under OH, tractors, construction equipment and mining dump trucks that are above 560kW are considered



### Clean air solutions market size (fiscals 2024-30P)



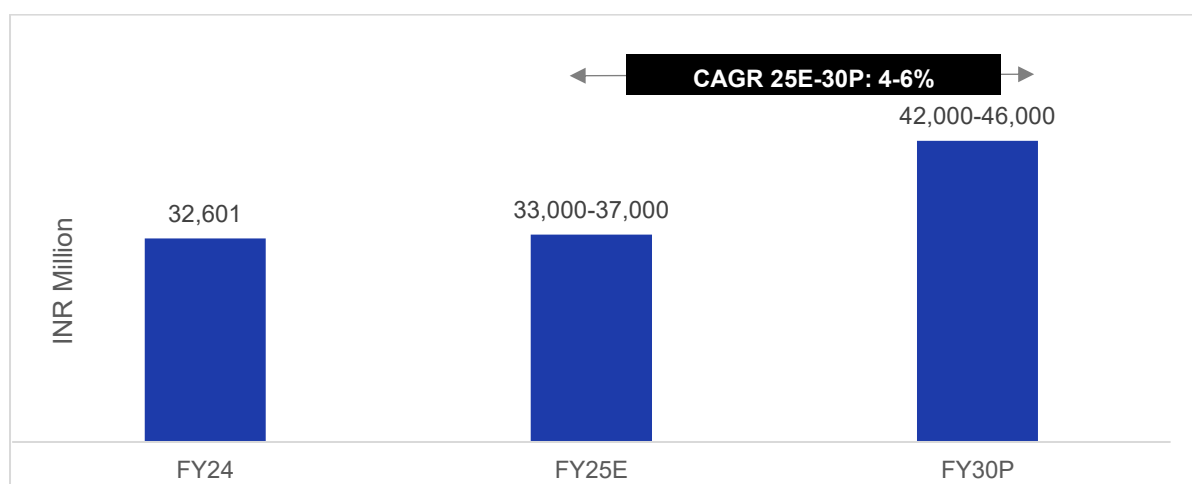
Note: E: Estimated, P: Projected

Source: CRISIL Intelligence

Please note: The catalytic converter considered above do not include the ceramic substrate or any catalyst elements. Tenneco only performs canning and packaging of the ceramic substrate and hence, it is not part of the current market size, or the Tenneco revenues considered for market positioning.

Clean air solutions market at an overall level is estimated at INR 53,689 million in fiscal 2024. It is expected to grow at a CAGR of 7-9% between fiscal 2025 and fiscal 2030 to reach INR 78,000-82,000 million. The market is primarily driven by strengthening emissions regulations mandating the need for more advanced aftertreatment systems.

### Clean air solutions market size for PVs (fiscals 2024-30P)

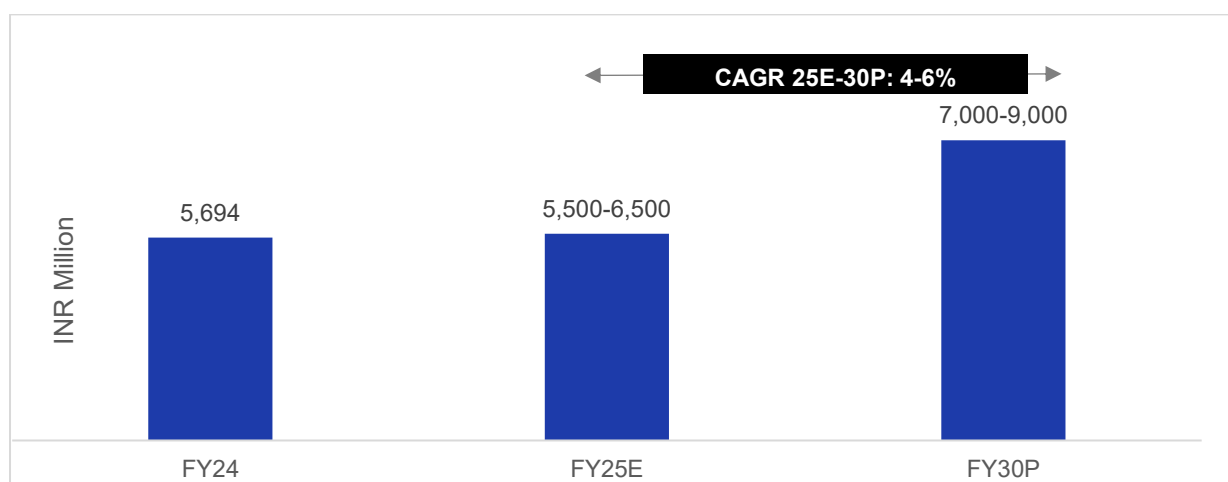


Note: E: Estimated, P: Projected

Source: CRISIL Intelligence

Clean air solutions market for PV is estimated at INR 32,601 million in fiscal 2024. It is expected to grow at 4-6% CAGR over the fiscal 2025-30 to reach INR 42,000-46,000 million in fiscal 2030. Passenger vehicles are expected to grow by CAGR 4-6% to reach 5.3-5.7 million units in the fiscal year 2030. As the passenger vehicle grows, the traditional ICE will continue relying on Catalytic system and rise of alternate technologies such as hybrid and CNG drives the demand for Clean air solutions. Increasing environmental awareness and fuel cost benefits are driving CNG vehicles especially in PVs, CNG vehicles require specialized TWCs optimized for methane reduction, creating a niche but growing segment of the Clean air solutions.

### Clean air solutions market size for SCV and others (fiscals 2024-30P)



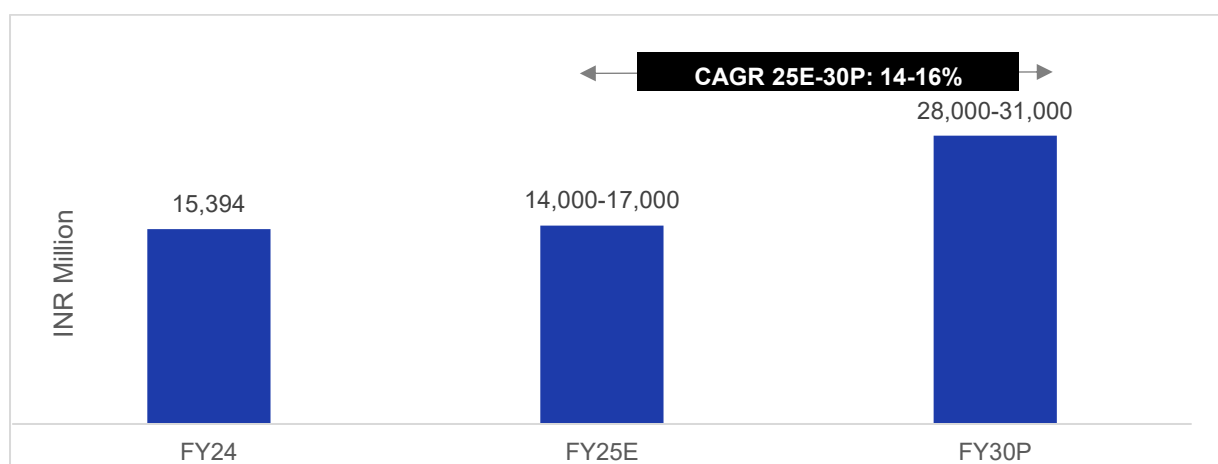
Note: E: Estimated, P: Projected

Source: CRISIL Intelligence

Please note: Others – Industrial section (Power gensets)

The SCV/I market is estimated at INR 5,694 in fiscal 2024 while SCV market is estimated at INR 4,283 million for the same period. The industrial category which includes Power-gen (Gas and Diesel gensets) segment stood at INR 1,412 million with an expected CAGR of 6-8% to reach INR 2,000-3,500 million by the fiscal year 2030.

### Clean air solutions market size for CTOH (fiscals 2024-30P)



Note: E: Estimated, P: Projected, CTOH includes CT (>3.5 to 55 tons), OH, Tractors and Mining

Source: CRISIL Intelligence

CTOH category, which includes CTs and Off-highway vehicles, stood at an estimate of INR 15,394 million in fiscal 2024 and it is expected to grow with CAGR of 14-16% between fiscal 25-30 to reach INR 28,000-31,000 million. The OH category (mining, tractors and construction equipment) is estimated to be INR 1,890 million and it is expected to grow by 8-10% CAGR to reach INR 3,000-4,500 million by fiscal 2030. Clean air solutions market for tractors will get a boost in the fiscal year 2027 with the introduction TREM-V norms in the month of April 2026.

Heavy-duty trucks and buses will drive the substantial demand for SCR and DPF systems, as BS-VI norms mandate the PM reduction. Furthermore, the expansion of City Gas Distribution (CGD) network will increase demand for methane-optimized TWCs. Clean air solutions will grow modestly as CNG displaces diesel.

Earthmoving segments (Dozers, excavators and loaders) dominate the construction equipment market majorly due to infrastructure development of highways, and smart cities. The shift to CEV IV/V compliant engines increases demand for Clean air solutions to reduce particulate matter and NOx emissions. Also, growth in warehousing, spurred by e-commerce drives the cranes segment thereby increasing the demand for SCR and DPF systems for diesel variants. Mid-range tractors (30-50 Hp) contributes to the largest share in the Indian tractor industry, driven by versatile agricultural use. OEMs are integrating TREM regulated engines, requiring SCR and EGR systems to meet norms, especially as exports rise. In the high HP category (51 and above Hp), the segment seems to grow

driven by the rise in commercial farming and construction applications, these tractors use diesel engines needing robust after treatment components to curb emissions.

### **Growth drivers and trends impacting the growth of the specific components in automotive industry**

- With the Implementation of BS VI norms vehicles require to meet strict emission standards including minimizing limits for pollutants such as particulate matter (PM) and nitrogen oxide (NOx) which were mandated on 1<sup>st</sup> April 2020. This has led to an increased demand for catalytic converters and exhaust system that can reduce the emissions.
- The growing middle class and urbanization drives demand for personal transportation, especially passenger vehicles, that leads to a rise in demand for catalytic converters and exhaust systems in PV segment.
- Engine downsizing and Increasing adoption of turbocharging technology in passenger vehicles require advanced exhaust systems and catalytic converters.
- The growing adoption of alternate fuel vehicles such as hybrid and CNG drives demand for exhaust systems and catalytic converters in alternate fuel space.
- The growing awareness of environmental issues and the need for sustainable transportation solutions have driven the demand for low emission solutions.
- Shift towards SUV which is a diesel variant dominated vehicle segment requires diesel particulate filters (DPFs), selective catalytic reduction (SCRs) and diesel oxidation catalysts (DOCs) which is a mandate under BS-VI emission norm.
- Rise in consumer awareness for cleaner fuel solutions pushes the manufacturers to integrate advanced after-treatment solutions.
- Increased movement of goods is driving the demand for fuel-efficient and low-emission trucks.
- Increased investment in highways, metro projects, and smart cities is driving demand for low-emission construction equipment.
- Increase in construction activities for metro projects, commercial business parks and manufacturing facilities would be a prominent growth driver for power-generation industry (Gensets) which in turn will be growth factors for Clean air solutions

### **Emerging trends in Clean air solutions**

- The implementation of stringent emission regulation norms driving manufacturers to adopt innovative thermal management technologies to improve fuel efficiency and reduce emissions.
- The emerging trend in exhaust management systems focuses on developing cleaner, more efficient, lighter systems to meet strict emissions regulations with advancement in catalysts, filtration technologies and smart technologies.
- The exhaust mufflers are switching towards efficient, lightweight and durable designs. The growing trend towards the adoption of advanced material such as stainless steel and aluminum in muffler production.
- The stringent emissions norms are also inclined towards the active noise reduction and cleaner exhaust system.

### **Company overview of key players**

**Sharda Motors:** It is one of the leading Indian manufacturers specializing in exhaust systems, catering to both passenger and commercial vehicles. Product portfolio includes hot-end components, cold-end components, and mufflers designed to meet stringent emission norms like BS-VI. With a strong focus on innovation, precision engineering, and sustainability. Sharda motors collaborate with major automotive OEMs to enhance vehicle performance.

**SM Auto:** It is one of the prominent manufacturers of exhaust systems and after-treatment solutions for the automotive industry. It has collaborated with Eberspaecher GmbH & Co.KG, the company develops high-performance exhaust systems that meet stringent BS-VI emission norms for passenger vehicles.

**Cummins Emission Solutions (CES):** CES is a global player in after-treatment technologies, providing advanced emission control solutions for on-highway and off-highway applications. The company holds expertise in oxidation catalysts, particulate filters and SCR technology in compliance with BS-VI emission norms.

**Tenneco:** Tenneco is a global player in clean air technologies. Tenneco delivers industry-quality after-treatment systems that helps vehicles meet stringent emission norms across the globe. In India, Tenneco has its presence in PV, SCV, CV and OH (Off-highway vehicles). Tenneco's leadership is evident in the CV category, where it is a dominant supplier of emission control solutions. The company holds a commanding position in the PV segment. In the OH category, Tenneco maintains a strong, reliable presence, supporting heavy-duty equipment in achieving regulatory compliance. Tenneco India is the largest supplier of Clean air solutions to Indian CT (CT) OEMs with a market share of 60% in terms of value (revenue) in Fiscal 2024, and they are amongst the top 2 supplier of Clean air solutions to Indian off-highway vehicle OEMs (excluding tractors) with a market share of 42% and Indian PV OEMs, they are among the top 4 suppliers in the market.

## **Review and outlook of domestic Suspension Components**

### **Shock Absorbers**

Shock absorber is a crucial suspension component designed to control and dampen the impact and vibrations caused by road irregularities. It ensures that a vehicle maintains stability, traction, and comfort by absorbing energy from the suspension system. Without shock absorbers, vehicles would experience excessive bouncing and instability, making driving uncomfortable and unsafe.



*Source: Tenneco*

### **Struts**

Strut Assembly is a structural suspension component that combines a shock absorber and coil spring into a single unit. It provides both damp and structural support, reducing the number of separate suspension components needed. Struts support the vehicle's weight, whereas shock absorbers only dampen motion.

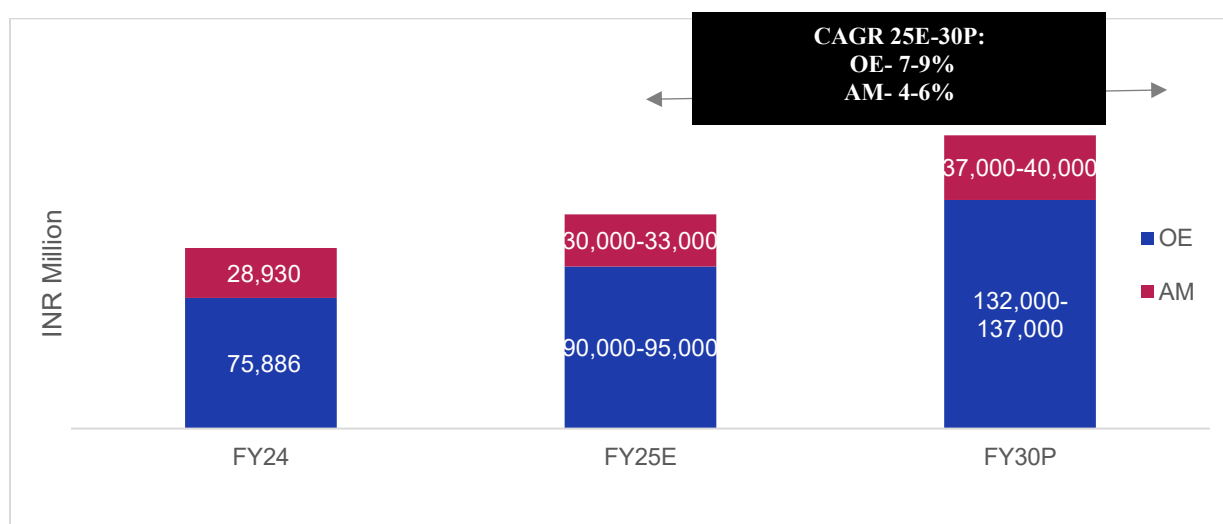


*Source: Tenneco*

### **Suspension products market size (fiscals 2024-30P)**

The suspension products market is expected to grow between 6-8% CAGR over the next five years though fiscal 2025 reaching INR 132,000- 137,000 million. In the domestic OE market, 2W accounts for a significant portion, with an estimated INR 47,786 million market in FY24, while passenger vehicle market is estimated at INR 25,681 million followed by 3W and SCV (small commercial vehicle) estimated at INR 1,244 million and INR 1,175 million resp.

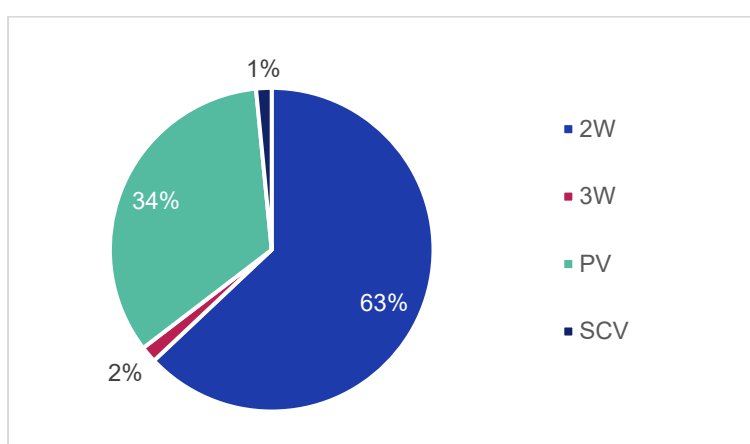
### Domestic OE and AM suspension market (fiscals 2024-30P)



Source: Crisil Intelligence

Note: OE includes 2W, 3W, PV, and SCV; E: Estimated, P: Projected

### Domestic Suspension market, revenue share (%), vehicle category, FY24 (Only OE demand)



Source: Crisil Intelligence

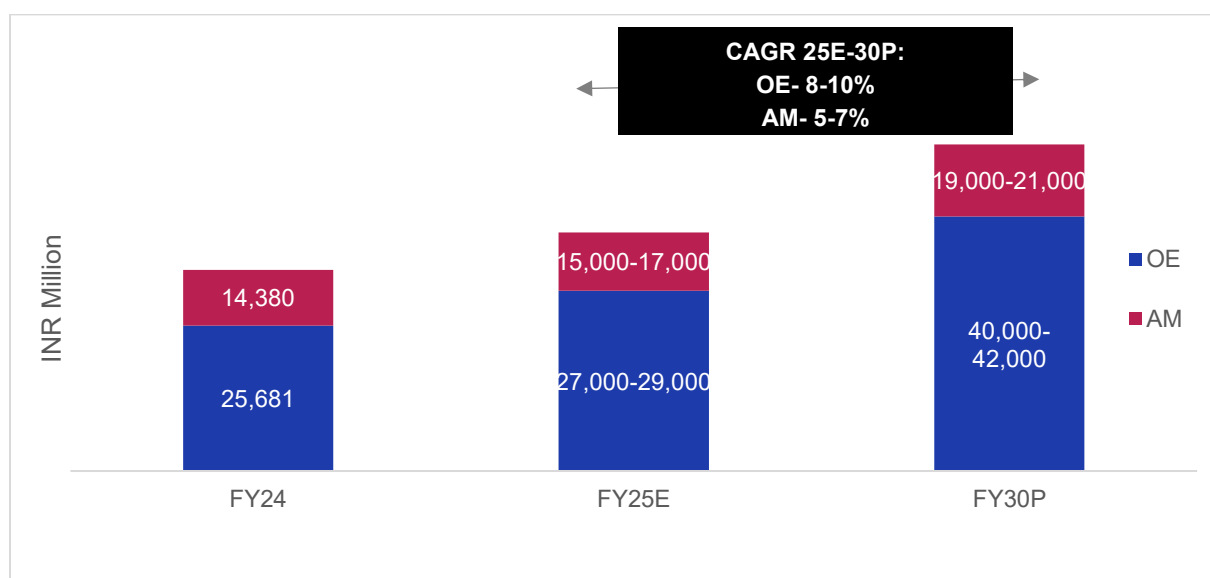
The 2W segment leads the market with 63% share due to increasing demand for improved ride quality, better suspension systems, and rising adoption of premium motorcycles and scooters. With the growing focus on road safety and rider comfort, manufacturers are continuously innovating to offer advanced suspension technologies. PV segment, with a ~34% share, is driven by the rising sales of SUVs equipped with high-performance shock absorbers. As automakers focus on comfort, stability, and fuel efficiency, demand for advanced shock and strut systems is expected to grow in the coming years.

While 3W and SCVs contribute a smaller share at ~2% and 1% resp., their market presence remains essential. The push for last-mile connectivity and urban logistics solutions is expected to fuel demand for durable and cost-effective suspension components in these segments.

### Domestic AM suspension market

The domestic market size of AM is estimated at INR 28,930 million in FY24 and it is expected to reach INR 37,000-40,000 million in FY30 with a CAGR of 4-6% between FY24 to FY30. The aftermarket segment is heavily influenced by vehicle parc, road infrastructure, driving behavior, and maintenance practices.

### Domestic PV OE and AM suspension market (fiscals 2024-30P)



Source: Crisil Intelligence

### Domestic 2W, 3W and SCV OE and AM suspension market (fiscals 2024-30P)



Source: Crisil Intelligence

Note: E: Estimated, P: Projected  
For OE: 2W, 3W and SCV is included  
For AM: 2W, 3W, and SCV included

### Key trends and growth drivers for Shock absorbers & struts

Technological advancements in suspension systems are transforming the automotive industry, particularly in India, where vehicle performance, ride comfort, and durability are key concerns due to diverse road conditions.

#### Adaptive and semi-active suspension systems

Modern premium and high-end vehicles feature semi-active and adaptive suspension systems with sensors and electronically controlled dampers that adjust in real time, improving ride comfort, stability, and handling. Example: Vehicles with magnetorheological dampers adjust shock absorber stiffness based on road conditions, reducing vibrations and improving stability. As technology becomes more accessible, semi-active suspensions are making their way into more mainstream models. Also, with the rise of EVs, OEMs are moving towards advanced and low noise suspension systems to achieve superior comfort and counteract the effects of battery weight. For example, BE 6e and XEV 9e, the new EV models from Mahindra use intelligent semi-active dampers. Also, Mahindra Roxx uses the first in-segment hydraulic rebound system (HRS), a suspension system that offers improved ride quality than conventional products.

The demand for advanced suspension systems is driven by the need for enhanced driving experience and performance. Premiumization in PVs, fueled by SUV demand, and electrification are expected to further boost demand for advanced suspension systems in the automotive market.

**Lightweight and high-strength materials:** Suspension components are now being made with aluminum alloys, carbon composites, and high-strength steel to reduce vehicle weight while maintaining durability. Lighter shocks and struts contribute to better fuel efficiency, a crucial factor in India's cost-conscious market.

**Advanced Manufacturing Techniques:** Technologies like 3D printing, laser welding, and precision forging enhance the quality and reliability of shocks and struts, ensuring longer lifespan and improved performance. Manufacturers are adopting automated production lines and AI-driven quality control systems to improve efficiency.

**Integration of Smart Sensors and IoT:** Use of smart sensors in suspension systems allowing real-time monitoring of road conditions, vehicle load, and driving dynamics with these systems providing predictive maintenance alerts, reducing downtime and improving vehicle longevity.

### **EVs and Hybrids: Transforming the Shocks and Struts market**

Shift to electric and hybrid vehicles is reshaping suspension design due to their heavier battery packs, which demand stronger and more durable shocks and struts. Additionally, the absence of engine noise makes suspension vibrations and road noise more noticeable, driving the need for quieter, more refined damping systems.

Regenerative braking in EVs alters weight distribution and ride dynamics, requiring adaptive suspension solutions. Many EVs now integrate air suspension and smart dampers, which enhance comfort, efficiency, and compatibility with autonomous driving systems. As India's EV adoption grows, demand for advanced, electronically controlled suspension systems will continue to rise.

### **Company overview of key players**

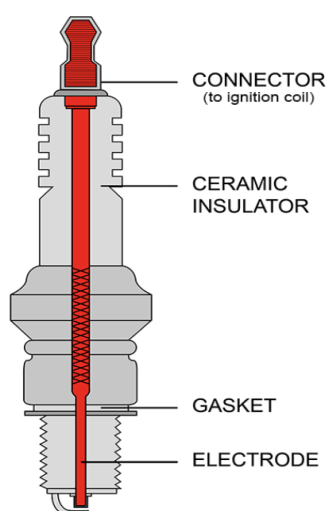
**Gabriel:** Gabriel India Limited, is a leading Indian manufacturer of suspension products, including shock absorbers, struts, and front forks. It caters to various automotive segments, including passenger cars, utility vehicles, commercial vehicles, and two-wheelers on both OE and AM segments.

**Endurance:** Endurance Technologies Limited specializes in manufacturing and supplying suspension systems for two-wheelers, and three-wheelers. They manufacture both adjustable and non-adjustable front forks and mono shock absorbers for both OE and AM segment.

**Tenneco:** Tenneco is a dominant player in suspension technologies, offering cutting-edge suspension systems that enhance comfort, handling, and vehicle stability. In India, the brand has established itself as a dominant player in the PV segment, with close to 50% market share in shock absorbers and struts. Tenneco India is the largest supplier of shock absorbers and struts to Indian PV OEMs with a market share of 48% (in terms of value)(revenue) in Fiscal 2024.

### **Review and outlook of domestic Ignition components**

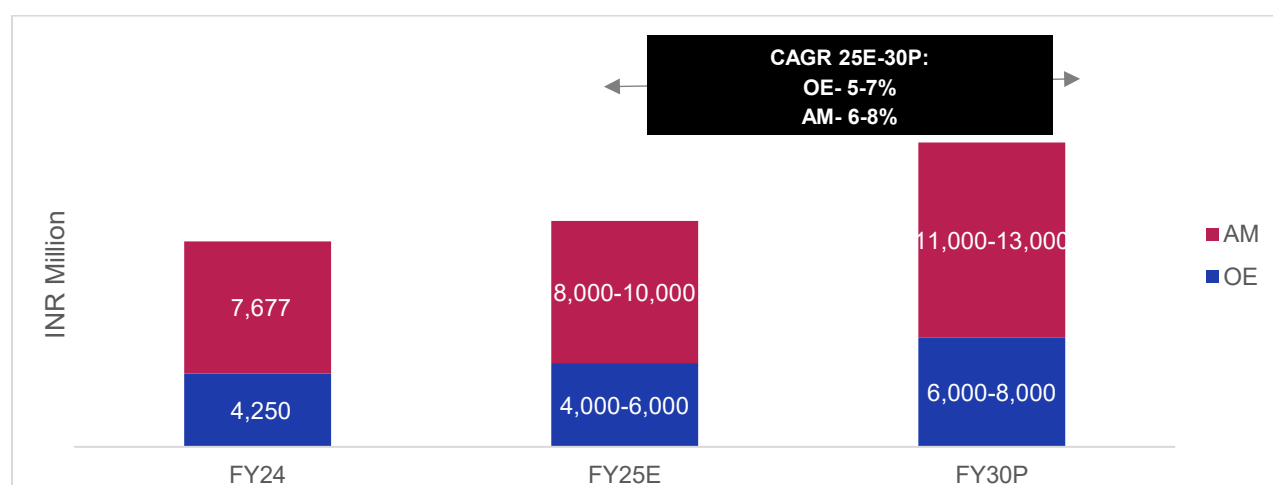
Spark plug is the device responsible for initiating combustion process in petrol engines. Typically, spark plugs are positioned toward the top of the cylinder head. The housing (having multiple components), insulators, and electrodes are the three primary components of a spark plug.



Source: Champions (Tenneco)

## Review and Outlook on the domestic Spark Plug Industries, fiscal 2025E-30P

### Domestic OE and AM Spark plug market size (fiscal 2024-30P)



Note: E: Estimated, P: Projected  
 Spark plug market estimates include  
 For OE: 2W, 3W, SCV and PV  
 For AM: 2W, 3W, SCV and PV  
 Source: CRISIL Intelligence

The spark plug market including the sale of domestic OEMs and aftermarket is estimated at INR 11,927 million in fiscal 2024. Domestic OE market is expected to grow at 5-7% CAGR over the fiscal 2025-30 to reach INR 6,000-8,000 million in fiscal 2030. The market would be majorly accelerated by fast growing passenger vehicle segment followed by two-wheeler, three-wheeler and small commercial vehicle.

PV OE segment stood at INR 2,642 million and AM stood at INR 2,913 million and it is expected to grow at a CAGR of 4-6% for OE and 7-9% for AM from 2025 to 2030. For others segment (2W, 3W and SCV) OE segment stood at INR 1,609 million and AM stood at INR 4,764 million and it is expected to grow at a CAGR of 6-8% for OE and 6-8% for AM from 2025 to 2030.

### Key growth drivers and trends impacting the Domestic Spark plug market

#### Implementation of BS VI emission norms

- BSVI engines require higher quality spark plugs with precious metals like platinum and iridium, which can withstand the increased combustion pressure and temperature.
- BS VI engines are designed for better fuel efficiency and lower emissions. The spark plug plays a crucial role in achieving these goals, leading to increased demand.



- Growing demand for gasoline direct engines has been adopted, which requires specialized spark plugs.
- BS VI norms have emphasized the importance of regular maintenance and servicing. This has led to an increase in spark plug replacement, driving growth for the market.

### **Increased demand for CNG specific spark plug**

- CNG vehicles require fewer spark plugs compared to petrol. The CNG engines typically use single spark plug per cylinder whereas petrol engines use multiple spark plugs.
- CNG engines require specialized spark plugs designed to adapt to the higher combustion pressure and temperature associated with CNG combustion. This will lead to demand for specialized spark plugs designed for CNG vehicles.
- BSVI norms have played a significant role in supporting the growth of CNG vehicles. Strict emission norms of BSVI have made CNG vehicles a more attractive option.
- CNG penetration in PV has increased from 7% in FY2020 to 17% in FY2025. CNG powered PV clocked 19% CAGR over the fiscal 2020-25.

### **Rising vehicle population and advanced engine technology**

India's vehicle population is increasing rapidly, driven by rising incomes, urbanization and growing demand for transportation. The domestic sale of passenger vehicle expected to increase by 5% CAGR over the fiscal 2025-30. Advance engine technology such as gasoline direct injection (GDI) and turbocharging requires the use of specialized spark plug that can tolerate higher engine pressure and temperature. Demand for strong hybrid vehicles also increased significantly in fiscal 2024, which requires spark plug that can optimize engine efficiency, reduce emission and improve fuel economy. The increasing vehicle penetration and advanced technology will lead to an increase in demand for spark plugs.

### **Strong replacement market**

As vehicles become more reliable and durable, their lifespan increases. This results in more vehicles requiring spark plug replacement and hence it accelerates the overall demand. Also, the growing vehicle population creates large aftermarket for ignition systems components, driving demand. The competitive market for the ignition system including pricing strategies affects the overall demand. The aftermarket is driven by cost considerations, with customers and mechanics alike seeking to reduce expenses by choosing lower-cost spark plug materials like copper and nickel. In the independent aftermarket, mechanics often make purchasing decisions based on price, favoring more economical spark plug options to maintain competitive pricing for their services.

### **Emerging trends in spark plug industries**

- Increasing adoption of CNG, LPG and hybrid vehicles drives the demand for specialized spark plugs, which accelerates the overall spark plug demand.
- Increasing demand for fuel efficiency and high-performance vehicles drives the demand for advanced ignition systems. The growing demand for hybrid vehicles is driving demand for specialized spark plugs.
- Growing auto components e-commerce and online sales platforms are making it easier for consumers to purchase the products online in turn driving the demand for auto components.
- The demand for platinum and iridium spark plug is increasing due to their superior performance, durability and fuel efficiency, particularly advanced engines.
- Modern engines operate at higher combustion temperatures, leading to greater electrode wear. Platinum and iridium, known for their heat resistance and durability, are increasingly used to support this condition.
- The rise in hybrid vehicles, which require different types of sparks plugs than traditional gasoline engines, is driving the demand for platinum and iridium spark plugs.
- The Auto manufacturers are inclined towards more efficient and cleaner-burning engines to comply with stricter emission regulations globally, further driving demand for advanced spark plug technologies.

### **Company overview of key players**

Key players in the Spark plug market are Bosch, Niterra India PVT LTD. (formerly known as NGK), Tenneco India (Champion), and Denso India PVT LTD. Based on sales channel, the market is divided into OE and aftermarket segments. The Indian spark plug market features a mix of domestic and international players. Companies like Denso, Bosch, NGK, Tenneco (Champions) have significant presence. The organized market contributes 75-80% of the

total Spark plug market and these companies' supplies are preferred suppliers to leading OEMs such as Bajaj Auto, Hero Honda, Yamaha, T.V.S., Kinetic, Maruti, Hindustan Motors, Piaggio Auto Limited and Mahindra & Mahindra.

**Bosch:** Bosch is a brand known for their advanced ignition coil that enhances engine efficiency and reliability. Bosch have some specialized spark plugs to meet high demand for turbocharged gasoline direct injection engines. They also have double iridium and double platinum spark plugs to meet high engine performance and longer service life.

**Denso:** Provides innovative solution with a focus on high quality material and cutting-edge technology ensuring optimal ignition and reduced emissions. Denso spark plugs use iridium alloy for their center electrode because of its extremely narrow diameter. Denso sparks plug range available includes Nickel, Iridium Power and Nickel TT plugs and the end user industry includes passenger cars, commercial vehicles and two wheelers.

**NGK:** Specializes in precision engineered ignition coils catering to various vehicle types, promoting smoother engine starts and better overall performance. Spak plug is categorized based on material such as Iridium, Platinum and Copper/Nikel. Based on end user applications distinguish OEM, racing and CNG/LPG fuel types. NGK sparks plug majorly supplies to all esteem OEMs and most demanding products in the aftermarket. It supplies to all prominent vehicle categories such as Passenger cars, two-wheelers, three-wheelers.

**Tenneco India (Champion):** Champion is one of Federal Mogul's flagship brands, known globally for its spark plugs, filters, wipers, and other ignition products. In 2018, Federal Mogul was acquired by Tenneco Inc., and then Champion continues to operate under Tenneco's umbrella within its Motor parts division. Champion manufactures spark plugs for PVs, 2W and Industrial applications.

## **Review and outlook of domestic Bearings and Sealings components**

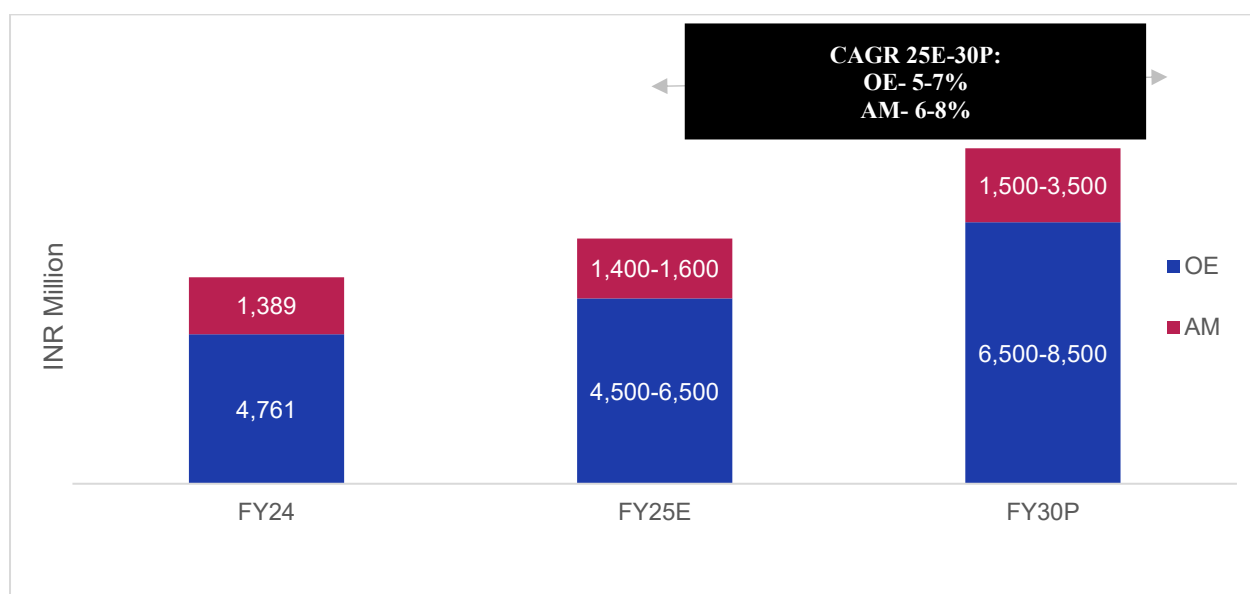
### **Bearings**

Bearings play a critical role in an automobile by reducing friction between moving parts, supporting loads, and ensuring smooth operation. They are used in various components, including the engine, wheels, transmission, and suspension. Below is a comprehensive breakdown of different types of bearings in an automobile.

### **Engine Bearing products market size (fiscals 2024-30P)**

The domestic OE engine bearings market is estimated at INR 4,761 million in FY24 and is expected to grow at a CAGR of 5-7%, reaching INR 6,500-8,500 million by FY30. Growth will be driven by increased vehicle production across segments, including passenger vehicles, CTs, off-highway vehicles, and tractors. The PV accounts for a significant portion, with an estimated INR 2,603 million market in FY24 in OE demand, while CTs & off-highway vehicle (OH + tractors) market is estimated at INR 1,098 million and INR 738 million in FY24.

## Domestic OE and AM Engine Bearings market size (fiscal 2024-30P)



Note: E: Estimated, P: Projected

OE market size include PV, SCV, CT, OH and tractors

AM market size includes 2W, 3W, PV and SCV

Source: CRISIL Intelligence

The domestic bearings market is led by the passenger vehicle (PV) segment, which holds the largest revenue share at 55%, driven by growing vehicle production, increasing demand for fuel efficiency, and the adoption of advanced bearing technologies. Tractors account for 13% of the market, supported by consistent demand in the agriculture sector and increasing mechanization while Small commercial vehicle (SCV) segment contributes 7%. Meanwhile, CTs and off-highway vehicles hold 23% and 2% shares respectively, with demand primarily driven by infrastructure development and construction activities. As industries continue to evolve, the need for high-performance, durable bearings is expected to rise across all vehicle segments.

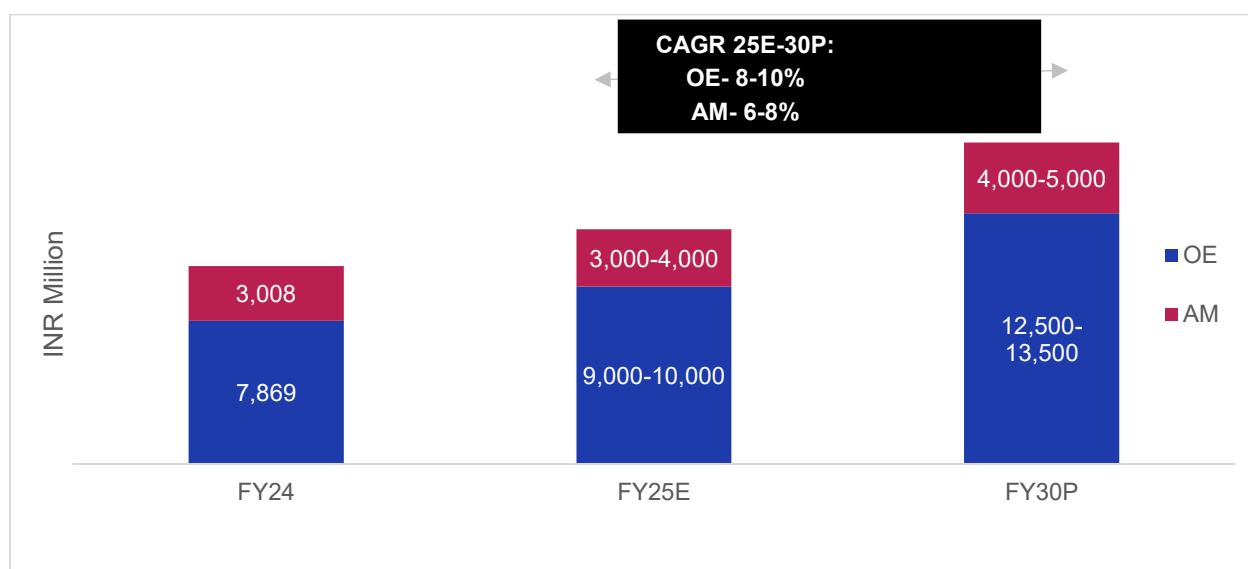
## Domestic AM Engine Bearings market, value in INR Million, FY24-30P

Domestic market size of AM is estimated at INR 1,389 million in FY24 and it is expected to reach INR 1,500-3,500 million in FY30 with a CAGR of 6-8% between FY25 to FY30. The aftermarket segment is driven by the replacement cycle and vehicle parc. The improving rural economy and growing use of two-wheelers in last-mile delivery by e-commerce players/food chains will increase two-wheeler miles driven, supporting the AM segment.

## Engine Sealings

Gaskets and seals that prevent leaks of oil, coolants, and gases while ensuring proper compression and efficiency in an engine. They include the cylinder head gasket, turbo gasket, heat shield, cold gasket and exhaust system gasket, each playing a critical role in maintaining engine performance and reliability.

## Domestic OE and AM Engine Sealings market size (fiscal 2024-30P)



Source: Crisil Intelligence

Note: OE includes PV, SCV, CT, OH and tractors only.

Components included in sealings are:

Cold gaskets

Heat shield

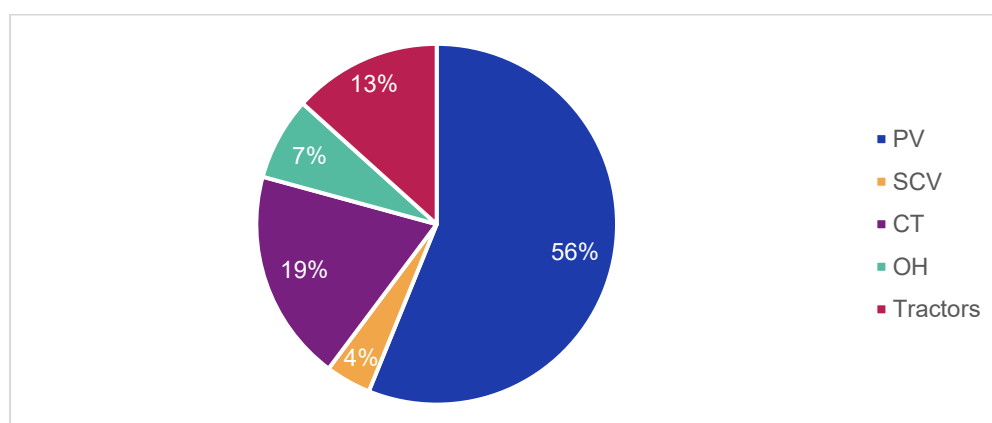
Cylindrical head gasket

Turbo gasket

Exhaust system gasket

The sealings market is poised for a growth, driven by rising demand for durable and high-performance components in the automotive sector with OE market size expected to expand from INR 7,869 million in FY24 to INR 9,000-10,000 million by FY30, reflecting a CAGR of 8-10% during FY25-30. This growth is supported by advancements in sealing materials, increasing adoption in hybrid and CNG vehicles, and stringent emission regulations. As manufacturers focus on improving thermal resistance, durability, and sealing efficiency, the sector is expected to witness sustained expansion in the coming years.

**Fig: Domestic engine sealings market, revenue share (%), vehicle category, FY24 (Only OE Demand)**



Source: Crisil Intelligence

Indian sealings market is led by passenger vehicles, which account for 56% of the total revenue share in FY24. Major dominance is driven by the high demand for durable and high-performance sealing solutions in SUV segment. CTs holds a significant share of 19% since CTs operate under extreme conditions, requiring advanced sealing technologies to ensure engine efficiency, prevent leakage, and enhance vehicle longevity is a must. Additionally, the expansion of logistics, infrastructure projects, and growing freight movement in India have further boosted demand for truck components, including sealings.

Off-highway segment holds a 7% share, driven by increased mechanization in agriculture and infrastructure development. The tractor segment also demands a notable share of 13%, reflecting the sector's dependence on robust sealing technologies for engine reliability and hydraulic systems.

Domestic market size of AM is estimated at INR 3,008 million in FY24 and it is expected to reach INR 4,000-5,000 million in FY30 with a CAGR of 6-8% between FY25 to FY30. Major share of the AM is driven by PV segment and 2W segment.

#### **Brief overview: Bearing & Sealing players**

**Daido:** Daido Metal Co. Ltd. is one of the leading Japanese manufacturers specializing in plain bearings for a wide range of applications, including automotive, industrial, marine and aerospace sectors. Daido Metal is renowned for its expertise in plain bearing technology, especially in supplying engine bearings, thrust washers, and bushings to Japanese automobile manufacturers and major global OEMs.

**Bimetal Bearings Ltd.:** BBL is a prominent Indian manufacturer specializing in high-performance engine bearings and related components, established in 1961 in collaboration with Clevite Inc. USA, and Repco Ltd. Australia. BBL is a key member of the amalgamations group – one of India's largest engineering conglomerates. BBL offers a comprehensive range of products catering to various automotive and industrial applications such as crankshaft bearings and connecting rod bearings.

**Taiho:** Taiho Kogyo Co. Ltd. is a renowned Japanese manufacturing specializing in high-precision engine bearings and related automotive components. Established in 1944 and headquartered in Toyota city, Aichi Prefecture, Japan, the company has a significant presence in the automotive industry, particularly as a Tier-I OEM supplier to major automakers. Taiho Kogyo's product lineup includes main bearings, connecting rod bearings, and thrust washers.

**Talbro:** Talbro is a prominent Indian automotive components group comprising two key companies: Talbro Automotive Components Ltd. (TACL) and Talbro Engineering Ltd. (TEL). Both entities are integral to India's auto ancillary sector. Supplying a diverse range of components to OEMs and global markets. Headquartered in Haryana, TACL is renowned for its extensive product portfolio including multi-layer steel (MLS), rubber-molded and heat shield gaskets.

**Elring Klinger:** Elring Klinger, a German automotive supplier renowned for its expertise in sealing and shielding technology, lightweight components, and e-mobility solutions. Founded in 1879 and headquartered in Dettingen an der Erms, Germany has approx. 45 locations worldwide, including a facility in Ranjangaon, India. Key areas of expertise include sealings and shielding technology, lightweight components, e-mobility solutions, and tooling.

**Tenneco:** Tenneco's bearings and sealings solution are critical component engineered to enhance engine efficiency, durability and thermal performance. These components are integral to ensuring long-term reliability in powertrain systems across multiple vehicle categories. In the Indian market, Tenneco has carved out a stronghold in the PV segment, where its bearing systems are used in nearly half of the applications. The brand holds a solid presence in CT space, underlining its expertise in supporting high-load, high-mileage operations.

#### **Operational and financial profiling of key automotive component players competing with Tenneco.**

##### **Key player profiles**

Key players in ignition solutions, Clean air solutions, suspension solutions, bearings and sealings are Tenneco, SKF India Pvt Ltd, Sona BLW, Bosch Ltd, Gabriel, and Sharda Motor Industries Ltd.

## SKF India Pvt Ltd

Key facts	Brief profile
<b>Year of incorporation:</b> 1961	SKF India Ltd was incorporated in the year 1961. SKF India is a part of the SKF Group, a leading global supplier of rolling bearing and seals. It also offers extensive solutions and services in this area. Over the last century, SKF has grown from being a bearings manufacturer to being a system/subsystems and solution provider. SKF India provides products, solutions and services in the areas of rolling bearings, seals, mechatronics, services, and lubrications systems.
<b>HQ:</b> Pune, India	<p><b>Capacity:</b> Total capacity-190 million bearings</p> <p><b>Manufacturing Facilities -</b>  1.Bengaluru-1  2.Haridwar-1  3.Pune-1  Apart from 3 manufacturing facilities SKF India Limited has 8 warehouses and 4 solution factories  SKFs Aftermarket business contributes 47% of the total sales as on fiscal 2024.  <b>Exports:</b> Exports are INR 3,783 million, which is about 8 % per cent of the total sales in FY24</p> <p><b>Global presence:</b> Presence in 5 continents and 130 countries</p> <p><b>Key clients:</b> Tata Motors, Mahindra &amp; Mahindra, Bajaj Auto, TVS, Yamaha, John Deere and Maruti Suzuki.</p>

Source: Company annual report

## Sona BLW Precision Forgings Ltd

Key facts	Brief profile
<b>Year of incorporation:</b> 1990	The company is an automotive systems and components manufacturer. The company is involved in designing, manufacturing and supplying engineered automotive systems and components such as differential assemblies, gears and conventional and micro hybrid motors, BSG system and EV traction motors across all vehicle categories.
<b>HQ:</b> Gurugram, India	<p>The company develops mechanical and electrical hardware systems, components as well as base and application software solutions.</p> <p><b>Capacity:</b>  1. Gears-60.2 million  2. Strater motors-5.8 million  3. Differential assemblies-2.5 million  4. Traction motors- 0.4 million</p> <p><b>Manufacturing Facilities:</b>  1.Gurugram, Haryana-3  2.Chennai, Tamil Nadu-1  3.Pune, Maharashtra-1  4.Manesar, Haryana-1  <b>Exports:</b> The contribution of exports to total turnover of the entity is 59% in FY24.</p> <p><b>Global presence:</b> Presence in 3 continents and 7 countries including China, U.S.A, Mexico, Belgium, Serbia, Germany and India</p> <p><b>Key clients:</b> Maruti Suzuki, Tata, TAFE, Mahindra &amp; Mahindra, ITL, John Deere, Escorts, DICV Trucks India, Volvo Eicher, and New Holland India</p>

Source: Company annual report

## Bosch Ltd.

Key facts	Brief profile
<b>Year of incorporation:</b> 1951	Bosch India Ltd, formerly known as Motor industries company Ltd (MICO) was established in 1951.The company is a subsidiary of Robert Bosch GmbH,

Key facts	Brief profile
HQ: Bengaluru, Karnataka	<p>the global parent company. Bosch Ltd is one of the India-based auto component manufacturing company. The company has presence in three business sectors, including Automotive Technology, Industrial Technology and Consumer Goods and Building Technology. The company manufactures diesel and gasoline fuel injection systems, automotive aftermarket products, auto electrical, special purpose machines, packaging machines, electric power tools and security systems.</p> <p><b>Capacity:</b> The company has 17 manufacturing sites and seven development and application centers.</p> <p><b>Manufacturing facility:</b></p> <ol style="list-style-type: none"> <li>1.Gangaikondan, Tamil Nadu-1</li> <li>2.Nashik, Maharashtra-1</li> <li>3.Naganathapura, Karnataka-1</li> <li>4.Bidadi, Karnataka-1</li> <li>5.Jaipur, Rajasthan-1</li> <li>6.Chennai, TamilNadu-1</li> </ol> <p><b>Domestic:</b> The independent aftermarket segment (IAM) contributes 63% of the total mobility business. The Mobility Aftermarket segment has 50,000 retail touchpoints, spread across 650+ districts, as on FY2024. They have 15,000 authorized workshops and service centers.</p> <p><b>Exports:</b> The contribution of exports to total mobility business is 9% respectively in FY24.</p> <p><b>Global presence:</b> Asia, Europe and North America. Bosch Ltd is largest development center in India outside of Germany.</p> <p><b>Key clients:</b> Bajaj, TVS, Tata Motors, Maruti Suzuki, Audi, Mercedes-Benz, BMW, and Jaguar Land Rover.</p>

Source: Company annual report

## Gabriel

Key facts	Brief profile
Year of incorporation: 1961	<p>Gabriel India Limited is the flagship company of the Anand group, was established in 1961. The company operates through auto components and parts business segment. The end user industry includes commercial vehicles, 2-wheelers, 3-wheelers, passenger cars, railways and aftermarket.</p> <p>The company manufactures a wide range of products such as shock absorbers, struts and front forks for multiple automotive segments. It manufactures front forks and rear shock absorbers for two-wheelers, McPherson struts and shock absorbers for passenger cars, cabin dampers, seat dampers and suspension shock absorbers for commercial vehicles, and shock absorbers for railway coaches</p> <p>The distribution network connects 700+ dealers and 20,000 retailers across pan India.</p> <p><b>Capacity:</b> overall production capacity of 40 million units (As of FY'22)</p> <ol style="list-style-type: none"> <li>1. Shock absorbers and Struts-24 million</li> </ol> <p>Front Forks - 2.7 million</p> <p><b>Manufacturing Facilities:</b></p> <ol style="list-style-type: none"> <li>1.Mulund, Nasik and Pune-Maharashtra-3</li> <li>2.Dewas-Madhya Pradesh-1</li> <li>3.Hosur-Tamil Nadu-1</li> <li>4.Khandsa and Gurgaon-Haryana-2</li> <li>5. Parwanoo-Himanchal Pradesh-1</li> </ol> <p><b>Domestic:</b> The OEM constitutes 87% of the overall domestic business and the remaining 13% by aftermarket business as of FY24. Shocks and struts generate 88% of the total aftermarket business.</p>
HQ: Pune, Maharashtra	

Key facts	Brief profile
	<p><b>Exports:</b> The contribution of exports to total turnover of the company is 9% in FY24. OEM constitutes 57% of the overall export business and remaining accounted by the aftermarket business.</p> <p><b>Global presence:</b> Asia, USA &amp; North America, South America, Europe, Africa and Australia. Gabriel India established Gabriel Europe Engineering Centre as subsidiary.</p> <p><b>Key clients:</b> Mahindra, Tata motors, Skoda, Toyota, Volkswagen, Maruti Suzuki, TVS, Ather, Ola, and others.</p>

## Sharda Motor Industries Limited (SMIL)

Key facts	Brief profile
<p><b>Year of incorporation:</b> 1986</p> <p><b>HQ:</b> Delhi, New Delhi</p>	<p>Founded in 1986, SMIL is an auto-ancillary company with global operations. The company offers highly engineered products and services ranging from emission to suspension systems, roof systems and supply chain management solutions. The company caters to end-use industries such as passenger vehicles, farm equipment, commercial vehicles and gensets. The company caters to both domestic as well as international customers. The company has a comprehensive range of products, including advanced exhaust systems, high-performance suspension components, efficient roof systems, and others.</p> <p><b>Annual Capacity:</b></p> <ol style="list-style-type: none"> <li>1. Exhaust systems - ~1 million units</li> <li>2. Suspension systems - ~1.8 lakh units</li> </ol> <p><b>Manufacturing Facilities:</b></p> <ol style="list-style-type: none"> <li>1. Sanand-Gujarat -1 (for exhaust system)</li> <li>2. Nashik-Maharashtra-2 (for exhaust systems, roof systems and suspension assembly)</li> <li>3. Chakan-Maharashtra-3 (for exhaust systems and suspension assembly)</li> <li>4. Chennai-Tamil Nadu-2 (for exhaust system and tube mills)</li> </ol> <p><b>Domestic:</b> SMIL's market is majorly domestic by geography. The OEM constitutes 99.3% of the overall domestic business as of FY24.</p> <p><b>Exports:</b> The contribution of exports to the total turnover of the company is 0.7% in FY24.</p> <p><b>Global presence:</b> Entered a technical partnership with Bestop Inc. USA for manufacturing roof systems. Eberspacher Germany and SMIL entered a joint venture to manufacture commercial vehicle exhaust systems in &gt;4 liters category in India. Dedicated Design &amp; Development center at Namyang, South Korea</p> <p><b>Key clients:</b> Hyundai, Mahindra &amp; Mahindra, Tata Motors, Ashok Leyland, Nissan, TAFE, Sonalika, Kubota, Magna, MAN, Isuzu, Force Motors, Cummins, Kirloskar and JCB</p>

Source: Company annual report

## Tenneco India

Key facts	Brief profile
<p>Year of incorporation: 1986</p> <p>HQ: Hosur, Tamil Nadu</p>	<p>Tenneco established manufacturing operations in India in 1995. Tenneco Automotive India Pvt Ltd is a subsidiary of Tenneco Inc., a global manufacturer and distributor of automotive products. It specializes in emissions control systems, powertrain technologies, and performance solutions for various vehicles, including light vehicles, CTs, and off-highway equipment. The company is involved in the design, manufacturing and selling of automotive products for OE and the aftermarket for both domestic and international customers. Tenneco India is part of the Tenneco group, a U.S. headquartered key global Tier-I automotive component supplier</p> <p><b>Capacity:</b></p>



Key facts	Brief profile
	<p><b>Manufacturing Facilities:</b> Parwanoo-Himachal Pradesh -1 (for bearings), Bhiwadi-Rajasthan-1 (for ignition), Pithampur-Madhya Pradesh-1 (for clean air), Pune-Maharashtra-1 (for sealings), Chakan I &amp; II-Maharashtra-2 (for clean air) and Chennai-Tamil Nadu-1 (for clean air)</p> <p><b>Domestic:</b> Tenneco's market is majorly domestic geography. The OE constitutes 84% of the overall business as of FY24. PV category was a major contributor for the overall OE category followed by commercial vehicles. Aftermarket is majorly driven by the suspension products for PV market.</p> <p><b>Exports:</b> The contribution of exports to total turnover of the company is 3% in FY24.</p> <p><b>Global presence:</b> Tenneco is a multi-national corporation with 93 manufacturing facilities in 26 countries located on 6 continents, with major centers of operations in the Americas, Europe, India and Asia.</p> <p><b>Key clients:</b> Maruti Suzuki, Ford, Nissan, Hyundai, KIA, Cummins, Volvo Eicher, JCB, Bajaj, Volkswagen, Tata Motors, Mahindra &amp; Mahindra, Club Car, and TVS Motor.</p>

Source: Company annual report

Note: Tenneco Group refers to Tenneco LLC and its consolidated subsidiaries

#### Table of Ranking – Basis FY2024 (in terms of value)(revenue)

Category/ Vehicle Segment	Market Share	Market Ranking
<b>Clean air solutions</b>		
PV	20%	Top 4
CT	60%	Leader
OH*	42%	Top 2
<b>Shock absorbers &amp; struts</b>		
PV	48%	Leader
<b>Engine Bearings</b>		
PV	45%	Top 2
CT	44%	Top 2
<b>Sealings</b>		
PV	13%	Top 7
<b>Ignition</b>		
PV	18%	Top 5

\*Excludes Tractors

#### Uno Minda Limited

Key facts	Brief profile
Year of incorporation: 1958	<p>Established in 1958, Uno Minda, formerly known as Minda Industries, manufactures of auto components and systems. The company has diversified product portfolios such as acoustics, switches, castings, lighting, Air filtration, automotive seating system and alloy wheel. They design and manufacture over 25 categories of components and systems for all vehicle segments such as PV, two wheelers, three wheelers and CVs catering to both ICE and EV/hybrid vehicles. The company has more than 6500 SKUs switches, horns, lighting batteries, filters, indicators, bulbs, RVMS, shocks and struts and accessories. Their distribution network connects 54,000 retailers and 75,000 service points, covering 559 cities across India as on fiscal 2024.</p> <p><b>Annual Capacity:</b></p> <ol style="list-style-type: none"> <li>2W alloy wheels (Supa, Maharashtra) - ~7.5-8 million units</li> <li>4W alloy wheels - ~4.6 million units</li> </ol> <p><b>Manufacturing Facilities:</b></p> <p>Total 66 manufacturing plants located across India –</p> <p>Manesar (8), Bawal (10), Neemrana (1), Bhiwadi (1), Bahadurgarh (2), Sonipat (1), Pantnagar (3), Haridwar (1), Farukhnagar (1), Baddi (1), Noida (1), Gujarat (8),</p>
HQ: Gurgaon, Haryana	

Key facts	Brief profile
	<p>Chakan (7) Waluj (1), Pitampur (1), Ranjangoan (1), Supa (1), Jamshedpur (3), Begaluru (3), Narsapur (1), Chennai (5), Hosur (5), Mysuru (2)</p> <p><b>Domestic:</b> Uno Minda caters majorly for domestic geography. OEM constitutes 93% and aftermarket share 7% of the overall domestic business as of FY24.</p> <p><b>Exports:</b> The contribution of exports to total turnover of the company is 13% in FY24.</p> <p><b>Global presence:</b> Indonesia, Vietnam, Germany, Spain, Mexico.</p> <p>R&amp;D and engineering centers located in India, Germany, Japan, Taiwan, Korea and Spain and technical agreements and Joint venture with world renowned manufacturers from Japan, Germany, Korea and China</p> <p><b>Key clients:</b> Maruti Suzuki, Renault Nissan, Mahindra &amp; Mahindra, Royal Enfield, Yamaha, Tata Group, Bajaj, Isuzu, Swaraj Mazda, New Holland, Triumph and KTM.</p>

Source: Company annual report

## Timken Limited

Key facts	Brief profile
Year of incorporation: 1987	<p>Timken India Limited was incorporated in 1987 as Tata Timken Limited (TTL), a joint venture between Tata Iron and Steel Company (TISCO) and The Timken Company. It commenced commercial production at its Jamshedpur plant in March 1992. The company manufactures tapered roller bearings, other roller bearings, components, accessories and mechanical power transmission products. The company also provides maintenance contracts, and refurbishment services and majorly supplies to automobile, engineering and railway sectors.</p> <p>Annual Capacity: 2.4 million units of tapped roller bearing particularly those smaller than 8 inches which are used by heavy trucks and trail customers as of 2010.</p> <p>Manufacturing Facilities: Jamshedpur (1), Bharuch (1)</p> <p>Domestic: The domestic business comprises 66% engineered bearings and 34% industrial motion products. The distribution channel constitutes 55% of OEM customers and 45% distributors/end users as on Fiscal 2024.</p> <p>Global presence: The company operates from 45 countries. They have strong presence in North America, Europe and Middle East, Africa, Asia and Latin America.</p> <p>Key clients: Tata Motors, Ashok Leyland, Dana, Fiat, Escort, New Holland, Indian railways, Titagarh wagons.</p>
HQ: Bangalore, Karnataka	

Source: Company annual report

## ZF Limited

Key facts	Brief profile
Year of incorporation: 1981	<p>ZF India was established as ZF Steering gear (India) Ltd, a joint venture with ZF Lenksysteme GmbH. Initially the company focused on manufacturing and supplying integral hydraulic power steering systems. ZF India is a supplier of technology solution and service provider in the mobility sector. The company has a strong presence in the automotive and industrial segments with expansive manufacturing and engineering footprints. The company manufactures active and passive safety systems, steering system, clutch system, axle system, chassis and suspension components for commercial vehicles, powertrain and chassis components, safety devices for light vehicle industry and gear boxes for wind turbine industry. The company serves majorly PV, CV and the other market segments such as construction and agriculture machinery, wind power, marine propulsion, rail drives and test systems. The company operates through 14 entities including one joint venture partner.</p> <p>Annual Capacity:</p>
HQ: Pune, Maharashtra	

Key facts	Brief profile
	<ol style="list-style-type: none"> <li>Shock absorber (Chakan, Pune) - ~0.7 million units (as on Fiscal 2018)</li> <li>front suspension, rear axle, corner module for PV (Chennai) - ~12,500 units</li> </ol> <p>Manufacturing Facilities:  The company having 18 manufacturing facilities and 10 engineering centers across India including Pune, Chennai, Coimbatore and Gurugram.  Global presence: The company operates from 30 countries.</p> <p>Key clients: Ashok Leyland, Daimler India commercial vehicle, Force Motors, Mahindra Trucks and Buses, Tata Motors and Volvo group.</p>

*Source: Company annual report*

## Key financial indicators for fiscal 2025

	Tenneco India	Bosch Ltd	Timken India Ltd	SKF India Ltd	Zf Commercial Vehicle Contro System India Ltd	Sharda Motor Industries Ltd.	Gabriel India Ltd	UNO Minda Ltd	Sona Precision Forgings Ltd	BLW	Average
<b>Revenue from Operations (INR million)</b>	48,904.30	1,80,874.00	31,478.10	49,199.00	38,309.62	28,365.71	40,633.81	1,67,746.10	35,460.21		-
<b>Revenue Growth (%)</b>	-10.56%	8.13%	8.19%	7.65%	0.40%	0.97%	19.42%	19.55%	11.34%		7.23%
<b>EBITDA (INR million)</b>	8,152.39	23,097.00	5,916.07	7,232.70	7,390.00	3,964.00	3,917.00	18,740.00	9,753.00		-
<b>EBITDA Growth (%)</b>	33.19%	10.26%*	-3.52%*	-10.88%*	11.80%*	9.68%*	33.87%*	18.21%*	8.11%*		12.30%
<b>EBITDA Margin (%) (Basis Revenue from Operations)</b>	16.67%	12.77%*	18.79%*	14.70%*	19.29%*	13.97%*	9.64%*	11.17%*	27.50%*		16.06%
<b>PAT (INR million)</b>	5,531.43	20,130.00	4,473.86	5,659.10	4,607.30	3,149.16	2,449.81	10,205.70	5,996.88		-
<b>PAT Growth (%)</b>	32.72%	-19.20%*	14.09%*	2.56%*	13.36%*	5.12%*	37.05%*	10.37%*	15.93%*		-
<b>PAT Margin (%) (Basis Revenue from Operations)</b>	11.31%	11.13%*	14.21%*	11.50%*	12.03%*	11.10%*	6.03%*	6.08%*	16.91%*		11.15%
<b>Net Debt (INR Million)</b>	-2,662.06	-3,896.00*	-3,808.59*	-7,119.10*	-14,015.27*	3,149.08*	296.51*	20,908.70*	-10,993.62*		-
<b>Net Debt to Equity Ratio</b>	-0.17	-0.03*	-0.13*	-0.27*	-0.44*	0.30*	0.03*	0.34	-0.20*		-0.06
<b>Net Debt to EBITDA Ratio</b>	-0.33	-0.17*	-0.64*	-0.34*	-1.90*	0.79*	0.08*	1.22*	2.73*		-0.45
<b>Return on Equity</b>	42.65%	15.56%*	17.00%*	21.43%*	15.35%*	30.00%	22.42%*	17.70%	17.70%		22.20%
<b>Return on Capital Employed</b>	56.78%	19.92%*	19.44%*	29.40%*	19.12%*	38.00%	27.62%*	18.90%	18.40%		27.51%
<b>Fixed Asset Turnover Ratio</b>	8.37	9.02*	3.30*	28.68*	5.12*	12.33*	6.63*	4.20	3.40		8.99
<b>Net Working Capital (INR million)</b>	1,778.29	48,564.00*	14,408.56*	10,433.00	23,516.23*	7,847.49*	4,917.65*	10,467.30*	32,630.34*		-
<b>Net Working Capital Days</b>	13	4*	2*	16*	2*	4*	8*	16*	1*		7.31
<b>Cash Conversion Cycle</b>	-24	0*	97*	59*	71*	-27*	14*	24*	45*		28.81

Source: Company reports, ROC, Crisil Intelligence

NA: Not Available

1. The financial statements are consolidated except for Timken India
2. (\*) denotes numbers which are calculated using the below stated formulas. Other financials metrics are sourced from the company annual report or Investor presentations.
3. The above stated peer average may not be representative of industry average. This average is calculated for the above listed sample set only.
4. Financials for Schaeffler India are not available.
5. Revenue from Operations is calculated as Revenue from operation for the period / year

6. *Gross Margin = (Revenue from Operations – Cost of Goods Sold)/ Revenue from Operations*
7. *Cost of Goods sold = Cost of Materials Consumed + Purchases of Stock-in-trade + Change in Inventories of Finished goods, work-in-progress and stock-in-trade*
8. *EBITDA: EBITDA is calculated as restated profit for the period/ year plus tax expenses, finance costs, depreciation and amortization expense and exceptional items less Other Income.*
9. *EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations*
10. *PAT: Profit after tax for the financial year.*
11. *PAT margin = calculated as Profit after tax divided by Revenue from Operations*
12. *ROCE: calculated as Earning before interest and taxes / Capital Employed*
13. *ROE: calculated as Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity*
14. *Net Debt to Equity = ((Total Debt + Lease liability) - Cash) / Shareholder's Equity*
15. *Net Debt to EBITDA = ((Total Debt+ Lease Liability) - Cash) / EBITDA*
16. *Fixed Assets Turnover Ratio = Revenue from operations / Average Net Fixed Assets*
17. *Net Working Capital Days = 365 Days/ Net capital turnover ratio*
18. *Net capital turnover ratio = Revenue from Operations / Net Working Capital*
19. *Net Working Capital Amount = Current Assets - Current Liabilities*

## Threats and Challenges

### Historic Industry growth

The below table indicates performance of the industry over the last 3 fiscals

Growth (%)	FY23-24	FY24-25E	FY23-25E CAGR
Passenger Vehicle	8%	1-3%	4-5%
Commercial Trucks	4%	-0.7-0.7%	1-3%
Tractors	-7%	7-8%	-0.3-0.3%
Construction Equipment	26%	3-4%	13.5-14.5%

### Demand Side Challenges

#### Increase in vehicle cost of ownership

A vehicle's cost of ownership is determined by its cost of acquisition and cost of operations, and both have a significant impact on the demand. The cost of vehicle acquisition rises when OEMs transfer the impact of increased manufacturing costs to the customers. In the past, industry has seen price hikes owing to several reasons like implementation of emission norms, increase in raw material prices and general inflationary hikes. These are also likely to push vehicle prices upwards going forward. Auto finance rates are also pivotal in determining affordability. The cost of operations for a customer is directly impacted by fluctuations in crude oil prices and INR USD exchange rates, that cause rise in fuel import costs and overall fuel prices.

#### Inherent cyclicity of the domestic PV business

The passenger vehicle industry has close linkages with growth in GDP as well as business cycles impacting the incomes of probable customers thereby making the industry susceptible/vulnerable to these changes. This cyclical nature of the passenger vehicle industry poses constant challenges to the industry players and component suppliers as they have to constantly manage inventory optimally and profitably.

#### Inherent cyclicity of Commercial trucks and OH dependent Industries

The demand for commercial trucks and construction equipment are closely tied to economic growth. During periods of robust economic expansion, there is an increase in industrial output, infrastructure projects, and logistics activities, driving higher demand for commercial trucks and construction equipment. Conversely, during economic slowdowns, demand plummets as businesses reduce capital expenditures and transportation needs decline. For instance, the CT industry has seen 3 business cycles in the past 2 decades:

- FY04 to FY09 (peak in FY08)
- FY 09 to FY15 (peak in FY12)
- FY15 to FY 21 (peak in FY19)
- FY21 to ongoing

It has been seen that there can be a swing of more than 20-25% between the peaks and troughs of the business cycles of the CT Industry which in turn can makes business planning complicated for players involved in supply of components to the commercial trucks Industry.

### Supply Side Challenges

#### Raw Material Availability and Cost

Cost Management: Fluctuating prices of raw materials like iron and steel pose significant challenges to managing costs. A sudden spike in prices, such as the increase in iron ore prices, can erode profit margins and make it difficult to offer competitive pricing to customers. Metal product manufacturers must either absorb these costs, reducing profitability, or pass them on to customers, potentially losing business to cheaper alternatives.

**Supply Chain Disruptions:** Volatile raw material prices can also lead to supply chain disruptions if suppliers are unable to secure consistent and affordable supplies. Also energy prices, coke prices and supply-demand balances can impact the raw material cost. This inconsistency can result in production delays and missed deadlines, damaging relationships with OEMs and other key clients.

### **Dependence on Imports**

EV players rely heavily on imported components (e.g., lithium-ion cells, semiconductors), while ICE vehicles are affected by fluctuations in commodity prices (e.g., steel, aluminum). However, with growing electronic content in modern vehicles, ICE vehicles are also susceptible to semiconductor shortage.

### **Localization and Regulatory Barriers**

Government initiatives (e.g., PLI, Atmanirbhar Bharat) require significant upfront capital investments, which some OEMs struggle to meet.

### **Increasing Competition**

A surge in new entrants and portfolio expansions by legacy players intensifies competition, making customer acquisition challenging.

### **Skilled Labour Shortage**

Skilled labour is one of the most important supply side aspects in the manufacturing sector. Training and retaining skilled workers in areas such as welding, fabricated assembly, surface finishing Industry is a key driving factor for success of any segment of the industry including Metal and Metal specific industry

Thus, inadequate availability of skilled labour can be one of the significant challenges impacting the Fabrication assemblies Industry in India. This shortage can span across various facets, from production to maintenance and innovation, ultimately affecting the industry's growth and global competitiveness.

### **Policy and Regulatory Challenges**

#### **Changes in tax and duties regime**

Changes in duties and tax structures present significant threats to the automotive welding, tubular fabrication and fabricated assembly industry. These changes can have multifaceted impacts on cost structures, supply chains, and overall competitiveness.

This threat is particularly significant due to India's evolving tax landscape and the government's periodic adjustments to import duties and other taxes.

## OUR BUSINESS

Some of the information in this section, especially information with respect to our plans and strategies, contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. You should read **“Forward-Looking Statements”** beginning on page 43 for a discussion of the risks and uncertainties related to those statements and **“Risk Factors”** beginning on page 45 for a discussion of certain risks that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information. Such indicators are not a measure of performance calculated in accordance with applicable accounting standards and are not defined under Ind AS, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under such applicable accounting standards. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors should consult their own advisors in making an investment decision and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus. We have presented reconciliations of certain Non-GAAP Measures in **“Other Financial Information”** beginning on page 421.

We have included in this section various metrics based on ‘revenue from operations’ (which primarily comprises revenue generated from the sale of manufactured goods) as included in our Restated Consolidated Financial Information as well as value-added revenue (**“VAR”**). We define VAR as revenue from operations after excluding 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 for 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 delivery 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. Therefore, we have included metrics based on both revenue from operations and VAR. For details on the computation of VAR, see **“Other Financial Information”** beginning on page 421.

Unless otherwise indicated, industry and market data used in this section have been derived from the report titled **“Industry assessment for Clean Air systems, Ignition systems, Bearings, Sealings, Shock Absorbers & Struts and Aftermarket for Ignition, Bearings, Sealings and Shock Absorbers & Struts”** dated June, 2025 (the **“CRISIL Report”**) prepared and issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited (**“CRISIL”**), which has been commissioned by and paid for by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. The CRISIL Report will form part of the material documents for inspection and a copy of the CRISIL Report is available on the website of our Company at [www.tennecoindia.com](http://www.tennecoindia.com) from the date of filing of this Draft Red Herring Prospectus until the Bid/Offer Closing Date. CRISIL is an independent agency and is not a related party of our Company, our Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. Unless otherwise indicated, operational, industry and other related information included herein with respect to any particular year refers to such information for the relevant financial year. For further details, see **“Risk Factors—Internal Risk Factors—This Draft Red Herring Prospectus contains information from an industry report, prepared by an independent third-party research agency, CRISIL, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks.”** on page 90.



Our fiscal year commences on April 1 and ends on March 31, and references to a particular Fiscal are to the 12 months ended March 31 of that year.

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in “**Risk Factors**,” “**Industry Overview**,” “**Restated Consolidated Financial Information**,” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 45, 165, 324, and 428, respectively.

Unless otherwise stated, references to “Tenneco India”, “we”, “us”, or “our” are to our Company and its Subsidiaries. Unless the context otherwise requires, references to “our Company” or “the Company” refer to Tenneco Clean Air India Limited on a standalone basis.

## Overview

We are part of the Tenneco Group, a U.S. headquartered key global Tier I automotive component supplier (*Source: CRISIL Report*). Tenneco Group generated US\$16,777 million in revenue in the year ended December 31, 2024. Our first manufacturing plant in India was established in 1979 at Parwanoo. We manufacture and supply critical, highly engineered and technology intensive clean air, powertrain and suspension solutions tailored for Indian OEMs and export markets. 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**”). We also sell to the aftermarket primarily through Motocare India Private Limited (“**Motocare**”), a subsidiary of Tenneco LLC and our Group Company.

We are well-positioned in each of our product offerings:

- We are the largest supplier of Clean Air Solutions to Indian CT OEMs, with a market share of 60%;
- We are among the top two suppliers of Clean Air Solutions to Indian OH OEMs (excluding tractors), with a market share of 42%;
- We are among the top four suppliers of Clean Air Solutions to Indian PV OEMs, with a market share of 20%; and
- We are the largest supplier of shock absorbers and struts to Indian PV OEMs, with a market share of 48%

(each in terms of value (revenue) in Fiscal 2024) (*Source: CRISIL Report*).

We benefit from: (i) our long-standing partnerships with the top Indian OEMs as identified in the CRISIL Report across end markets, (ii) our ability to leverage Tenneco Group’s global R&D for proprietary, modular and bespoke solutions, (iii) our ability to engineer end-to-end solutions in India, (iv) our ability to leverage an efficient, flexible and quality focused manufacturing model in India, and (v) manufacturing capacity with shared and reusable assets across facilities and regions.

As of March 31, 2025, we have 12 manufacturing facilities, comprising seven Clean Air & Powertrain Solutions facilities and five Advanced Ride Technology facilities, across seven states and one union territory in India. In Fiscal 2025, we served 119 customers, including all top seven PV OEMs in India and all top five CT OEMs in India (ranking of OEMs determined based on sales volume in Fiscal 2024) (*Source: CRISIL Report*). We operate two R&D technical centers in India equipped to address both global and local customer needs.

We are driven by Tenneco Group’s values and in-house developed operating models that have enabled us to achieve strong performance as evidenced, in Fiscal 2025, by our revenue from operations of ₹48,904.30 million, VAR of ₹43,801.21 million, EBITDA Margin of 16.67% and 18.61% (as a percentage of revenue from operations and as a percentage of VAR, respectively), PAT Margin of 11.31% and 12.63% (as a percentage of revenue from operations and as a percentage of VAR, respectively), free cash flow to EBITDA ratio of 61.04% and Return on Capital Employed (“**ROCE**”) of 56.78%. For additional information on these measures for the last three Fiscals, see “— **Summary of our Financial Performance**” on page 234.

Our VAR increased from ₹39,020.00 million in Fiscal 2023 to ₹43,801.21 million in Fiscal 2025, representing a CAGR of 5.95%. During the same period, domestic PV and CT sales volume grew at a CAGR of 4-5% and 1-3%, respectively (*Source: CRISIL Report*).

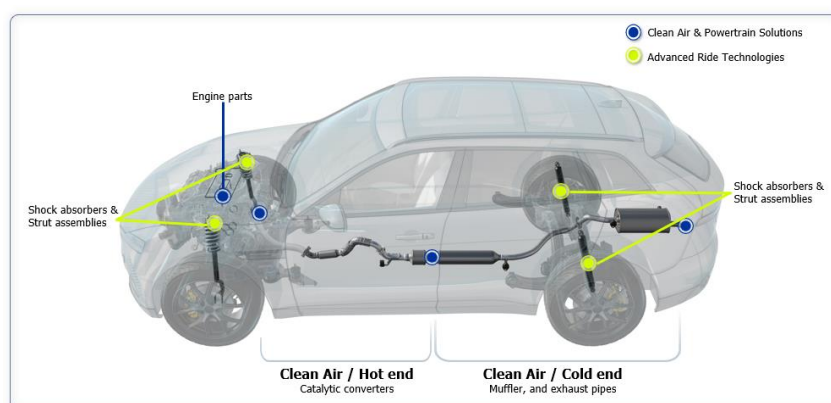
### Our Business and Products

We operate two business divisions, Clean Air & Powertrain Solutions and Advanced Ride Technologies:

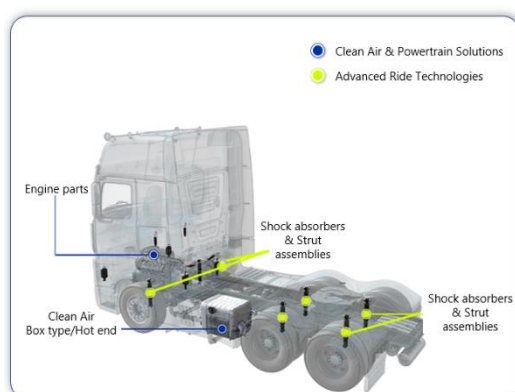
- The Clean Air & Powertrain Solutions division comprises:
  - (i) Clean Air Solutions, where we design, manufacture and sell exhaust aftertreatment systems, such as catalytic converters, mufflers and exhaust pipes to OEMs (“**Clean Air Solutions**”); and
  - (ii) Powertrain Solutions, where we design, manufacture and sell engine bearings, sealing systems and ignition products (such as spark plugs and ignition coils) to OEMs and the aftermarket under the Champion brand (“**Powertrain Solutions**”).
- The Advanced Ride Technologies division designs, manufactures and sells shock absorbers, struts and advanced suspension systems under the Monroe brand to OEMs and the aftermarket (“**Advanced Ride Technologies**”). These products are used for both internal combustion engine (“**ICE**”) vehicles and electric vehicles (“**EVs**”).

The following graphics illustrate how our products are integrated into vehicles across our PV, CT and OH end markets:

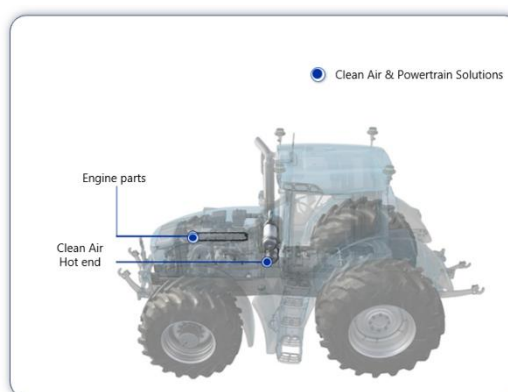
#### PV



#### CT



#### OH



## ***Our Customers***

In Fiscal 2025, we served 119 customers including all top seven PV OEMs in India and all top five CT OEMs in India (ranking of OEMs determined based on sales volume in Fiscal 2024) (*Source: CRISIL Report*). Our customers include global and well-known names such as Ashok Leyland Limited, Bajaj Auto Limited, Cummins India Limited, Daimler India Commercial Vehicle, Honda Motorcycle and Scooter India Private Limited, Hyundai Motor India Limited, John Deere India Private Limited, Kirloskar Oil Engines Limited, Mahindra & Mahindra Limited, Maruti Suzuki India Limited, Renault Nissan Automotive India Private Limited, Royal Enfield, Skoda Auto Volkswagen India Private Limited, Tata Motors Limited, Toyota Kirloskar Motor Private Limited, Vinfast Trading and Production Joint Stock Company, and VE Commercial Vehicles Limited.

We enjoy customer stickiness with long-standing relationships, as demonstrated by our top 10 customers having been with us for an average of 19.2 years, as of March 31, 2025. We are an integral part of our customers' product development cycles, working closely with them from the design stage to create customized, technology-intensive products critical for vehicle performance. The automotive industry is characterized by high customer stickiness due to the customized and technology-intensive nature of products, as well as the stringent and time-consuming product approval processes, which creates a barrier to entry for new suppliers (*Source: CRISIL Report*). As a result, existing suppliers with established relationships and approved products have a competitive advantage, leading to a stable and predictable revenue stream. The industry's dynamics favor long-term partnerships and relationships, where suppliers invest in research and development to meet the evolving needs of their customers, and customers prioritize reliability and quality over price and new supplier onboarding (*Source: CRISIL Report*). The programs awarded to us are typically long-term, lasting three to seven years for PV and CV programs. Historically, after awarding us the initial programs, our customers typically also award us subsequent or replacement programs.

## ***Our Group Leverage***

We derive advantages from Tenneco Group's global presence and brand strength, as well as its global standards of governance and operations, which bolster our operations and market position in India. We leverage Tenneco Group's global R&D initiatives to enhance our innovation capabilities and product offerings. We also capitalize on Tenneco Group's vendor relationships to optimize our raw material procurement processes and costs. In addition, Tenneco Group's established global partnerships facilitate business with key OEMs in India.

We are positioning ourselves as a production and export hub for major Tenneco Group markets, including North America, Europe, APAC and Africa. In Fiscal 2025, 2024 and 2023, we exported products to 20, 22, and 21 countries, respectively, including Argentina, Brazil, China, Czech Republic, Poland, Germany, Belgium, Indonesia, Thailand, Japan, South Korea, Mexico, South Africa, the U.K., the U.S. and Vietnam.

We integrate proven Tenneco Group frameworks, such as the Office of Strategic Execution (“**OSE**”), the P3 Operating System and the P3X Accelerator Program, with our domestic expertise to drive innovation and operational efficiency.

- The OSE is responsible for driving rapid change, specifically targeting cost of goods sold and revenue growth across the company. It functions as a “skunk works” style team with a dotted line reporting structure to business units to drive changes across operations, including procurement, manufacturing, selling, general and administrative expenses, and R&D, as well as enabling revenue growth through volume targets, new customer acquisition, and pricing strategy.
- The **P3 Operating System** standardizes processes across our plants, facilitating enhanced efficiency, agility, and performance management.
- The **P3X Accelerator Program** focuses on building capabilities for consistent execution, strengthening our competitive edge in the industry.

## ***R&D***

We are committed to innovation, supported by our R&D (i.e., engineering, research and application development) capabilities in India and the ability to leverage Tenneco Group's global initiatives and product portfolio. As of March 31, 2025, we operated two R&D technical centers in India equipped to address both global and local customer needs. Our R&D technical centers collaborate with Tenneco Group's network of engineering and technical center worldwide, which as of December 31, 2024, comprised 39 engineering and technical centers (of

which 12 centers support our Clean Air & Powertrain Solutions division and 10 centers support our Advanced Ride Technologies division). We share information on emerging technologies and changing customer preferences with other geographical units in the Tenneco Group, facilitating the development of new products and technologies.

In India, we focus on “localization,” which involves adapting Tenneco Group’s global technologies to meet local needs and preferences, and onshoring manufacturing to India, where development and production costs are lower. This approach enhances our product offerings and optimizes cost efficiency, complemented by our investment in local engineering capabilities. We further benefit from Tenneco Group’s standardized global engineering processes and technical centers, ensuring efficient and reliable design validation and accelerated time-to-market. For example, in Fiscal 2024, we expedited the development of an advanced hydraulic rebound system, which offers superior ride quality compared to passive suspension systems, in India. This system, conceptualized by Tenneco Group overseas, was first brought to market in India before being introduced in other regions by the Tenneco Group. Similarly, in Fiscal 2020, when India implemented BS6, we leveraged Tenneco Group’s Euro 6-compliant Clean Air Solutions products to develop BS6-compliant products and introduced 45 new products across 26 vehicle platforms over a 13-month period between May 2019 and June 2020.

### ***Our Manufacturing Facilities and Supply Chain***

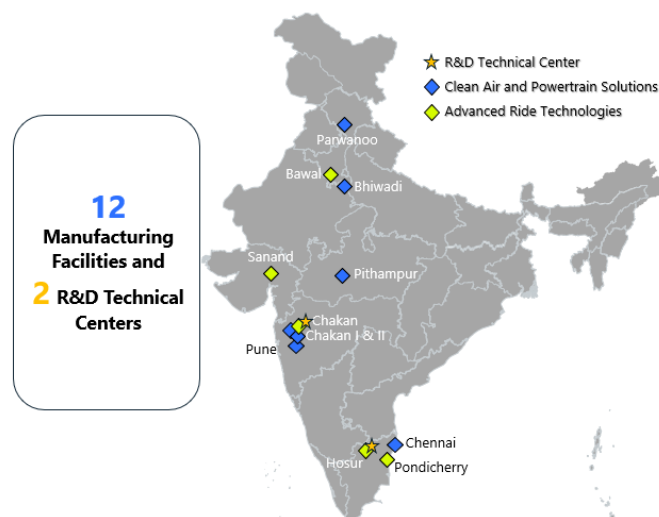
As of March 31, 2025, we operate 12 manufacturing facilities, comprising seven Clean Air & Powertrain Solutions facilities and five Advanced Ride Technologies facilities, across seven states and one union territory in India. These facilities are strategically positioned near our customers in key automotive OEM hubs such as Maharashtra, Tamil Nadu, National Capital Region (NCR) and Gujarat (*Source: CRISIL Report*), with most located in industrial estates to minimize delivery time. Our manufacturing facilities are equipped with modern technologies such as process automation, robotic and laser welding cells, and adhere to stringent quality standards including IATF 16949, ISO 45001 and ISO 14001 to ensure that our products meet customers’ expectations. Our Chakan I and Chennai Facilities are certified under Trusted Information Security Assessment Exchange (“**TISAX**”), a standard used in the automotive industry to assess and demonstrate information security.

As of March 31, 2025, the annual installed production capacity for Clean Air Solutions was 2.58 million units for “cold end” products (mufflers and exhaust pipes), with a utilization rate of 54.81%; and 1.87 million units for “hot end” products (catalytic converters), with a utilization rate of 80.57%. For Advanced Ride Technologies, the annual installed production capacity was 20.68 million units, with a utilization rate of 83.00%.

We maintain a localized supply chain that complies with Tenneco Group’s global procurement standards. In Fiscals 2025, 2024 and 2023, domestic sources accounted for 91.53%, 91.94% and 92.47% of our cost of raw materials consumed (excluding the cost of substrates), respectively. We encourage our suppliers to have plants or warehouses near our facilities to help ensure timely receipt of materials and to manage fluctuations in production volumes. Our purchases of raw materials (including commodities and components) attributable to our top 10 suppliers in Fiscal 2025, 2024 and 2023 was ₹9,452.77 million, ₹14,969.96 million and ₹14,695.46 million, or 30.18%, 39.52% and 42.47% of our raw material purchases (net), respectively.

We manage our capital investments effectively through strategies such as process automation, product modularization, part standardization, asset reuse, and just-in-time capacity planning, enabling us to adapt to changing customer demands across our markets. Our partnerships with suppliers and customers help optimize inventory turns, resulting in 34, 34 and 38 Inventory Days in Fiscals 2025, 2024 and 2023, respectively. For further details of our manufacturing, see “–**Manufacturing–Facilities**” on page 255.

The map below sets forth the locations of our 12 manufacturing facilities and two R&D technical centers.



### Awards, Recognitions and Certifications

We have received numerous awards and recognitions from our customers for our innovation, quality and operational excellence. These accolades, a few of which are highlighted below, reflect our commitment to excellence and our ability to consistently deliver quality solutions to our clients.

Innovation	Quality	Operational Excellence
Mahindra Supplier Innovation Award	Daimler 'Q Prime supplier' Recognition	Volvo Eicher Best Supplier Award - Supply Chain Management Ancillary
Maruti Suzuki 'superior performance in the area of Part Design and Development (Supplier Design Category)' recognition	Maruti Suzuki Award for On Field Support and Collaboration	John Deere - 'Achieving Excellence – Partner-level Performance' Recognition
Daimler - Excellence in Supplier Mentoring Award	Renault Nissan Good Parts Quality Award	Maruti Suzuki - 'Supplier Collaboration Initiatives for co-learning through exemplary sharing of Best Practices' Award
Kirloskar – NPD Partnership Recognition	Ashok Leyland – Platinum Award for Consistent Quality Performance	Maruti Suzuki - 'superior performance in the area of Spares Performance' Award
Mahindra Supplier Excellence Awards – Special Appreciation Award	Izuzu Motors India – 'Quality Excellence during the year 2023'	
Daimler Excellence in Innovation Award		

For details, see “*History and Other Corporate Matters - Key awards, accreditations and recognition*” on page 284.

Ten out of our 12 manufacturing facilities are IATF 16949 certified for Quality Management Systems (QMS), ISO14001 certified for Environment Management System (EMS), and ISO 45001 certified for Occupational Health and Safety Management System (OHSMS). Further, we actively participate in industrial forums. At the Quality Circle Forum of India (“QCFI”), our Hosur, Chakan I, Chennai and Pithampur Facilities were recognized with regional awards for Quality Excellence and Best Quality Control Story in Fiscals 2023 and 2024. We prioritize safety, as evidenced by the Chakan I Facility receiving four Gold Awards from QCFI for Safety Case Studies and Employee Participation in Fiscals 2025 and 2024.

### Key Historical Milestones

The timeline below sets forth the key milestones of our Company, Subsidiaries and business.



\*Note: The milestones disclosed above include certain events that have occurred prior to such facilities/businesses becoming a part of our Company and/or Subsidiaries.

For details, see “**History and Other Corporate Matters – Major Events and Milestones**” on page 284.

## Summary of our Financial Performance

We have achieved strong financial returns and margins over the last three Fiscals.

We believe that our strategies for operational efficiency (raw material cost improvements and management of other expenses) have improved our margin performance over the past three Fiscals, and that our cash management practices, achieved by maintaining a tight working capital cycle, along with our capital allocation process through flexible manufacturing and cost-effective automation, have allowed us to remain Net Debt free in Fiscals 2025, 2024 and 2023. We also maintained the highest ROCE and ROE among our peers in Fiscal 2025. (Source: CRISIL Report) This performance provides us with the financial and operational strength to invest in new facilities to meet customer demand and highlight our profitable growth.

A summary of our key financial metrics are set forth below for the Fiscals indicated.

Particulars	Units	2025	Fiscal 2024	2023
VAR <sup>(1)</sup>	₹ million	43,801.21	42,686.07	39,020.00
VAR Growth (%) <sup>(2)</sup>	%	2.61%	9.40%	NA
EBITDA <sup>(3)</sup>	₹ million	8,152.39	6,120.85	5,706.34
EBITDA Growth (%) <sup>(4)</sup>	%	33.19%	7.26%	NA
EBITDA Margin (%) (Basis Revenue from Operations) <sup>(5)</sup>	%	16.67%	11.19%	11.82%
EBITDA Margin (%) (Basis VAR) <sup>(6)</sup>	%	18.61%	14.34%	14.62%
PAT <sup>(7)</sup>	₹ million	5,531.43	4,167.87	3,810.43
PAT Growth (%) <sup>(8)</sup>	%	32.72%	9.38%	NA
PAT Margin (%) (Basis Revenue from Operations) <sup>(9)</sup>	%	11.31%	7.62%	7.89%
PAT Margin (%) (Basis VAR) <sup>(10)</sup>	%	12.63%	9.76%	9.77%
Adjusted PAT <sup>(11)</sup>	₹ million	5,221.84	3,642.08	3,363.25
Adjusted PAT Margin (%) (Basis Revenue from Operations) <sup>(12)</sup>	%	10.68%	6.66%	6.97%
Adjusted PAT Margin (%) (Basis VAR) <sup>(13)</sup>	%	11.92%	8.53%	8.62%
ROCE <sup>(14)</sup>	%	56.78%	45.40%	33.51%
FCF / EBITDA <sup>(15)</sup>	%	61.04%	63.75%	83.08%
Cash Conversion Cycle <sup>(16)</sup>	Days	(24)	(18)	(10)
ROE <sup>(17)</sup>	%	42.65%	38.05%	32.88%
Adjusted ROE <sup>(18)</sup>	%	49.68%	33.25%	29.02%

Particulars	Units	Fiscal		
		2025	2024	2023
Net Debt <sup>(19)</sup>	₹ million	(2,662.06)	(1,679.77)	(3,802.26)
Net Debt to Equity Ratio <sup>(20)</sup>	Number of times	(0.17)	(0.17)	(0.31)
Net Debt to EBITDA Ratio <sup>(21)</sup>	Number of times	(0.33)	(0.27)	(0.67)
Fixed Assets Turnover Ratio <sup>(22)</sup>	Number of times	8.37	9.07	7.76
Net Working Capital <sup>(23)</sup>	₹ million	1,778.29	806.30	2,915.34
Net Working Capital Days <sup>(24)</sup>	Number of Days	13	5	22

Notes:

- (1) Value added Revenue (VAR) means revenue from operations after excluding the cost of substrates.
- (2) VAR Growth (%) is calculated as VAR for the current Fiscal minus VAR Revenue for the previous Fiscal as a percentage of VAR for the previous Fiscal.
- (3) EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit for the year plus total tax expense, finance cost, depreciation and amortization expense minus other income.
- (4) EBITDA Growth (%) is calculated as EBITDA for the current fiscal less EBITDA for the previous fiscal as a percentage of EBITDA for the previous Fiscal.
- (5) EBITDA Margin (%) (Basis Revenue from Operations) is calculated as EBITDA as a percentage of revenue from operations.
- (6) EBITDA Margin (%) (Basis VAR) is calculated as EBITDA as a percentage of VAR.
- (7) PAT/ Profit After Tax refers to Restated profit for the year as appearing in Restated Consolidated Financial Information.
- (8) PAT Growth (%) is calculated as PAT for the current fiscal less PAT for the previous fiscal as a percentage of PAT for the previous Fiscal.
- (9) PAT Margin (%) or PAT Margin (%) (Basis Revenue from Operations) is calculated as Restated profit for the year as a percentage of Revenue from Operations.
- (10) PAT Margin % (Basis VAR) is calculated as Restated profit for the year as a percentage of VAR.
- (11) Refers to Adjusted Restated Profit for the Year (“Adjusted PAT”) is calculated as restated profit for the year less other income (net of tax).
- (12) Adjusted PAT Margin (%) (Basis Revenue from Operations) is calculated as Adjusted PAT as a percentage of revenue from operations.
- (13) Adjusted PAT Margin (%) (Basis VAR) is calculated as Adjusted PAT as a percentage of VAR.
- (14) Return on Capital Employed is calculated as earning before interest and taxes (EBIT) as a percentage of Capital Employed. EBIT is calculated as Restated profit for the 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.
- (15) Free cash flow (“FCF”) / EBITDA is calculated as FCF divided by EBITDA. FCF is calculated as net cash flow from operating activities less capital expenditure.
- (16) 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), rounded to the nearest whole number. Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365), 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), 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.
- (17) Return on Equity is calculated as restated profit for the 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 fiscal. Total equity refers to the sum of Equity attributable to owners of Parent and Non-Controlling Interest.
- (18) Adjusted Return on Equity (“Adjusted ROE”) is calculated as Adjusted PAT divided by adjusted average equity. Adjusted average equity is calculated as the average of adjusted closing equity and opening equity. Adjusted closing equity is calculated as closing equity less exceptional items.
- (19) Net Debt is calculated as Total Debt (including Lease Liabilities) less cash and cash equivalents.
- (20) Net Debt to Equity Ratio is calculated as Net Debt divided by Total Equity.
- (21) Net Debt to EBITDA Ratio is calculated as Net Debt divided by EBITDA.
- (22) Fixed Assets 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.
- (23) Net Working Capital is calculated as Current Assets (excluding assets classified as held for sale) less Current Liabilities (excluding liabilities relating to assets held for sale) as per Restated Consolidated Financial Information.
- (24) Net Working Capital Days is calculated as 365 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.

For reconciliation of non-GAAP measures, see “Other Financial Information” beginning on page 421. See “Basis for Offer Price–Key Performance Indicators” on page 144 for explanation of KPIs disclosed in that section.

## Our Competitive Strengths

### 1. Market leading supplier of critical, highly engineered and technology intensive clean air, powertrain and suspension solutions to leading Indian and global OEMs

We supply critical, highly engineered and technology intensive clean air, powertrain and suspension solutions tailored for Indian OEMs and export markets, with leading market shares across several automotive industry sub-segments in terms of revenue by vehicle segment for Fiscal 2024 (Source: CRISIL Report). In terms of value (revenue) in Fiscal 2024, we are the largest supplier of Clean Air Solutions to Indian CT OEMs with a market

share of 60%, among the top two suppliers of Clean Air Solutions to Indian OH OEMs (excluding tractors) with a market share of 42% and among the top four suppliers of Clean Air Solutions to PV OEMs with a market share of 20% (*Source: CRISIL Report*). We are also the largest supplier of shock absorbers and struts to Indian PV OEMs with a market share of 48% in terms of value (revenue) in Fiscal 2024 (*Source: CRISIL Report*).

The table below sets forth the details of our market share in India in terms of value (revenue) by vehicle segment for Fiscal 2024.

Category/ Vehicle Segment	Fiscal 2024	Market Ranking
Market Share		
<b>Clean air solutions</b>		
PV	20%	Top 4
CT	60%	Leader
OH (excluding tractors)	42%	Top 2
<b>Shock absorbers and struts</b>		
PV	48%	Leader
<b>Engine bearings</b>		
PV	45%	Top 2
CT	44%	Top 2
<b>Sealings</b>		
PV	13%	Top 7
<b>Ignition</b>		
PV	18%	Top 5

(Source: CRISIL Report.)

We believe that our market leadership in terms of value (revenue) by vehicle segment for Fiscal 2024 (*Source: CRISIL Report*) built on long-standing relationships with a diverse customer base of both Indian and global OEMs enables us to strengthen our existing relationships and attract new customers across vehicle segments. In Fiscal 2025, we served 119 customers, including all top seven PV OEMs in India and all top five CT OEMs in India (ranking of OEMs determined based on sales volume in Fiscal 2024) (*Source: CRISIL Report*).

The tables below sets forth the VAR and revenue from operations derived from our top ten customers (identified based on Fiscal 2025) for the stated Fiscals:

No.	Customer <sup>(1)(2)</sup>	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
		VAR (₹ millions)	% of VAR	VAR (₹ millions)	% of VAR	VAR (₹ millions)	% of VAR
1	Customer 1	9,236.42	21.09%	8,298.70	19.44%	7,344.12	18.82%
2	Customer 2	8,031.04	18.34%	6,701.50	15.70%	4,810.06	12.33%
3	Customer 3	5,353.50	12.22%	5,660.14	13.26%	5,275.94	13.52%
4	Motocare India Pvt Ltd	2,315.97	5.29%	1,757.26	4.12%	610.37	1.56%
5	Customer 5	2,098.15	4.79%	2,111.91	4.95%	1,707.61	4.38%
6	Customer 6	2,086.68	4.76%	2,592.72	6.07%	2,181.55	5.59%
7	Customer 7	1,609.49	3.67%	1,845.04	4.32%	1,006.25	2.58%
8	Customer 8	1,564.59	3.57%	2,735.65	6.41%	2,328.54	5.97%
9	Customer 9	1,517.33	3.46%	1,241.72	2.91%	2,095.93	5.37%
10	Customer 10	1,347.48	3.08%	1,373.52	3.22%	1,405.31	3.60%
	<b>Total</b>	<b>35,160.65</b>	<b>80.27%</b>	<b>34,318.16</b>	<b>80.40%</b>	<b>28,765.68</b>	<b>73.72%</b>

Note:

- (1) The names of the customers have not been disclosed because they have not provided their consent to disclose their VAR contributions in this Draft Red Herring Prospectus.
- (2) The top 10 customers have been identified based on their contribution to VAR in Fiscal 2025.

No.	Customer <sup>(1)(2)</sup>	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
		Revenue from operations (₹ millions)	% of revenue from operations	Revenue from operations (₹ millions)	% of revenue from operations	Revenue from operations (₹ millions)	% of revenue from operations
1	Customer 1	9,236.42	18.89%	8,298.70	15.18%	7,344.12	15.21%
2	Customer 2	8,070.01	16.50%	6,714.08	12.28%	4,820.96	9.99%
3	Customer 3	5,356.02	10.95%	5,661.89	10.36%	5,276.95	10.93%
4	Customer 4	4,755.70	9.72%	10,802.26	19.76%	7,859.00	16.28%



No.	Customer <sup>(1)(2)</sup>	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
		Revenue from operations (₹ millions)	% of revenue from operations	Revenue from operations (₹ millions)	% of revenue from operations	Revenue from operations (₹ millions)	% of revenue from operations
5	Customer 5	3,034.89	6.21%	5,294.20	9.68%	4,231.69	8.77%
6	Motocare India Pvt Ltd	2,315.97	4.74%	1,757.26	3.21%	610.37	1.26%
7	Customer 7	2,131.22	4.36%	2,147.04	3.93%	1,727.12	3.58%
8	Customer 8	2,109.57	4.31%	2,593.58	4.74%	2,182.08	4.52%
9	Customer 9	1,517.33	3.10%	1,241.72	2.27%	2,095.95	4.34%
10	Customer 10	1,347.48	2.76%	1,373.52	2.51%	1,405.31	2.91%
	<b>Total</b>	<b>39,874.61</b>	<b>81.54%</b>	<b>45,884.25</b>	<b>83.92%</b>	<b>37,553.55</b>	<b>77.79%</b>

Note:

- (1) The names of the customers have not been disclosed because they have not provided their consent to disclose their revenue contributions in this Draft Red Herring Prospectus.
- (2) The top 10 customers have been identified based on their contribution to revenue from operations in Fiscal 2025.



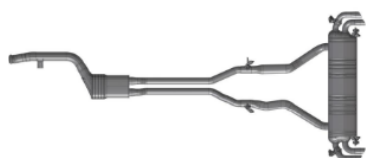
We believe we enjoy customer stickiness due to the customized, technology-intensive nature of our products and the stringent, time-consuming approval processes required by our customers. OEMs prefer single suppliers for critical components to ensure consistent quality, streamline logistics, and enable close collaboration on design and performance (*Source: CRISIL Report*). This approach reduces variability and enhances efficiency, though it requires strong trust and risk management due to dependency on one source (*Source: CRISIL Report*).

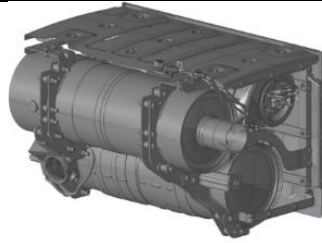
This product development process includes design analysis and validation, prototyping, and product testing, with our engineering teams collaborating closely with customers beginning with the design stage. The approval process often includes audits and inspections by our customers' quality assurance teams, who assess our manufacturing facilities, production processes, and quality control measures. In India, mandatory homologation, overseen by the Automotive Research Association of India ("ARAI"), certifies that a vehicle is roadworthy and meets specified criteria. Changing a component supplier for a program would necessitate re-certification with the ARAI. The significant investment of time and resources in these processes makes customers reluctant to switch suppliers during the course of a program.

As of March 31, 2025, we have been awarded 410 programs for which we have commenced production (342 programs for Clean Air & Powertrain Solutions and 68 programs for Advanced Ride Technologies) from over 50 customers across our product portfolio, both in India and overseas.

## 2. Strategically diversified portfolio of proprietary products and solutions well positioned to capture market and industry trends

We offer a diversified range of customized and proprietary products and solutions for each industry sub-segment including exhaust aftertreatment systems such as catalytic converters, mufflers and exhaust pipes, engine bearings, sealing systems, spark plugs, shock absorbers and struts and advanced suspension systems. The following graphics set out our product portfolio:

Clean Air Solutions		
<p>Catalytic converter with diesel oxidation catalysts ("DOC") and selective catalytic reduction converter ("SCR")-coated diesel particulate filters ("SDPF")</p>  <p>Exhaust aftertreatment system for CTs (Inline)</p>	<p>Catalytic converter for small commercial vehicles with DOC – Diesel particulate filters ("DPFs") and SCR</p>  <p>Exhaust aftertreatment system for CTs (Box)</p>	<p>Muffler &amp; Exhaust pipes</p>  <p>Exhaust aftertreatment system for OHs</p>



## Powertrain Solutions

### Bearings

Main Bearing



Bush Bearing



Flange Bearing



### Ignition

#### Ignition – Spark Plug and Ignition Coil

Spark Plug



Non-precious

Single precious  
metal tip

Double precious  
metal tip



Ignition Coil



### Sealings

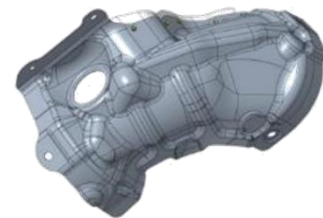
Cold Gasket



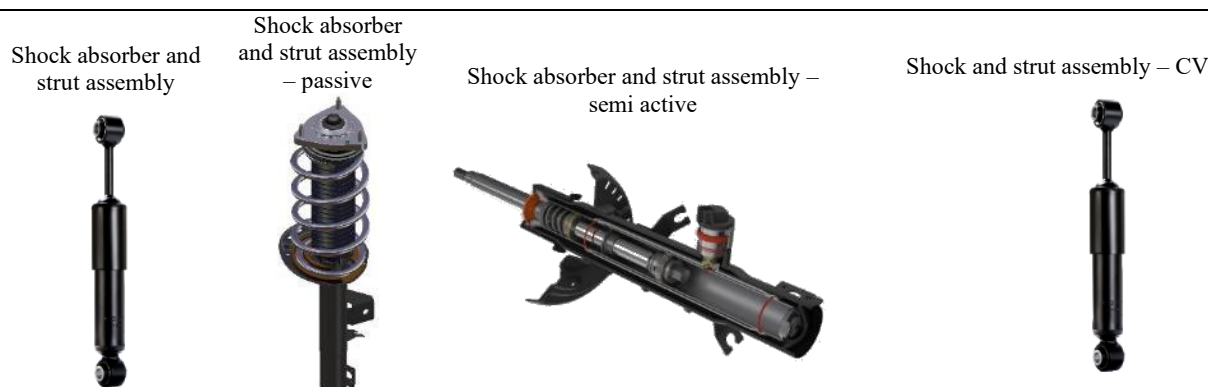
Hot Gasket



Heat Shield



## Advanced Ride Technologies



In addition to supplying OEMs, we generate revenue from the aftermarket and exports, traditionally counter-cyclic revenue streams. As different geographies experience economic cycles at different points of time as opposed to concurrently, we pursue export opportunities to other Tenneco Group companies and OEMs. This revenue structure reduces the impact of downturns in the automotive industry and promotes stability and resilience in our financial performance.

The following table sets forth our VAR and revenue from operations by business division, end market, top 10 customers and geography for the Fiscals indicated.

	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%
<b>Total</b>	<b>43,801.21</b>	<b>100.00%</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>42,686.07</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>39,020.00</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>
<i>End market</i>												
PV	27,826.97	63.53%	31,233.85	63.87%	25,406.29	59.52%	34,632.32	63.34%	23,974.44	61.44%	30,926.17	64.06%
CV	9,435.29	21.54%	11,131.50	22.76%	10,246.48	24.00%	13,010.50	23.80%	9,372.19	24.02%	11,674.14	24.18%
Industrial/Others	2,988.42	6.82%	2,988.42	6.11%	3,567.95	8.36%	3,567.95	6.53%	2,142.30	5.49%	2,142.30	4.44%
Aftermarket <sup>(1)</sup>	2,385.05	5.45%	2,385.05	4.88%	2,580.65	6.05%	2,580.65	4.72%	2,676.44	6.86%	2,676.44	5.54%
Other Operating income <sup>(2)</sup>	1,165.48	2.66%	1,165.48	2.38%	884.70	2.07%	884.70	1.61%	854.63	2.19%	854.63	1.78%
<b>Total</b>	<b>43,801.21</b>	<b>100.00%</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>42,686.07</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>39,020.00</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>
<i>Customer</i>												
Top 10 customers <sup>(3)</sup>	35,160.65	80.27%	39,874.61	81.54%	34,318.16	80.40%	45,884.25	83.92%	28,765.68	73.72%	37,553.55	77.79%
Others	8,640.56	19.73%	9,029.69	18.46%	8,367.91	19.60%	8,791.87	16.08%	10,254.32	26.28%	10,720.13	22.21%
<b>Total</b>	<b>43,801.21</b>	<b>100.00%</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>42,686.07</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>39,020.00</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>
<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	0.59%
<b>Total</b>	<b>43,801.21</b>	<b>100.00%</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>42,686.07</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>39,020.00</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>

Note:

- (1) We sell to the aftermarket primarily through Motocare India Private Limited, and do not track the end markets in which the products are used.
- (2) Other operating income includes tools sales, sales of services and other operating revenue.
- (3) The top 10 customers have been identified based on their contribution to revenue from operations in Fiscal 2025.

### 3. Innovation-focused approach aided by our ability to leverage Tenneco Group's global R&D initiatives to cross-deploy global technologies for proprietary, modular and customized products at Indian price points

We are committed to innovation, supported by our R&D capabilities and the ability to leverage Tenneco Group's global R&D initiatives and product portfolio. As of May 31, 2025, Tenneco Group is the owner of more than

5,000 pending patent applications and granted patents worldwide and more than 7,500 pending trademark applications and trademark registrations worldwide. Our R&D initiatives, driven by our technical team often in close collaboration with our customers, develop innovative, cost-effective and customized systems and solutions. As of the date of this Draft Red Herring Prospectus, we have nine designs registered under Class 12 - 16 of the Designs Act 2000 and one patent registered under the Patents Act, 1970 in India

As of March 31, 2025, we operated two R&D technical centers in India equipped to address global and local customer needs. Our Clean Air Solutions technical center at our Chakan I Facility in Pune conducts functional simulations based on customer inputs or benchmark data, such as Computational Fluid Dynamics (“CFD”), and engages in product testing through its four test cells. The technical center is equipped for hot shaker, bending fatigue, weld fatigue, thermal shock, thermal cycle, and vibration testing, which are crucial for validating product performance and durability. Post-test analysis capabilities include weld seam analysis and material composition analysis. Our test facilities are certified by global customers such as John Deere and Skoda Auto Volkswagen India Private Limited. Our R&D technical center at our Hosur Facility engages in prototyping, testing and validation to ensure the performance, reliability and durability of our Advanced Ride Technologies products, complemented by mobile labs that can be relocated to customer sites across India to fine-tune vehicle ride and handling performance directly on test tracks.

The following case studies highlight R&D collaborations with customers, leveraging global technologies to localize products, and pioneering new products and technologies in India:

#### A. Collaborative product development with Customer A

*Challenge:* Customer A, an Indian automotive manufacturer, required a cost-effective and efficient exhaust aftertreatment system to replace their existing “switchback” architecture, which featured a two-stage mixer external tube within a box cover enclosure. The key feature was to have a standard system fitting and mounting applicable to all models

*Solution:* We and Customer A co-developed a “C-type” exhaust aftertreatment system architecture. This innovative design incorporates an advanced mixer built into the transition channels between the Oxidation Module (DOC and DPF) and the Reduction Module (SCR), while maintaining the standard system architecture and mounting across models. The compact “C-Shape” system includes a uniquely designed conical swirl mixer reactor integrated within the exhaust gas transfer chambers.

*Impact:* The “C-Shape” system delivered improved performance over its predecessor, achieving over 20% reduction in weight. This advancement led to increased productivity at the manufacturing plant, with fewer parts and a simpler architecture, resulting in higher capacity through production automation. Moreover, we believe close collaborations where we co-develop solutions with our customers from the ground up enhance customer stickiness.

#### B. Leveraging Tenneco Group’s European products to pioneer BS6-compliant solutions in India

*Challenge:* India’s rapid transition from BS4 in 2017 to BS6 in 2020—compared to Europe’s nearly decade-long transition from Euro 4 in 2005 to Euro 6 in 2014—posed significant challenges due to differences in cost, infrastructure, and vehicle specifications. Achieving a 50% reduction in particulate matter and an 87% reduction in NOx as required by BS6 required substantial innovation.

*Solution:* We utilized Tenneco Group’s European Clean Air Solutions products, which complied with Euro 6 standards, to develop India-specific solutions by making necessary adjustments, such as incorporating urea mixing technology to comply with BS6. To support demand, we expanded manufacturing capabilities with new plants in Pithampur, Chakan, and Chennai, and implemented training programs to equip teams with next generation emission technology skills.

*Impact:* We introduced 45 new BS6 compliant products in India across 26 vehicle platforms over a 13-month period between May 2019 and June 2020. Our BS6-compliant CT platform enabled us to acquire new customers, including Kirloskar Oil Engines Limited. This demonstrates our ability to leverage Tenneco Group’s capabilities to launch products quickly.

#### C. Introduction of India’s first electronic suspension system for Mahindra

*Challenge:* Mahindra sought advanced suspension solutions to differentiate its upcoming EVs by enhancing ride comfort and handling through real-time suspension adjustments.

**Solution:** We introduced continuously variable semi-active suspension electronic dampers for Mahindra’s EV models. This involved developing modular parts and training our Indian engineers in Europe and North America. We collaborated with Tenneco Group’s European experts to tailor the software for Indian road conditions and manufactured the dampers in Europe, with modular assembly in India to ensure efficient delivery.

**Impact:** The introduction of the continuously variable semi-active suspension electronic dampers enhanced Mahindra’s BE6 and XEV 9e EV models by improving ride comfort and stability and offering driver-selectable modes (Comfort, Standard, Sport). This innovation earned us the “Innovation Award for XEV9E & BE6” at the 2025 Mahindra Supplier Conference and highlights the strong collaboration among Mahindra, Tenneco Europe and us.

#### 4. Flexible and automated manufacturing footprint of 12 strategically located plants well-supported by a localized supply chain

We have 12 manufacturing facilities across seven states and one union territory in India, comprising seven Clean Air & Powertrain Solutions facilities and five Advanced Ride Technology facilities, as of March 31, 2025. Our facilities are strategically located in key automotive OEM hubs in India such as Maharashtra, Tamil Nadu, National Capital Region (NCR) and Gujarat (*Source: CRISIL Report*). This geographic diversity allows us to serve major automotive markets across India while optimizing freight and logistics cost, providing our clients with timely and reliable access to our products. For further details for our manufacturing, see “–**Manufacturing–Facilities**” on page 255.

We believe that our existing manufacturing facilities, as supplemented by ordinary course production line expansion, are sufficient to support our current business with incremental capital expenditure for new business. In Fiscal 2025, 2024 and 2023, we have expanded our manufacturing capacity using internal accruals, without relying on long-term bank borrowings, a practice we intend to continue given our financial position. We generally plan for and invest in expanding our manufacturing capacity based on our estimated customer base expansion. We take a customer-centric approach by locating our facilities close to our customers, enabling us to swiftly address customer needs. For example, in 2018, we were awarded a contract by Volvo Eicher Commercial Vehicles Limited, in Pithampur, Madhya Pradesh, prompting us to establish a new manufacturing facility in Pithampur to meet local demand expectations.

Our facilities are equipped with advanced technologies and quality production processes, including automated production processes with remote diagnostics, robotic cells, and laser markings for product traceability. Our assembly lines are digitized for efficient inspection and recording. We employ precision manufacturing techniques such as robotic welding, grinding and electroplating in controlled environments to maintain quality and cleanliness. We also operate high-speed automated production lines and integrated systems for various components, including laser welding. Additionally, our plants feature IATF-certified measurement rooms with laser 3D scanners and facilities for detailed material analysis and precision measurement. Our focus on safety has resulted in a recordable incident rate<sup>1</sup> of less than 0.2 in Fiscal 2025. We are supporting customer satisfaction through our product quality, achieving a customer defect rate of less than two parts per million parts supplied and delivery rate<sup>2</sup> greater than 99.00% in Fiscal 2025.

Our manufacturing facilities are supported by a highly localized supply chain aimed at efficiency and cost optimization. The tables below set forth the breakdown of our cost of materials consumed including and excluding substrates from domestic and imported sources for the Fiscals indicated:

Particulars	For Fiscal 2025				For Fiscal 2024				For Fiscal 2023			
	Cost of materials consumed (₹ millions)	% of cost of materials consumed	Cost of materials consumed excluding cost of substrates (₹ millions)	% of total cost of materials consumed excluding cost of substrates	Cost of materials consumed (₹ millions)	% of cost of materials consumed	Cost of materials consumed excluding cost of substrates (₹ millions)	% of cost of materials consumed excluding cost of substrates	Cost of materials consumed (₹ millions)	% of cost of materials consumed	Cost of materials consumed excluding cost of substrates (₹ millions)	% of total cost of materials consumed excluding cost of substrates
Domestic	26,575.81	83.54%	24,448.15	91.53%	27,004.14	70.41%	24,239.74	91.94%	24,982.45	73.54%	22,853.75	92.47%
Imported	5,237.55	16.46%	2,262.17	8.47%	11,350.90	29.59%	2,125.25	8.06%	8,986.45	26.46%	1,861.45	7.53%
<b>Total</b>	<b>31,813.40</b>	<b>100.00%</b>	<b>26,710.31</b>	<b>100.00%</b>	<b>38,355.04</b>	<b>100.00%</b>	<b>26,364.99</b>	<b>100.00%</b>	<b>33,968.90</b>	<b>100.00%</b>	<b>24,715.20</b>	<b>100.00%</b>

<sup>1</sup> Calculated as the number of recordable accidents divided by the number of labor hours per year multiplied by 200,000, which assumes a standard plant having 200,000 labor hours per year.

<sup>2</sup> Calculated as the ratio of the number of parts shipped to customers compared to the number of parts that were scheduled to be shipped according to customer forecasts (adjusted for customer production line stoppages), expressed as a percentage.

We have established a Tier II supply base across India. By sourcing materials and components locally, we shorten lead times, minimize costs and enhance the overall product quality. We encourage key long-distance suppliers to have warehouses near our plants to minimize transportation risks. Our global supplier selection processes ensure quality and cost-effectiveness, leveraging global relationships with competitive suppliers, particularly for steel, our primary commodity. For further details see, “**Raw Materials and Suppliers**” on page 266. We maintain multiple suppliers across commodities to mitigate supply chain risks and have supplier agreements to ensure capacity for uninterrupted supply. Our procurement and planning processes are designed to ensure supply chain readiness, resilience and security. Our partnership with suppliers allows us to maintain optimal inventory levels. Typically, we receive forecasts from three to six months in advance from our customers, which we use to plan for materials. Based on the customer production plan, we provide daily and weekly plans to our suppliers. For high-value imports, we generally collaborate with OEMs and the relevant import supplier for long-term planning. Additionally, we leverage volume across all our locations within India and abroad through the Tenneco Group to drive economies of scale and enhance supply chain flexibility. We also leverage Tenneco Group’s global purchasing power to negotiate price and payment terms with suppliers. Regular supplier audits ensure our customers are protected in terms of cost, quality, and delivery, while SAP-based production planning and supplier schedule forecasting enhance delivery performance.

Our commitment to lean manufacturing and common operating standards is exemplified by our “first time right” approach, fostering a culture of inbuilt quality through process design, equipment selection, and continuous training and development at all levels. Our manufacturing technology ensures that our products meet global standards at local costs and speed to market through standardized products. We regularly participate in the QCPI and have won awards on our case study presentation on quality improvement and the KAIZEN continuous improvement award in Fiscal 2024.

Our “program launch” system or “TenPlus” monitors all business program stages, from project award to design verification, including product development and industrialization phases. Gate checklists and timely escalation aim to ensure that all phases are completed within given timelines. Furthermore, our global strategic initiatives such as the OSE have been instrumental in enhancing operational efficiency and yield improvements. By establishing task forces and leveraging plant-level teams for the resourcing of direct and indirect materials, these initiatives have contributed to optimizing our operational and material cost structures over the past years.

Our “P3” operating system, focused on People, Performance, and Pride, drives further efficiency and plant standardization. Through P3, we continuously focus on monitoring safety performance (including significant injury and fatality rates, and safety improvements), people development (measured by the number of P3 training modules completed), quality leadership (assessed by component yield rate, planned and unplanned manufacturing scrap, and customer concerns per million), cost leadership (evaluated through EBITDA, inventory days in hand, year-over-year cost improvements, and labor productivity), delivery performance, plant maturity systems (illustrating both performance and the methods by which metrics are achieved), and the 5S methodology (a system for maintaining shop floor cleanliness and visual standards). Cross-functional collaboration between plants and central functions such as sales, purchasing, human resources, and finance help lower our operating costs and selling, general, and administrative expenses.



## 5. ***Strong financial performance supported by growth, profitability and efficient use of capital***

We believe our track record of growth, profitability and efficient use of capital positions us well for continued success and underscores our commitment to delivering value to our stakeholders. Over the past three Fiscals, we

experienced growth and improved our margins. Our restated profit for the year increased from ₹3,810.43 million in Fiscal 2023 to ₹4,167.87 million in Fiscal 2024 and ₹5,531.43 million in Fiscal 2025, representing a CAGR of 20.48%, evidencing our focus on profitable growth and continual improvement. Our EBITDA Margin (%) (Basis Revenue from Operations) was relatively stable at 11.82% in Fiscal 2023 and 11.19% in Fiscal 2024 and increased to 16.67% in Fiscal 2025. Similarly, our EBITDA Margin (%) (Basis VAR) was relatively stable at 14.62% in Fiscal 2023 and 14.34% in Fiscal 2024 and increased to 18.61% in Fiscal 2025. Our PAT Margin (%) (Basis Revenue from Operations) increased from 7.89% in Fiscal 2023 to 11.31% in Fiscal 2025. Similarly, our PAT Margin (%) (Basis VAR) increased from 9.77% in Fiscal 2023 to 12.63% in Fiscal 2025. Our cash conversion cycle improved from (10) days in Fiscal 2023 to (18) days in Fiscal 2024 and (24) days in Fiscal 2025.

The table below sets forth certain details of our financial performance as compared to our peers for Fiscal 2025.

For Fiscal 2025	Unit	Tenneco India	Peer Average <sup>(1)</sup>
EBITDA Margin (%) (Basis Revenue from Operations)	%	16.67%	16.06%
EBITDA Margin (%) (Basis VAR)	%	18.61%	NA
PAT Margin (%) (Basis Revenue from Operations)	%	11.31%	11.15%
ROE	%	42.65%	22.20%
ROCE	%	56.78%	27.51%
Cash Conversion Cycle	Days	(24)	28.81
Net Debt to Equity Ratio	Number of times	(0.17)	(0.06)
Net Debt to EBITDA Ratio	Number of times	(0.33)	(0.45)

Note: (1) Peers include Tenneco India, Sharda Motors Industries Limited, SKF India Limited, Sona BLW Precision Forgings Limited, Bosch Limited, Gabriel India Limited, Timken India Limited, ZF Commercial Vehicles Control System India Limited, and UNO Minda Limited (Source: CRISIL Report).

For details in relation to our financial metrics for the last three Fiscals, see “- *Summary of our Financial Performance*” on page 234.

## 6. *Qualified and experienced board of directors and management team supported by skilled work force.*

We are led by a qualified and experienced board of directors, and a professional and experienced management team with extensive experience in the automotive industry. Our management team is led by Arvind Chandrasekharan, our Whole-Time Director and Chief Executive Officer who has over 21 years of experience in the automotive industry and Mahender Chhabra, our Chief Financial Officer, who has over 27 years of experience. Our Board includes three independent directors who chair all the six Board committees (including the IPO committee) to ensure high corporate governance standards in line with Tenneco LLC’s governance standards. For details on our management, see “*Our Management*” on page 295.

Certain members of Senior Management have been with the Tenneco Group for a significant period of time, demonstrating continuity and commitment in our leadership. For example, both Rishi Verma (President – India) and R. C. Subramaniam (Executive Director and General Manager – Advanced Ride Technologies) have been with Tenneco Group for over 18 years. They also played an instrumental role in solidifying customer relationships and providing guidance on strategies to grow our business. In addition, we have a dedicated team of engineers along with technically qualified workforce. We continuously strengthen our engineering expertise by providing in-house training to our workforce to diversify their skillsets and keep them updated with the latest changes in manufacturing technologies and processes. Our employees are typically trained in our P3 operating model, which includes elements such as health and safety, problem-solving techniques and kaizen, a philosophy of continuous improvement to enhance efficiency, quality, and productivity.

Tenneco LLC, our Promoter, is owned by funds managed by affiliates of Apollo Global Management, Inc. (together with its subsidiaries, “**Apollo**”). Apollo is a high-growth, global alternative asset manager. As of December 31, 2024, Apollo had \$751 billion of assets under management.

## **Our Strategies**



The strategies described below have been approved by way of a board resolution passed by our Board of Directors at their meeting held on June 30, 2025.

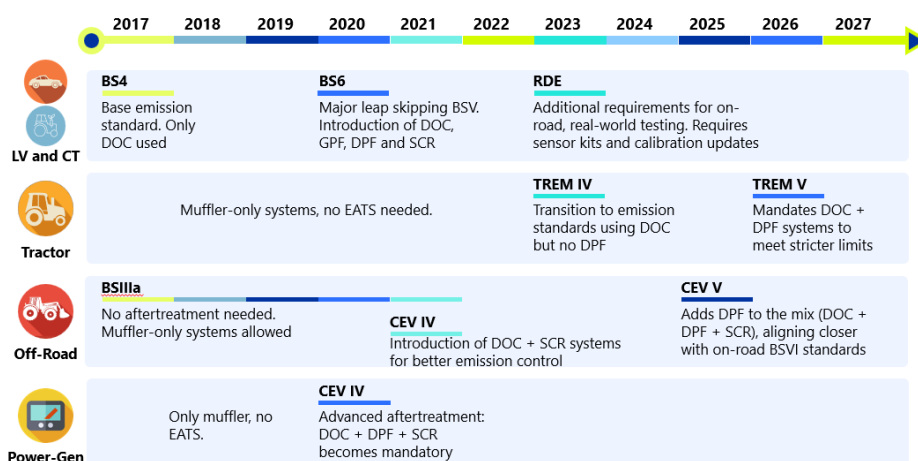
### 1. Capturing market opportunities driven by tightening emission standards

Our Clean Air Solutions business benefits from stricter emissions standards. Traditionally, India has implemented stricter emission standards across the PV, CV, and industrial markets, such as BS6, Construction Equipment Vehicle (CEV-IV) and Tractor Emission Norms Stage IV (TREM IV) (Source: CRISIL Report). India and other countries are expected to continue implementing stricter emission standards across the PV, CV and OH end markets, such as Corporate Average Fuel Efficiency/Economy (CAFE) norms, Tractor Emission Regulation of India V (TREM V), Bharat Stage 7 (BS7), Construction Equipment Vehicle (CEV-V) and Central Pollution Control Board (CPCB IV+) (Source: CRISIL Report).

These new standards aim to further reduce levels of harmful emissions such as hydrocarbons, carbon dioxide, nitrogen oxides and particulate matter, from vehicles (Source: CRISIL Report), meaning that more sophisticated emissions technologies and components in vehicles will be required, thereby increasing demand for our Clean Air Solutions products. Tightening standards have historically required substantial investment in engine technology, after-treatment systems, and fuel quality upgrades, resulting in higher content per vehicle (“CPV”) (Source: CRISIL Report).

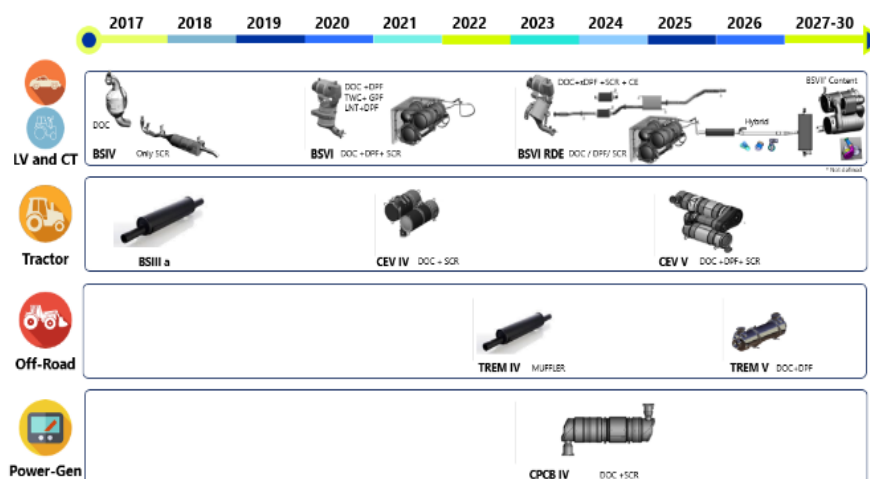
Our Clean Air Solutions business is strategically positioned to capitalize on increasingly stringent global and regional emission standards. With our diversified end-market spanning CVs and PVs and increasing CPV trends, we are well-positioned to sustain our growth irrespective of evolving electrification in PVs / CVs.

The image below details certain historical and expected changes following implementation of new emission standards.



DOC refers to diesel oxidation catalysts; DPF refers to diesel particulate filters; GPF refers to gasoline particulate filters; PM refers to particulate matter; RDE refers to real driving emissions standards; and SCR refers to selective catalytic reduction. (Source: CRISIL Report)



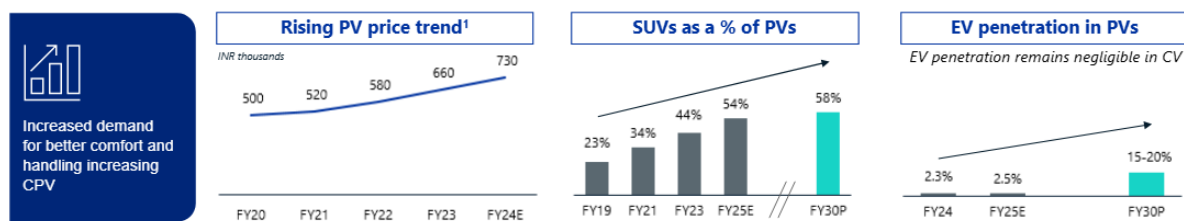


We plan to target key OEMs across all end markets with modular and standardized emission control solutions that are compliant with BS7, CAFE norms, TREM V, CPCB and CEV. Our strategy involves early engagement with both Indian and global OEMs to offer Clean Air Solutions products compliant with future standards. By tailoring global technologies to India-specific needs, we expect this strategy to enable faster time to market and strengthen our market position.

## 2. Capitalizing on trends toward premiumization, SUVs, EVs and hybrids

Capitalizing on the trends toward premiumization (i.e., rising PV prices), SUVs, EVs and hybrids presents a substantial opportunity for our business. As the market shifts towards premium vehicles, SUVs, EVs and hybrids, the demand for higher technological requirements is expected to translate to increased CPV and demand for our high-performance products (Source: CRISIL Report).

The diagram below illustrates the rising PV price trend, increase SUVs as a percentage of PVs and EV penetration in PVs.



Note: The above graphical representations are based on data provided in the CRISIL Report  
(1) Based on OEM factory cost for Indian PVs.

In India, PVs are categorized into hatchbacks, sedans, SUVs, multipurpose vehicles and vans. Historically, cost-conscious buyers prioritized fuel efficiency and initial purchase cost, making hatchbacks the most popular segment due to their affordability and lower running costs (Source: CRISIL Report). However, a growing number of younger, globally exposed buyers now prioritize driving experience, safety, advanced features, aesthetics, and comfort, especially in light of India's challenging road conditions, leading to increased demand for premium vehicles (Source: CRISIL Report). OEMs have responded by enhancing vehicle safety and incorporating advanced features in recent launches, even in mid-level vehicles. Furthermore, rising disposable incomes have further fueled growth in the SUV segment (Source: CRISIL Report).

We plan to capitalize on premiumization trends. Premiumization has led to a focus on delivering high performance engines that provide exceptional acceleration and responsiveness. Premium vehicles often feature advanced technologies that improve fuel efficiency and reduce emission. Premiumization has also led to a focus on smaller or higher performance vehicles. As a result, there has been an increase in the need for smaller engines. Therefore, manufacturers are using turbocharging and supercharging technologies to boost power and efficiency. Smaller engines are typically lighter, which can lead to a reduction in the overall weight of the vehicle. This reduced

weight can result in less stress on the shocks and struts. Hence, smaller engines can enable the use of advanced materials such as lightweight metals and composites in the suspension components including shocks and struts. These materials can provide improved performance durability and weight reduction (*Source: CRISIL Report*).

Our business divisions' targeted approaches to capture the opportunities presented by these trends are set out below:

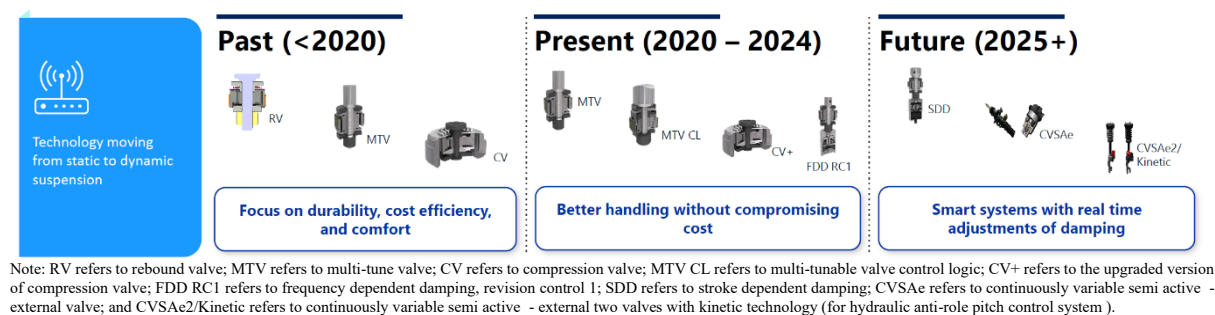
**Clean Air & Powertrain Solutions:** In the Clean Air Solutions business, our modular system approach in exhaust aftertreatment systems allows us to create a versatile product portfolio that caters to the larger engine-sized SUV segments experiencing market growth.

In the Powertrain business, we are focused on developing products for ICE vehicles, including mild hybrid and plug-in hybrid, addressing tight packaging space constraints and optimizing products to be compliant with CAFE norms set by the OEMs. Tight packaging space constraints arise due to the limited space available within a vehicle to accommodate components, especially in hybrid vehicles where additional systems, such as electric motors and battery packs, must be integrated alongside traditional powertrain components. Our products are designed to maximize efficiency and performance within these confined spaces, ensuring that hybrid vehicles can meet the CAFE norms fuel efficiency targets while maintaining functionality and reliability.

By strategically aligning with these trends, we aim to capture market opportunities, strengthen OEM partnerships, and improve our market position.

**Advanced Ride Technologies:** Our Advanced Ride Technologies products are engineered to deliver superior ride quality and performance, aligning with premiumization and EV trends to generate higher CPV and enhance our market position. We will continue to focus on innovative technologies, including continuously variable semi-active suspension electronic dampers for better ride handling, hollow rods for weight savings, and Adaptive Ride Height Suspension System 2.0 for noise elimination and improved ride quality. We expect to further leverage advancements like next generation suspension valve technology for enhanced tuning and performance.

The table below details certain historical and expected changes in suspension technologies.



### 3. Enhancing competitiveness through strategic localization – “Make in India”

Localization involves adapting global technologies for the Indian market, thereby allowing our domestic customers to differentiate their vehicles in a highly competitive market. Benefits of localization include lower logistics cost, reduced supply chain risks, reduced import duties, cost competitiveness. Through localization, we aim to improve margins, expand our share of wallet with customers by improving responsiveness and matching target prices and grow our presence at key OEMs, particularly in under-penetrated categories such as CVs.

**Localizing Advanced Ride Technologies' critical components and global products to gain further market share:** We have transitioned leading Indian OEMs from passive suspension products to advanced technologies from Tenneco Group's portfolio, including the Advanced Hydraulic Rebound System, to meet the growing demand for enhanced ride experience and comfort. However, our reliance on imported components for these technologies presents an opportunity for further localization. By manufacturing valving technologies in India, we aim to reduce logistics costs, government duties, and supply chain risks, thereby lowering costs for our customers, increasing CPV, expanding market share, and improving margins. We expect these localization efforts to allow us to continue capturing market demand for these advanced suspension products at lower costs.

**Localizing Powertrain products to improve cost competitiveness and increase revenue:** We continue to explore localization strategies which typically deliver cost savings and could lead to competitive differentiation. For example, we aim to localize Tenneco Group's patented IROX bearings. These polymer-coated bearings are

particularly suitable for India's road conditions, where vehicles frequently start and stop, as they reduce engine friction and enhance efficiency. While IROX bearings offer benefits, importing them incurs a premium. By localizing the manufacturing of IROX bearings, we expect to improve our cost competitiveness and increase our share of wallet with customers in India.

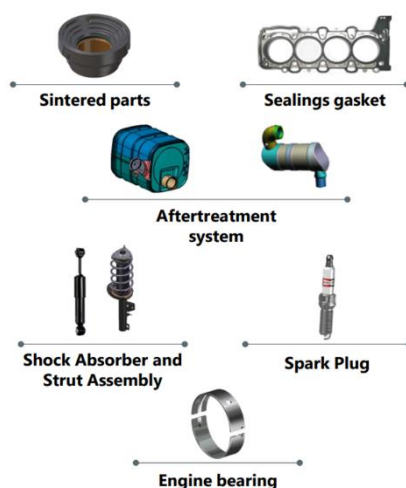
Our localization efforts also extend to ceramic spark plugs. We are collaborating with a supplier to produce ceramic components locally, with technical support from Tenneco Group's engineering team. This initiative involves developing capabilities to manufacture specialized ceramics and custom powders that meet the dielectric and mechanical strength requirements for spark plug applications.

#### 4. Positioning our operations in India as an export hub with global manufacturing standards

India is emerging as a key export hub for automotive components, driven by companies diversifying their manufacturing bases, and India's lower costs, supportive government policies, and strategic location near growing markets (*Source: CRISIL Report*). We are focused on further establishing India as a central hub for exports, both for the Tenneco Group and for third-party OEMs. We aim to leverage our access to global customers and manufacturing capabilities to serve international markets efficiently and cost-effectively, while maintaining global standards.

In Fiscals 2025, 2024 and 2023, we exported products to 20, 22 and 21 countries, respectively. For example, we export our engine bearings to multiple Tenneco Group locations in Europe and supply our exhaust aftertreatment systems to multiple global regions for a multinational CT OEM customer. In Fiscals 2025, 2024 and 2023, our VAR from export sales was ₹2,830.45 million, ₹2,159.67 million and ₹3,000.15, representing 6.46%, 5.06% and 7.69% of our VAR, respectively. This indicates significant potential to increase our export VAR. We believe our competitive products, design and manufacturing capabilities, and cost savings resulting from the localization initiatives described above, makes us a preferred supplier for Tenneco Group companies and global third-party OEM customers.

The graphic below shows the products we currently export:



**Third-party OEMs:** We intend to leverage our Indian engineering capabilities to reduce costs for our customers and target white spaces that Tenneco Group does not currently serve by directly acquiring new business from India. Additionally, leveraging our expertise and complementary product lines, we are exploring the production of other components in adjacent product segments to drive further growth.

**Leveraging the Tenneco Group ecosystem:** We aim to increase exports from India to serve other entities within the Tenneco Group, leveraging Tenneco Group's ecosystem. We plan to enhance vertical integration, including transferring or shifting manufacturing lines from other countries to India, to better serve Tenneco Group entities.

#### 5. Continued focus on R&D and innovation

Our commitment to R&D and innovation is central to our strategy. We intend to penetrate white spaces and expand our share of wallet with existing clients by introducing new products that leverage innovative technologies. We will continue to focus on identifying and addressing emerging global trends to deliver advanced technology, while

adapting features to meet local customer preferences and requirements. We will enhance our internal capabilities and continue to leverage Tenneco Group's global R&D initiatives and insights. Our strategy includes investing in engineering teams and software development for suspension technologies to enhance electronics penetration in ride dynamics within India, training our Indian teams in Europe and North America, and building a mobile lab for advanced suspension systems. To capture opportunities in alternative, sustainable fuels, we are currently in the product prototype sample submission and validation stage for Clean Air & Powertrain Solutions products suitable for alternatives to ICE. Our R&D initiatives include:

**Transition to low-carbon technologies:** We are developing hydrogen engine exhaust solutions through proprietary simulation tools, new materials for hydrogen combustion conditions and specialized laboratory capable of generating hydrogen impact data. Our modular exhaust solutions for hydrogen, hybridization and other renewable fuels under development include ignition coils with diagnostic features and spark plugs with retracted design geometry to prevent hydrogen pre-ignition, engine misfiring, and knocking.

We are a member of hydrogen alliances in Europe and the United States.

**Driving emission compliance and fuel efficiency:** We are exploring thermal management and energy recovery systems that optimize aftertreatment performance and reduce emissions. We have developed SCR technologies that deliver NOx reduction with improved exhaust gas mixing performance. Our CO<sub>2</sub> -reduction focused performance products aim to improve fuel economy and reduce friction through various innovations. These include sealing solutions and coating technologies (such as IROX bearings) for engine efficiency, high-temperature and high-strength materials for thermal efficiency, and lightweight technologies including composite tubes for damper bodies, plastic spring seats, aluminum dampers, and hollow piston rods. We are not just responding to regulations—we are anticipating them with our product developments.

**Enabling premiumization and hybridization:** To support the growing trend of vehicle premiumization and hybridization, we have developed hydraulic rebound stoppers for speed bumps and potholes, rebound valves and frequency dependent damping for rough roads, and semi-active control valves for comfort and handling in premium vehicles such as SUVs and high-end electric vehicles. Our acoustic tuning innovations help improve driving experiences in hybrids and engines with poor sound characteristics.

#### ***6. Further leverage efficiencies and cross-selling across two divisions to drive overall growth profile***

Following the consolidation of our Clean Air & Powertrain Solutions and Advanced Ride Technologies business divisions under one management, we aim to drive revenue growth by cross-selling across our business divisions. Our strategy will leverage long-term customer relationships within one division to capture opportunities in another division or business line, focusing on white spaces or un-serviced customer programs. For example, we have long-term PV OEM customers in our Advanced Ride Technologies division who are not yet customers of our Clean Air & Powertrain Solutions division. We plan to leverage our relationships to target specific engine programs with our powertrain products and expand our presence with these customers.

To support our cross-selling efforts, we rely on our common key raw material sourcing, which provides benefits such as reduced development time and better pricing leverage due to using a common set of suppliers. Our standardized P3 and OSE operating model further aids cross-selling by facilitating quicker plant certification by customers and compliance with customer-specific audits through the P3 shop floor performance monitoring system. Additionally, cost improvement methodologies through OSE initiatives enable us to offer competitive pricing and offset the impact of year-over-year price reductions expected by customers. Other benefits include standardized program management, footprint leverage, and common key account resources.

#### ***7. Continued focus on operational efficiencies to ensure sustained improvement in profit and cash generation***

Our strategy focuses on enhancing operational efficiencies to drive sustained margin and cash improvements, particularly in light of industry challenges such as tariffs. We have already improved our margins in the past three Fiscals by targeting key areas impacting the bottom line such as material costs, manufacturing and direct labor expenses, as well as indirect functions like selling, general, and administrative expenses and R&D. For example, our cost of raw materials consumed as a percentage of revenue from operations decreased from 70.37% in Fiscal 2023 to 70.15% in Fiscal 2024 and 65.05% in Fiscal 2025. Our cost of raw materials consumed excluding cost of substrates as a percentage of VAR decreased from 63.34% in Fiscal 2023 to 61.76% in Fiscal 2024 and 60.98% in Fiscal 2025. We will continue to focus on these initiatives while leveraging our global procurement power to optimize direct purchasing and supplier negotiations, improving our manufacturing capabilities through our P3

operating systems and implementing a “clean sheet” approach (i.e. analyzing cost elements and optimizing costs in a systematic manner) to rightsizing selling, general, and administrative expenses and R&D. Additionally, we aim to continue to improve our Payable Days and Receivable Days and optimize our inventory.

In Fiscals 2025, 2024 and 2023, we maintained Receivable Days below 50 days and our Payable Days were 105 days, 89 days and 90 days, respectively. We leverage our partnership with key suppliers and strengthen their financial position by helping them obtain vendor financing which allows for longer account payable days. The table below sets forth our raw material cost and inventory cycle for the Fiscals indicated.

Particulars	Unit	2025	Fiscal 2024	2023
Revenue from operations	₹ million	48,904.30	54,676.12	48,273.68
VAR	₹ million	43,801.21	42,686.07	39,020.00
Cost of materials consumed	₹ million	31,813.40	38,355.04	33,968.92
Cost of materials consumed as a % of revenue from operations	%	65.05%	70.15%	70.37%
Cost of materials consumed excluding cost of substrates	₹ million	26,710.31	26,364.99	24,715.24
Cost of materials consumed excluding cost of substrates as a % of VAR	%	60.98%	61.76%	63.34%
Inventory Days <sup>(1)</sup>	Days	34	34	38

(1) Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365), 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

We plan to further optimize our inventory levels and reduce Inventory Days through the P3 initiative, which enhances our efficiency through fast inventory changeovers and standardized, modular processes that minimize work-in-progress inventory and variants of the same components. We will continue to leverage vendor-managed inventory models, where suppliers provide inventory on a just-in-time basis.

Additionally, we plan to increase our production capacity in line with growing demand and technological advancements in a capital-efficient manner. Our modular and standardized design and manufacturing approach allows us to reuse and redeploy assets.

## Our Products





### *Clean Air & Powertrain Solutions*

Our Clean Air Solutions products and systems are designed to reduce pollution and optimize engine performance and acoustic tuning. Vehicle emission control products and systems play a critical role in safely conveying noxious exhaust gases away from the passenger compartment and reducing the level of pollutants and engine exhaust noise to acceptable levels. Precise engineering of the exhaust system - which extends from the manifold that connects an engine's exhaust ports to an exhaust pipe, to the catalytic converter that eliminates pollutants from the exhaust, and to the muffler that modulates noise emissions - leads to a tuned engine sound, reduced pollutants, and optimized engine performance.



We also offer Powertrain Solutions products to PV, CV and Industrial/Others OEM customers for use in new production and for the aftermarket. There are three product lines, (i) ignition, which includes spark plugs and ignition coils; (ii) bearings, which include main bearings, connecting rod bearings, connecting rod bushes, and thrust washers/flanges; and (iii) sealings, which include hot and cold gaskets, multi-layer-steel (“MLS”) gaskets and heat shields (collectively, “**powertrain products**”).

The following diagrams set forth details of the product lines sold by our Clean Air & Powertrain Solutions divisions:

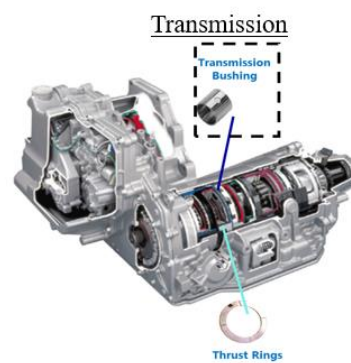
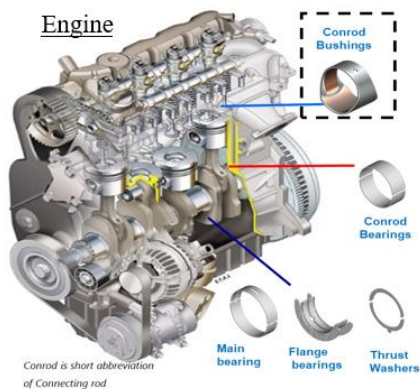
### Clean Air Systems : Hot End

Catalytic converter with 3-way catalyst	DOC & SDPF system	LNT	Exhaust aftertreatment system with DOC + DPF + SCR
			
Catalytic converter	A combination of below catalytic converters forms the Hot End of exhaust aftertreatment system		
Diesel oxidation catalysts ("DOC")	Devices consisting of a substrate coated with precious metals enclosed in a steel casing used to reduce harmful gaseous emissions such as carbon monoxide emitted from diesel engines.		
Diesel particulate filters ("DPF")	Devices to capture and regenerate particulate matter emitted from diesel engines.		
Lean NOx traps ("LNT")	Devices which reduce nitrogen oxide ("NOx") emissions from diesel powertrains using capture and store technology.		
Selective catalytic reduction ("SCR") converter	converters which reduce NOx emissions from diesel powertrains using urea mixers and injected reductants such as AdBlue® or Diesel Exhaust Fluid ("DEF").		
SCR-coated diesel particulate filters ("SDPF")	Lightweight and compact devices combining the SCR catalyst and the particulate filter onto the same substrate for reducing NOx and particulate matter emissions.		
Three-way catalysts ("TWC")	Systems comprising of a catalyst encased in a steel shell to reduce the carbon monoxide, hydrocarbons and NOx from gasoline and compressed natural gas ("CNG") engine emissions.		

### Clean Air Systems : Cold End



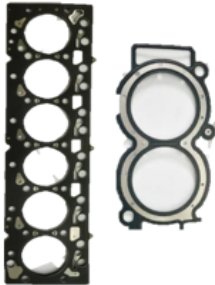

Exhaust Pipes	Mufflers and resonators
	
Mufflers and resonators	Devices to provide noise elimination and acoustic tuning.
Pipes	Utilized to connect various parts of both the hot and cold ends of an exhaust system.





**Bearings :** Engine bearings provide a low-friction environment for rotating components like crankshafts and camshafts; modern bearings can deal with very low viscosity oil even in highly repetitive motions like in stop/start-conditions.



Main bearings	Connecting rod bearings	Bush bearings	Thrust washers and flanges
Components used to support the crankshaft on both the upper and lower sides in an ICE block.	Components used at the big end of the connecting rod, where it connects to the crankshaft of an ICE block.	Components used to support the piston pin, connecting the piston to the connecting rod.	Components used in the engine block to carry thrust loads on the crankshaft.



<b>Sealings :</b> Cylinder-head gasket and other hot and cold gaskets are used for sealing engines and engine components; dynamic and static seals protecting rotating engine and transmission components against oil and gas leakages. Such seals and gaskets are made from high-alloyed steel as well as from sophisticated rubber and polymers. Heat shields are required for Heat insulation and protect surrounding parts from engine heat.			
Cold gaskets	Hot gaskets	MLS (Multi-layer Steel) Cylinder Head gaskets	Heat shields
			
Used in engines for circulating oil pumps and water pumps.	Used for exhaust gases where engine temperatures are high, such as in the exhaust manifold.	Used for sealing between the cylinder block and cylinder head, where high temperatures, combustion pressures, and thermal loads are present.	Used to protect various parts of a vehicle from heat generated by the engine and system, and to retain heat in exhaust after-treatment system for better functioning of catalytic converter.




<b>Ignition :</b> Advanced spark plugs for gasoline or natural gas engines to ignite fuel reliably, even under high combustion pressures and varying fuel compositions (E0 to E100). Their lifespan, which can exceed 100,000 miles, depends on the features and specific type of application, particularly in turbocharged engines.			
Non-precious metal spark plugs	Spark Plugs		Ignition coils
	Single precious metal tip spark plugs	Double precious metal tip spark plugs	Ignition coils
			
Primarily used in 2W / 3W and Naturally aspirated PV applications	Medium durability target preferred for Naturally aspirated engines with enhanced life.	High durability and better ignability. Typically used Turbocharged & TGDI engines.	Used in conjunction with Spark plug to provide energy for develop spark

### Advanced Ride Technologies

We offer a range of advanced suspension products aimed at enhancing vehicle comfort, ride quality, and handling. These products play a crucial role in absorbing shocks and vibrations from the road, thereby improving the driving experience and vehicle stability. Our Advanced Ride Technologies products are used in PVs and CVs.

The following diagrams set forth details of the product lines sold by our Advanced Ride Technologies division:

### Advanced Ride Technologies : Shock absorbers and strut assemblies

Shock absorbers and strut assemblies	Shock absorbers and strut assemblies with add on valve technology	Shock absorbers and strut assemblies - semi active technology	Shock absorbers for CV's	
			Axle Damper	Seat Damper
Hydraulic and gas-filled modern shock absorbers and struts providing better comfort, ride and handling	Shock absorbers with add on valve technology, enhancing comfort and better high-speed handling for driving on rough roads.	Advanced suspension systems integrated with engine electronic control unit ("ECU") and sensors, enhancing ride and handling by allowing real-time adjustments to the damping force. They are commonly used in luxury cars & SUVs.	Shock absorbers designed for driver seats to provide comfort and axle and cabin dampers for trucks and buses to reduce vibration.	

### Our Customers

In Fiscal 2025, we served 119 customers, including all top seven PV OEMs in India and all top five CT OEMs in India (ranking of OEMs determined based on sales volume in Fiscal 2024) (*Source: CRISIL Report*). For historical details of our customers in the past three Fiscals, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Principal Factors Affecting our Financial Condition and Results of Operations – Our customers and their demand for our products*" on page 434.

We supply our products directly to automotive OEMs and industrial customers. Additionally, we have a presence in the aftermarket through sales to Motocare, our Group Company.

The table below sets forth the breakdown of our VAR and revenue from operations from domestic and export sales by business division for the Fiscals indicated.

	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>Clean Air &amp; Powertrain Solutions</i>												
Domestic	21,601.04	93.84%	26,612.66	94.63%	23,183.25	96.43%	35,009.22	97.16%	19,963.99	94.39%	29,175.50	95.96%
Export <sup>(1)</sup>	1,273.63	5.53%	1,365.10	4.85%	729.85	3.04%	893.93	2.48%	978.66	4.63%	1,020.83	3.36%
Other	144.93	0.63%	144.93	0.52%	127.92	0.53%	127.92	0.36%	207.14	0.98%	207.14	0.68%
Operating Revenue												
<b>Total</b>	<b>23,019.60</b>	<b>100.00%</b>	<b>28,122.69</b>	<b>100.00%</b>	<b>24,041.02</b>	<b>100.00%</b>	<b>36,031.07</b>	<b>100.00%</b>	<b>21,149.79</b>	<b>100.00%</b>	<b>30,403.47</b>	<b>100.00%</b>
<i>Advanced Ride Technologies</i>												
Domestic	19,164.39	92.22%	19,164.39	92.22%	17,160.69	92.04%	17,160.69	92.04%	15,769.21	88.24%	15,769.21	88.24%
Export <sup>(1)</sup>	1,556.82	7.49%	1,556.82	7.49%	1,429.82	7.67%	1,429.82	7.67%	2,021.49	11.31%	2,021.49	11.31%
Other	60.40	0.29%	60.40	0.29%	54.54	0.29%	54.54	0.29%	79.51	0.45%	79.51	0.45%
Operating Revenue												
<b>Total</b>	<b>20,781.61</b>	<b>100.00%</b>	<b>20,781.61</b>	<b>100.00%</b>	<b>18,645.05</b>	<b>100.00%</b>	<b>18,645.05</b>	<b>100.00%</b>	<b>17,870.21</b>	<b>100.00%</b>	<b>17,870.21</b>	<b>100.00%</b>
<i>Consolidated</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 <sup>(1)</sup>	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	205.33	0.47%	205.33	0.42%	182.46	0.43%	182.46	0.33%	286.65	0.73%	286.65	0.60%
Operating Revenue												
<b>Total</b>	<b>43,801.21</b>	<b>100.00%</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>42,686.07</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>39,020.00</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>

Note:

(1) Export countries comprise Argentina, Brazil, China, Czech Republic, Poland, Germany, France, Singapore, Sri Lanka, Sweden, Thailand, UAE, Bangladesh, Indonesia, Japan, South Korea, Belgium, Mexico, South Africa, the U.K., the U.S. and Vietnam.



Our OEM customers consist of Indian and global PV, CV, and Industrial/Others manufacturers, which include well-known names such as:

**PV OEMs:** Maruti Suzuki India Limited, Hyundai Motor India Limited, Mahindra & Mahindra Limited, Skoda Auto Volkswagen India Private Limited, Tata Motors Limited, and Toyota Kirloskar Motor Private Limited;

**CV OEMs:** Ashok Leyland Limited, Daimler India Commercial Vehicles, John Deere India Private Limited, Tata Motors Limited, Volvo Eicher Commercial Vehicles Limited; and

**Industrial/Others OEMs:** Bajaj Auto Limited, Cummins India Limited, Kirloskar Oil Engines Limited, Royal Enfield.

For details on the breakdown of our VAR and revenue from operations across our top ten customers and as a percentage of our total VAR and revenue from operations for Fiscals 2025, 2024 and 2023, see page “—*Our Competitive Strengths—Market leading supplier of critical, highly engineered and technology intensive clean air, powertrain and suspension solutions to leading Indian and global OEMs*” on page 235.

The following table sets forth our VAR and revenue from operations by business division and end market, including as a percentage of total VAR for the Fiscals indicated.

	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>Clean Air &amp; Powertrain Solutions</i>												
PV	9,494.18	41.24%	12,901.06	45.87%	9,420.94	39.19%	18,646.97	51.75%	9,000.69	42.56%	15,952.42	52.47%
CV	9,102.08	39.54%	10,798.29	38.40%	9,926.73	41.29%	12,690.75	35.22%	8,935.48	42.25%	11,237.43	36.96%
Industrial/Others	2,911.65	12.65%	2,911.65	10.35%	3,473.17	14.45%	3,473.17	9.64%	2,043.75	9.66%	2,043.75	6.72%
Aftermarket <sup>(1)</sup>	653.48	2.84%	653.48	2.32%	691.87	2.88%	691.87	1.92%	643.75	3.04%	643.75	2.12%
Other Operating income <sup>(2)</sup>	858.21	3.73%	858.21	3.06%	528.31	2.19%	528.31	1.47%	526.12	2.49%	526.12	1.73%
<b>Total</b>	<b>23,019.60</b>	<b>100.00%</b>	<b>28,122.69</b>	<b>100.00%</b>	<b>24,041.02</b>	<b>100.00%</b>	<b>36,031.07</b>	<b>100.00%</b>	<b>21,149.79</b>	<b>100.00%</b>	<b>30,403.47</b>	<b>100.00%</b>
<i>Advanced Ride Technologies</i>												
PV	18,332.79	88.22%	18,332.79	88.22%	15,985.35	85.74%	15,985.35	85.74%	14,973.75	83.79%	14,973.75	83.79%
CV	333.21	1.60%	333.21	1.60%	319.75	1.71%	319.75	1.71%	436.71	2.44%	436.71	2.44%
Industrial/Others	76.77	0.37%	76.77	0.37%	94.78	0.51%	94.78	0.51%	98.55	0.55%	98.55	0.55%
Aftermarket <sup>(1)</sup>	1,731.57	8.33%	1,731.57	8.33%	1,888.78	10.13%	1,888.78	10.13%	2,032.69	11.37%	2,032.69	11.37%
Other Operating income <sup>(2)</sup>	307.27	1.48%	307.27	1.48%	356.39	1.91%	356.39	1.91%	328.51	1.85%	328.51	1.85%
<b>Total</b>	<b>20,781.61</b>	<b>100.00%</b>	<b>20,781.61</b>	<b>100.00%</b>	<b>18,645.05</b>	<b>100.00%</b>	<b>18,645.05</b>	<b>100.00%</b>	<b>17,870.21</b>	<b>100.00%</b>	<b>17,870.21</b>	<b>100.00%</b>
<i>Consolidated</i>												
PV	27,826.97	63.53%	31,233.85	63.87%	25,406.29	59.52%	34,632.32	63.34%	23,974.44	61.44%	30,926.17	64.06%
CV	9,435.29	21.54%	11,131.50	22.76%	10,246.48	24.00%	13,010.50	23.80%	9,372.19	24.02%	11,674.14	24.18%
Industrial/Others	2,988.42	6.82%	2,988.42	6.11%	3,567.95	8.36%	3,567.95	6.53%	2,142.30	5.49%	2,142.30	4.44%
Aftermarket <sup>(1)</sup>	2,385.05	5.45%	2,385.05	4.88%	2,580.65	6.05%	2,580.65	4.72%	2,676.44	6.86%	2,676.44	5.54%
Other Operating income <sup>(2)</sup>	1,165.48	2.66%	1,165.48	2.38%	884.70	2.07%	884.70	1.61%	854.63	2.19%	854.63	1.78%
<b>Total</b>	<b>43,801.21</b>	<b>100.00%</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>42,686.07</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>39,020.00</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>

Note:

(1) We sell to the aftermarket primarily through Motocare and do not track the end markets in which the products are used.

(2) Other operating income includes tool sales, sales of services and other operating revenue.

We have long-standing relationships of 15 years and more with eight of our top 10 customers based on VAR, as of March 31, 2025. The table below sets forth the details of our relationships with our top 10 customers (ordered by the length of their relationship with us).

S. No.	Customer	Commencement of Customer Relationship	Number of Years of Customer Relationship
1	Maruti Suzuki India Limited	1996	29 years
2	Tata Motors Limited	1997	28 years
3	Mahindra & Mahindra Limited	1998	27 years
4	Hyundai Motor India Limited	2007	18 years
5	Ashok Leyland Limited	2008	17 years
6	Skoda Auto Volkswagen India Pvt Ltd	2008	17 years
7	Renault Nissan Automotive India Pvt	2008	17 years
8	Bharat Benz (Daimler India Commercial Vehicle)	2009	16 years
9	VE Commercial Vehicles Limited	2012	13 years
10	Motocare India Pvt Limited	2015	10 years

We also enter into transactions with entities in the Tenneco Group from time to time, including for the sale of our products and services. For further details, see “**Risk Factors – Internal Risk Factors – We depend on entities in the Tenneco Group for our operations, such as the license of brands, 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**” on page 50.

### **Customer Contracts**

For OEM customers, we typically enter into general purchase agreements that set out the general terms, supplemented by purchase orders that specify pricing while order quantities are updated through order schedules. Most of our customers provide us with forecasts of order volumes and a tentative delivery schedule, as well as annual sales projections that help us estimate the production requirements and capital expenditure for that product line.

We also receive long-term production contracts for specific products supplied for vehicles with target volumes. These supply relationships typically extend over the life of the related vehicle, subject to interim design and technical specification revisions. In addition to customary commercial terms and conditions, long-term production contracts generally provide for annual price adjustments based on expected productivity improvements, material price variations, and other factors. OEM customers typically retain the right to terminate agreements due to changing business conditions. OEM order fulfillment is typically manufactured in response to customer purchase order releases.

Open purchase orders generally contain the commercial terms of supply for the program including price, delivery location and certain “Incoterms”, which are pre-defined commercial terms published by the International Chamber of Commerce relating to international commercial law. The purchase orders are typically subject to conditions such as ensuring that all products delivered to the customer have been inspected and will be safe for use, that orders will be fulfilled according to predetermined delivery schedules and that all products will be built to customer specifications. Some of our customers have the right to check and verify our relevant manufacturing systems processes, which may include inspection of the manufacturing facilities, review of the manufacturing processes and review of the raw materials. Furthermore, our purchase or supply contracts contain a provision that warrants conformity of products to specifications or descriptions furnished by the customers and further warrants that products delivered will be merchantable and free from defects.

Under customer purchase orders, we are usually entitled to pass on price escalations of specified input materials to our customers. This includes steel and substrates. Other production costs such as the cost of fuel, spares, manpower, inventory carrying cost and currency fluctuations are typically borne by us and are subject to ongoing negotiations.

### **Aftermarket**

We sell our products to the aftermarket primarily through Motocare, a Tenneco Group Company. Additionally, OEMs sell some of our products to their dealers for use as spare parts in the aftermarket (original equipment spare parts (“OES”)). Our aftermarket products include spark plugs, bearings and suspension systems, which are sold under the Monroe and Champion brands.

Until October 2023, our Advance Ride Technologies division conducted direct sales to the aftermarket. From October 2023 onwards, we transitioned to selling all of our aftermarket products to Motocare (in addition to other entities in the Tenneco Group), which then sell them to the aftermarket. We do not engage third-party dealers to market, sell, and deliver products in the aftermarket.

For Fiscals 2025, 2024, 2023, our revenues from our sales to Motocare (which were subsequently sold to the aftermarket by Motocare) were ₹2,315.97 million, ₹1,757.26 million and ₹610.37 million, or 4.74%, 3.21% and 1.26% of our revenue from operations, or 5.29%, 4.12%, and 1.56% of our VAR, respectively.

## Program Pipeline

The tables below set forth details of the programs we were awarded and the programs that commenced production for the Fiscals indicated:

Particular	Number of Programs	
	Programs awarded	Programs that commenced production
<i>Clean Air &amp; Powertrain Solutions</i>		
Fiscal 2025	54	55
Fiscal 2024	53	45
Fiscal 2023	56	55
<i>Advanced Ride Technologies</i>		
Fiscal 2025	60	40
Fiscal 2024	22	21
Fiscal 2023	22	23

Our customers' supplier selection process can take anywhere from six to over 18 months, starting from the issuance of a RFQ to the awarding of the program. The programs awarded to us are typically long-term, lasting three to seven years for PV and CV programs.

## Manufacturing

### Facilities

As of March 31, 2025, we had 12 manufacturing facilities strategically located near key OEM hubs in India, comprising four manufacturing facilities for Clean Air Solutions, three manufacturing facilities for our Powertrain Solutions and five manufacturing facilities for Advanced Ride Technologies products.

All our facilities ordinarily operate 24 hours a day, six days a week, except on national holidays. Set forth below are images of our manufacturing facilities.

Clean Air & Powertrain Solutions	
<i>Clean Air Solutions</i>	
	
Chakan I Facility	Chakan II Facility



Chennai Facility



Pithampur Facility

*Powertrain Solutions*



Parwanoo Facility (FMBIL)



Chakan Sealings Facility (FMSIL)



Bhiwadi Facility (FMIPL)

**Advanced Ride Technologies**



Sanand Facility



Bawal Facility



Puducherry Facility



Hosur Facility



Chakan ART Facility

The table below sets forth certain details with respect to our manufacturing facilities as of March 31, 2025.

Name / Location	Leased (Initial Term)/ Owned	Start of Operations (Calendar Year)	Manufacturing Processes	Certifications
<b>Clean Air &amp; Powertrain Solutions</b>				
Chakan I Facility (Maharashtra)	Leased 95 years commencing on December 19, 2008.	2013	Shell manufacturing, converter canning, pipe bending, muffler manufacturing, laser welding and cutting, robotic assembly welding and heat shield welding robots.	IATF 16949 ISO 14001(EMS) ISO 45001(OHSMS) TISAX
Chakan II Facility (Maharashtra)	Leased 7 years commencing on June 15, 2023.	2025	Shell manufacturing, converter canning, laser welding and cutting, robotic assembly welding, and assembly of exhaust aftertreatment systems.	The Chakan II plant became eligible for certification under IATF rules in May 2025, with Stage 1 audit scheduled by the end of June 2025 the Stage 2 certification audit set for August 2025.
Chennai Facility (Tamil Nadu)	Leased 99 years commencing on October 17, 2008.	2009	Shell manufacturing, canning, pipe bending, muffler cold spinning, laser cutting and assembly welding, and exhaust aftertreatment system and dress kit assembly.	IATF 16949 ISO 14001(EMS) ISO 45001(OHSMS) TISAX
Pithampur Facility (Madhya Pradesh)	Leased 99 years commencing on January 16, 2019.	2019	Shell manufacturing, converter canning, laser welding and cutting, robotic assembly welding, and exhaust aftertreatment system assembly.	IATF 16949 ISO 14001(EMS) ISO 45001(OHSMS)
<b>Ignition</b>				
Bhiwadi Facility (Rajasthan)	Leased 99 years commencing on September 27, 1977.	1999	Steel shell manufacturing, Zinc/nickel plating, terminal and center electrode manufacturing, precious metal welding on ground electrode and final	IATF 16949 ISO 14001(EMS) ISO 45001 (OHSMS)

Name / Location	Leased (Initial Term)/ Owned	Start of Operations (Calendar Year)	Manufacturing Processes	Certifications
			spark plug assembly and testing.	
<i>Bearings</i>				
Parwanoo Facility (Himachal Pradesh)	Leased 95 years commencing on April 17, 1978.	1979	Sintering, blanking, coining, and forming.	IATF 16949 ISO 14001(EMS) ISO 45001 (OHSMS) ISO 9001: 2015
<i>Sealings</i>				
Chakan Sealings Facility (Maharashtra)	Owned	1997 (acquired by us in 2022)	Blanking, forming, ultrasonic cleaning, screen printing and laser welding of MLS gaskets.	IATF 16949 ISO 14001 (EMS) ISO 45001 (OHSMS)
<b>Advanced Ride Technologies</b>				
Hosur Facility (Tamil Nadu)	Leased 99 years commencing on February 15, 1978.	1982	Precision grinding and electroplating for piston rods, robotic welding and automated assembly line.	IATF 16949 ISO 14001(EMS) ISO 45001(OHSMS)
Puducherry Facility (Puducherry)	Leased 72 years commencing on February 13, 2011.	1985	Powder metal sintered components with compaction presses and temperature-controlled furnace.	IATF 16949 ISO 14001 (EMS)
Bawal Facility (Haryana)	NA <sup>(1)</sup>	2011	Special hydraulic presses, special purpose and robotic welding, and high precision assembly line with data integrity and digital data recording (Industry 4.0 standards).	IATF 16949 ISO 14001(EMS) ISO 45001(OHSMS)
Chakan ART Facility (Maharashtra)	Leased 5 years commencing on September 30, 2022.	2022	Modular assembly cell of shock absorbers and struts.	IATF 16949
Sanand Facility (Gujarat)	Leased 99 years commencing on November 14, 2017.	2019	Precision grinding and electroplating for piston rods, robotic welding and automated assembly line.	ISO 14001(EMS) ISO 45001(OHSMS)

<sup>(1)</sup>For details, see “Risk Factors- Internal Risk Factors -Our Registered Office, Corporate Office and manufacturing facilities (except for the Chakan Sealings Facility), warehouses and R&D centers are located on leased land. If we are unable to renew or extend such leases, our business operations may be adversely affected. Further, land title in India can be uncertain and we may not be able to identify or correct defects or irregularities in title to certain land which we own.” on page 62.

The table below sets forth the plant-wise installed capacity, production volume and capacity utilization of our manufacturing facilities as of the dates or for the Fiscals indicated:

Facility	Product	As of March 31, 2025 and for Fiscal 2025			As of March 31, 2024 and for Fiscal 2024			As of March 31, 2023 and for Fiscal 2023		
		Installed capacity <sup>(1)</sup> 'Pieces in thousands)	Production volume <sup>(2)</sup> 'Pieces in thousands)	Capacity utilization <sup>(3)</sup> (%)	Installed capacity <sup>(1)</sup> 'Pieces in thousands)	Production volume <sup>(2)</sup> 'Pieces in thousands)	Capacity utilization <sup>(3)</sup> (%)	Installed capacity <sup>(1)</sup> 'Pieces in thousands)	Production volume <sup>(2)</sup> 'Pieces in thousands)	Capacity utilization <sup>(3)</sup> (%)
Clean Air & Powertrain Solutions										
Chakan I	Cold Ends (Mufflers, exhaust pipes)	1,513.49	953.93	63.03%	1,536.21	1,295.17	84.31%	1,263.51	1,242.65	98.35%
	Hot Ends (Catalytic converters)	1,254.42	1,154.53	92.04%	1,240.79	1,080.61	87.09%	937.63	899.22	95.90%
Chakan II <sup>(4)</sup>	Hot Ends (Catalytic converters)	259.07	162.60	62.77%	-	-	-	-	-	-
Chennai	Cold Ends (Mufflers, exhaust pipes)	1,063.53	458.51	43.11%	995.36	425.54	42.75%	809.01	624.42	77.18%
	Hot Ends (Catalytic converters)	139.53	57.90	41.50 %	109.08	76.47	70.10%	81.81	72.41	88.50%
Pithampur	Hot Ends (Catalytic converters)	215.43	130.40	60.53%	186.35	130.18	69.86%	163.62	98.75	60.35%
Total	Cold Ends (Mufflers, exhaust pipes)	2,577.02	1,412.45	54.81%	2,531.57	1,720.71	67.97%	2,072.52	1,867.07	90.09%
	Hot Ends (Catalytic converters)	1,868.45	1,505.43	80.57%	1,536.22	1,287.26	83.79%	1,183.06	1,070.38	90.48%
Bhiwadi	Spark plugs	51,000.00	48,958.93	96.00%	51,000.00	46,743.77	91.65%	51,000.00	48,371.83	94.85%
Parwanoo	Bearings	42,892.00	34,646.00	80.77%	41,656.00	35,596.00	85.45%	38,270.00	28,218.00	73.73%
	Bushings	13,168.00	8,517.00	64.68%	13,168.00	8,604.00	65.34%	11,720.00	6,210.00	52.99%
Chakan Sealings	Thrust washers	3,476.00	3,063.00	88.12%	3,476.00	2,686.00	77.27%	3,366.00	2,118.00	62.92%
	Flanges	812.00	310.00	38.18%	812.00	227.00	27.96%	795.00	304.00	38.24%
	MLS	909.00	731.74	80.50%	749.00	653.00	87.18%	681.00	544.00	79.88%
	Non-MLS	19,712.00	12,670.00	64.28%	19,227.00	13,807.00	71.81%	18,082.00	16,768.00	92.73%
	Heat shields	1,198.00	1,112.96	92.90%	1,270.00	1,039.00	81.81%	1,206.00	889.00	73.71%
Advanced Ride Technologies										
Hosur	Struts and shock absorbers	8,080.00	7,140.93	88.38%	8,080.00	6,695.96	82.87%	7,700.00	7,171.76	93.14%
Bawal	Struts and shock absorbers	8,277.06	6,913.31	83.52%	8,277.06	6,636.18	80.18%	7,400.00	6,742.20	91.11%

Facility	Product	As of March 31, 2025 and for Fiscal 2025			As of March 31, 2024 and for Fiscal 2024			As of March 31, 2023 and for Fiscal 2023		
		Installed capacity <sup>(1)</sup> 'Pieces in thousands)	Production volume <sup>(2)</sup> 'Pieces in thousands)	Capacity utilization <sup>(3)</sup> (%)	Installed capacity <sup>(1)</sup> 'Pieces in thousands)	Production volume <sup>(2)</sup> 'Pieces in thousands)	Capacity utilization <sup>(3)</sup> (%)	Installed capacity <sup>(1)</sup> 'Pieces in thousands)	Production volume <sup>(2)</sup> 'Pieces in thousands)	Capacity utilization <sup>(3)</sup> (%)
Sanand	Struts and shock absorbers	4,320.00	3,107.09	71.92%	4,320.00	2,708.67	62.70%	3,240.00	2,036.68	62.86%
<b>Total</b>	<b>Struts and shock absorbers</b>	<b>20,677.06</b>	<b>17,161.33</b>	<b>83.00%</b>	<b>20,677.06</b>	<b>16,040.81</b>	<b>77.58%</b>	<b>18,340.00</b>	<b>15,950.64</b>	<b>86.97%</b>
Chakan ART <sup>(5)</sup>	Modular assembly of shock absorber and struts	2,755.00	2,343.86	85.08%	2,755.00	1,885.00	68.42%	1,848.00	1,475.00	79.82%
Puducherry <sup>(6)</sup>	Sintered parts	58,800.00	58,609.00	99.68%	53,400.00	53,400.00	100.00%	47,059.00	46,588.41	99.00%

Notes:

Source: Certificate from Kunal Kantilal Vikamsey and Naresh Kanji Wadhia of Kanti Karamsey and Co. Advisors LLP (Chartered Engineer Registration Numbers: F-1307017 and M 115754/4, respectively) Independent Chartered Engineers, dated June 30, 2025.

- (1) The installed capacity for the above dates is calculated based on the past production mix in the respective Fiscal. The installed capacity information of the Company and Subsidiaries is based on rated installed capacity of all machinery for the highest-produced product during the preceding Fiscal, taken on an annual basis. Installed capacity information is based on various assumptions and estimates, including standard capacity calculation practice installed at the relevant manufacturing facility. Assumptions and estimates taken into account for measuring installed capacities are based on 300 working days in a Fiscal on a six day, three shift basis.
- (2) Actual production represents quantum of production in the relevant manufacturing facility in the relevant Fiscal.
- (3) Capacity utilization is calculated as quantum of production in the relevant facility in the relevant Fiscal, divided by the capacity available of relevant manufacturing facility during the relevant Fiscal. Capacity available during the Fiscal represents the installed capacity that was available during the relevant Fiscal and is calculated based on the aggregate of monthly installed capacity.
- (4) Production at the Chakan II Facility started in Fiscal 2025.
- (5) The Chakan ART Facilities receives base shock absorbers from our Hosur and Bawal Facilities for the modular assembly of peripheral parts according to our customer requirements.
- (6) The Puducherry Facility for our Advanced Ride Technologies division manufactures and supplies sintered parts to our Hosur, Bawal and Sanand Facilities to manufacture struts and shock absorbers.



## ***Key Manufacturing Processes***

### *Clean Air & Powertrain Solutions*

#### Clean Air Solutions

The production of Clean Air Solutions products involves several key steps. The manufacturing of catalytic converters includes steel shell fabrication using tungsten inert gas welding and laser welding technology, catalyst canning on automated lines, and 15-axis robotic assembly welding cells for DOC, DPF, SCR and mixers. Mixers blend exhaust gases with urea (commonly known as AdBlue), enabling harmful nitrogen oxides to react with ammonia, forming non-harmful nitrogen gas and water vapor in the SCR converter. These processes are integrated with leak testers and traceability marking. For products used in CVs, specialized assembly lines are used for brackets, sensors, and wiring harnesses, complete with testing and end-to-end traceability.

The production of mufflers and pipe systems involves 5-axis computerized numeric controlled (“CNC”) machines, such as pipe bending machines, cold spinning and automatic muffler manufacturing lines integrated with vision systems which can be programmed to manufacture various parts. Final assembly welding is performed on special-purpose machines and robotic cells.

#### Powertrain Solutions

##### Ignition

The production of ignition products involves the following main steps. The manufacturing process begins with high-speed automated production lines that fabricate the shell, terminal, and central electrode. The ceramic body (bisque) of the spark plug undergoes an embossing process, during which the sales symbol and traceability code are applied. This is followed by the application of a protective glaze layer to the ceramic body. The glazed body is then fired in a high-temperature furnace, fusing the glaze to the surface and creating a smooth, durable, and protective finish.

Next, the core assembly process integrates the ceramic body, central electrode, terminal, carbon, and copper powder. These components undergo sintering in electric furnaces, where the high temperature transforms the pressed powders into a solid, cohesive structure.

Following the core assembly process, the shell and core are securely combined with gaskets and silment powder to enhance structural integrity and sealing performance, ensuring the spark plug can withstand the high-pressure combustion environment of an engine.

After assembly, the electrode gap between the center and ground electrodes is adjusted to meet specific application requirements. Finally, each spark plug undergoes end-of-line high-voltage cyclic dielectric testing to ensure it is defect-free and compliant with stringent quality standards.

Additionally, specialized manufacturing processes are employed for premium spark plugs, including advanced welding techniques for attaching precious metals such as iridium and platinum. These enhancements are designed to meet the rigorous durability and performance requirements of modern high-performance engines.

##### Bearings

The production of bearings involves a series of steps, including sintering, slitting, blanking, forming, coining, facing, grooving, lip and hole creation, countersinking, deburring, height broaching, internal diameter machining and dimensional inspection, ultrasonic cleaning, oiling and packing. The process begins with sintering to impart bearing properties to the metal strip, followed by blanking to the required size. The blank is then formed into the bearing shape through various stages, with special broaching and hole/slot making processes to complete manufacturing. Bearings are inspected on the production line, cleaned using sophisticated ultrasonic cleaning processes and then packed.

Bushings undergo similar processes, with additional facing and cylindrical grinding operations for finishing critical dimensions. Bushings are packed on the production line after calibration and inspection.

## Sealings

The production of sealing products involves the use of special presses to ensure precise profiles. Screen printing of polymer impregnation and curing in special furnaces maintain sealing properties at high temperatures and pressures in gaskets. A special laser welding process is used in hot-end gaskets to precisely manufacture multilayer alloy steel gaskets.

## Advanced Ride Technologies

The manufacturing process of shock absorbers and strut assemblies begins with base assembly using automatic and robotic welding machines. Precision grinding of piston rods and electroplating are performed to achieve high-quality surface finish and toughness. In the final assembly process, base assemblies and piston rods are combined with high-precision parts like pistons and discs, then filled with shock absorber oil in a controlled environment to ensure quality and cleanliness. Modular assembly is conducted based on customer-specific designs, adding coil springs and top mounts as required. All dampers undergo fit, function, and noise testing to ensure quality. The assembly cells are interconnected and comply with long-term traceability requirements under Industry 4.0 standards.

## Cost reduction, efficiency improvement measures and technologies

We are committed to cost reduction and efficiency improvements through a variety of strategic measures. Our value engineering workshops are designed to focus on cost optimization and capability building. All our plants operate under our “P3” (People, Performance, and Pride) operating system, which emphasizes standardization, continuous improvement, and performance enhancement through people development. Our culture of continuous improvement and kaizen initiatives, which are small and quick improvements carried out at shop floor with involvement of all employees, along with a focus on material, manufacturing, and logistics cost optimization, helps us remain competitive and engage all business functions.

We adhere to global benchmark practices in operations, investing in advanced equipment such as bending machines, catalyst canning lines, and robotic assembly lines for Clean Air Solutions products and electroplating lines and 15-axis robotic cells for Advanced Ride Technologies products. We also localize equipment to improve cost structures while maintaining global manufacturing standards. Our logistics initiatives, including scan-to-ship, which involves marking finished goods and packaged shipping containers with a 2D data-matrix, an advanced version of a barcode system, for scanning at the end of the production line and in the dispatch section, to generate a customer invoice to avoid duplication of material handling in dispatch and reduce shipping errors.

We also conduct Value Analysis and Value Engineering (“VAVE”) workshops to optimize material usage and drive performance improvements through productivity initiatives and operating cost reduction measures.

The table below sets forth the technologies utilized in our manufacturing processes.

Particulars / Products	Technologies Utilized in Key Manufacturing Processes
<i>Clean Air &amp; Powertrain Solutions</i>	
Clean Air Solutions	Calibrated catalyst canning process; shell manufacturing; CNC pipe bending and muffler manufacturing machines; and robotic assembly welding cells.
Ignition	Metal shell and central electrode automats; ceramic glazing furnaces; assembly lines; and precious tip welding process.
Sealings	High-end presses with precision dies and MLS gaskets laser welding.
Bearings	Integrated manufacturing lines for bimetal bearing.
<i>Advanced Ride Technologies</i>	
Advanced Ride Technologies	Precision grinding and high-quality electroplating; robotic welding; and high precision assembly line with Industry 4.0 standards.

## Quality Assurance and Quality Control

Adherence to quality standards is critical to our operations, as any defect in our products or failure to comply with our customers’ design specifications may lead to the cancellation of purchase orders and a loss of reputation. We also believe in proactive quality assurance which starts at the design stage. We conduct Design Failure Mode and Effect Analysis (“DFMEA”) and product validation through soft simulations and actual performance testing before starting series production. We address potential product failure modes by conducting a DFMEA, where a group of design, engineering and manufacturing experts brainstorm various ways the product can fail to help

ensure it is safely designed to address these potential failures and guarantee the designed product lifespan. Similarly, we address potential manufacturing process failure modes by conducting Process Failure Mode and Effect Analysis (“PFMEA”), where a cross-functional team ensures a robust design process that addresses key product features verified in manufacturing processes through various inbuilt checks.

To maintain quality standards and comply with our customers’ design specifications, we implement a stringent quality control mechanism. At each stage of the manufacturing process, components are examined by our operators to ensure that no defects are passed on to the next stage. We conduct inspections at the end of the production line to ensure that only high-quality parts are shipped to customers. Additionally, customer representatives inspect our manufacturing facilities and processes. We also have a dedicated team of engineers responsible for quality assurance. For further details, see “*Risk Factors – Internal Risk Factors – We are subject to strict performance requirements, including, but not limited to, the quality of our products and delivery schedules, and failing to comply (including due to problems with our component suppliers) may lead to cancellation of orders, product recalls, product liability claims, warranty claims, litigation and other disputes and claims*” on page 58.

Most of our manufacturing facilities have been certified for international standards of quality management systems, such as IATF 16949 Quality certification, ISO 45001 for Occupational health and Safety Management system and ISO 14001 certification for Environment Management System. These certifications ensure that systems and processes are maintained, and that sound safety, quality manufacturing, and environmental standards are in place.

## Design, Engineering, Research and Development

We are an innovation-focused company with robust R&D capabilities that enhance our design and engineering capabilities. Our ongoing design and R&D activities focus on developing innovative and customized systems and solutions to meet our customers’ requirements as well as adapting global products for our Indian market. Our R&D initiatives are driven by our technical team, often in close collaboration with our customers. Our design, engineering, and R&D facilities play a crucial role in supporting our customers with rapid, customized development and market-ready products. By leveraging Tenneco Group’s global R&D initiatives, we are able to maintain low R&D expenses as a percentage of our revenue from operations. The cost of the R&D benefits, we obtain from Tenneco Group including the rights to use brands and technical know-how, are included in the royalty fees we pay.

As of March 31, 2025, we have 145 employees dedicated to our design, engineering and R&D department.

Our R&D expenses and royalty expenses for Fiscals 2025, 2024 and 2023, including as a percentage of our revenue from operations, are set forth in the table below.

Particular	2025	For Fiscal 2024	2023
R&D expenses <sup>(1)</sup> (₹ millions)	66.86	113.24	93.44
Royalty expense <sup>(2)</sup> (₹ millions)	1,102.74	2,574.47	1,119.31
<b>Total R&amp;D expenses and royalty expense (₹ millions)</b>	<b>1,169.60</b>	<b>2,687.71</b>	<b>1,212.75</b>
<b>R&amp;D and royalty expenses as a percentage of revenue from operations (%)</b>	<b>2.39%</b>	<b>4.92%</b>	<b>2.51%</b>

Note:

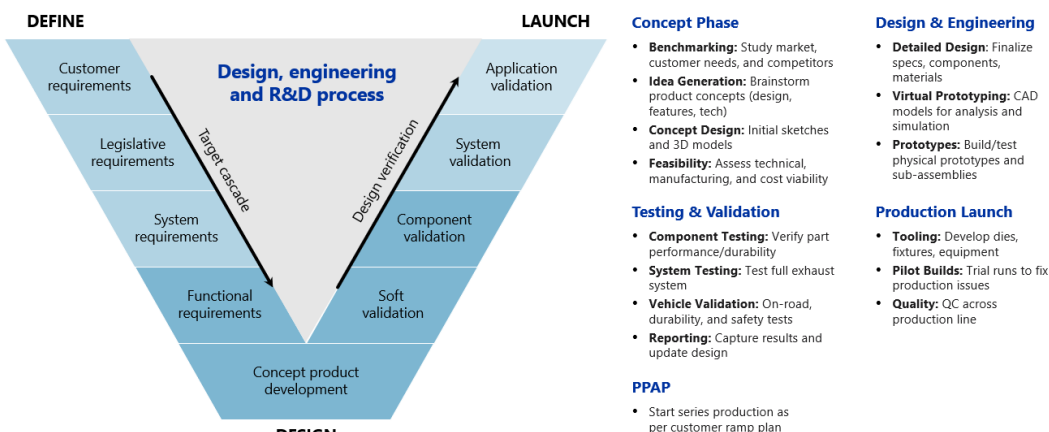
(1) R&D expenses comprises expenses related to engineering, research, and application development.

(2) Royalty expense comprises the rights to use brands and technical know-how.

We provide end-to-end design solutions, including tool and die manufacturing, engineering solutions, new system and component design, enhancements to existing systems and components, benchmarking, design analysis and simulation, rapid prototyping, testing and validation, lightweighting, process optimization and material optimization. We use global tools such as CATIA V5, NX UG for basic design tasks, including the preparation of engineering drawings and product layout designs in both 2D and 3D formats. Additionally, we employ knowledge-based manufacturing and engineering tools and software to define product standardization based on manufacturing feasibility analysis, thereby reducing the overall lead time for new product development.

The diagram and table below describe our product development cycle and design and R&D process.

**Product development cycle** typically follows a “V-model” structure, progressing through distinct phases of concept development, design, prototyping, testing, validation, and finally production launch, with increasing detail and rigorous testing as the process moves forward.



PPAP refers to production part approval process.

Our engineering activities utilize our product development tool “TEN Plus,” where we gather technical requirements, conduct product feasibility reviews, perform DFMEA and a design validation plan (“DVP”), and manage design releases in a global product data management tool.

As of March 31, 2025, we operated two R&D technical centers in India equipped to address global and local customer needs. Our Clean Air Solutions R&D technical center at our Chakan I Facility conducts functional simulations based on customer inputs or benchmark data, such as Computational Fluid Dynamics (“CFD”), and engages in product testing through its four test cells. The technical center is equipped for hot shaker, bending fatigue, weld fatigue, thermal shock, thermal cycle, and vibration testing, which are crucial for validating product performance and durability. Post-test analysis capabilities include weld seam analysis and material composition analysis. Our R&D technical center at our Hosur Facility, engages in prototyping, testing and validation to ensure the performance, reliability and durability of our Advanced Ride Technologies products. In addition, we have mobile labs at our Hosur Facility, which can be relocated near customer locations in India as needed. These mobile labs allow us to fine-tune the ride and handling performance of vehicles directly on a test track.

As part of the Tenneco Group, we benefit from Tenneco LLC’s global R&D initiatives. We are well-connected with other geographical units in the Tenneco Group and periodically share information on emerging trends and changing customer preferences. This enables us to promptly identify evolving customer preferences and invest in new products and technologies. We adapt and customize global technologies and features to meet local customer needs, design preferences and performance requirements. We collaborate with Tenneco Group’s network of engineering and technical centers, which as of December 31, 2024, includes 39 engineering and technical centers worldwide (of which 12 centers support our Clean Air & Powertrain Solutions division and 10 centers support our Advanced Ride Technologies division). These engineering technical centers have standardized test equipment and procedures, which help us validate our designs and support our customers in bringing products to market more quickly.

The following sets forth our R&D capabilities and achievements as at and for the Fiscals indicated:

Particulars	As of March 31, 2025 and for Fiscal 2025	As of March 31, 2024 and for Fiscal 2024	As of March 31, 2023 and for Fiscal 2023
Number of design, engineering and R&D employees	145	140	149
Number of new projects developed by our Company <sup>(1)</sup>	114	75	78
Number of new projects brought into production by our Company	95	66	78

Notes:

(1) Includes projects that have been designed and planned but have not yet commenced production.

**Clean Air & Powertrain Solutions:** In 2014, we deployed SCR converter technology for BS4-compliant CVs in India. We developed products suitable for stricter emission standards when BS6 was implemented in Fiscal 2020,

which required the use of LNT, SDPF, and DPF converter technologies and urea mixing elements combined with SCR converters for NOx reduction, as well as gasoline particulate filters. With the introduction of real drive emission standards under BS6.2 which required vehicles to meet emission standards for “on road” driving conditions in Fiscal 2023, we launched a new generation SCRs for emission control during actual road driving conditions. Currently, we are working on solutions for future emission standards, such as e-heaters and hydrogen fuel-compliant systems.

*Advanced Ride Technologies:* We launched the multi-tune valve technology in India in Fiscal 2012, after which it was validated and introduced to the market in other regions. We launched the design of the strut and shock in the market in India in Fiscal 2015 using a piston rod and piston of smaller diameters while maintaining the same performance level of ride quality, and the same design was used by Tenneco for production in Brazil. In Fiscal 2024, we brought to market an advanced hydraulic rebound system which is used in the Mahindra Thar Roxx, before its commercialization in other regions by the Tenneco Group.

We are exploring the rollout of next-generation double tube construction valves in India, which enhance ride comfort by providing better control of hydraulic rebound and compression, in calendar year 2025.

Images of our R&D technical centers and their facilities are set out below.

*Clean Air Solutions: R&D technical center at Chakan I Facility*

#### Durability Lab

**Durability** tests are carried out to ensure the product performance over the life of a vehicle. The test depicts the actual road conditions and the temperatures at which exhaust system is operating



Hot Shake



Bending Fatigue



Thermal Shock



Flow Lab



Engine Vibration Durability



Thermal Cycle



Weld Fatigue



Road Load Data Acquisition



Data Acquisition Noise, Vibration & Harshness

#### Acoustics and NVH Lab

**Acoustics** tests ensure the noise measurement & Vibrations of vehicle are below the target specified by customers.



Tail Pipe & Shell Noise



Transmission Loss

#### Material Lab

**Material Lab** has spectroscopy for testing the material composition after testing to ensure there is not deterioration of material quality. Microscopic analysis is carried out to study material microstructure and strength of weld joints of EATS.



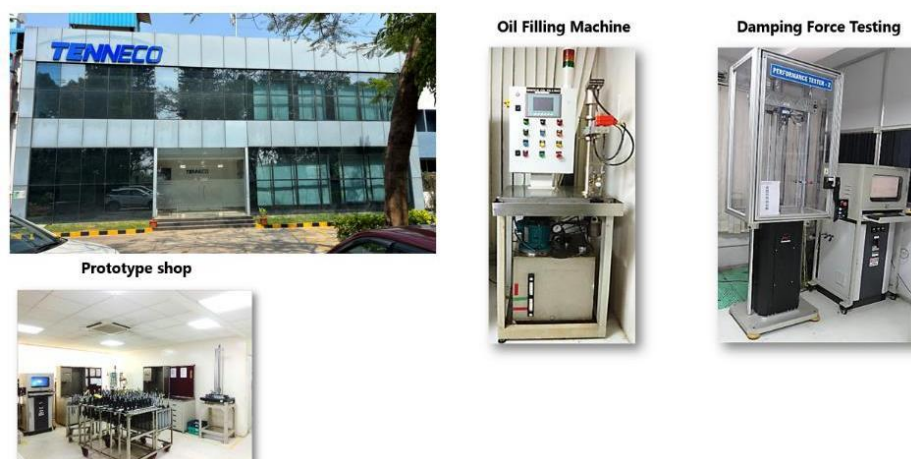
Material Analysis



Chemical Composition

“NVH” refers to noise, vibration, and harshness

### *Advanced Ride Technologies: R&D technical center at Hosur Facility*



### **Raw Materials and Suppliers**

We procure various raw materials and component parts for use in our manufacturing processes, including ferrous and non-ferrous metals, non-metallic raw materials, stampings, castings and forgings. The principal raw materials for our Clean Air & Powertrain Solutions division's products include: (i) for Clean Air Solutions, stainless steel, catalyst, stamping parts, raw tubes, insulating mats and sensor bosses; (ii) for ignition, metal shells, ceramic insulators, central electrodes, and precious metal tips; (iii) for sealings, stainless steel, cold rolled close annealed steel, rubber-coated steel, graphite rolls; and (iv) for bearings, ferrous and non-ferrous bi-metal strips. The principal raw materials for our Advanced Ride Technologies products include steel tubes and rods, stamping parts, springs, and hydraulic oil.

We source the majority of materials and components from suppliers based in India. However, we also import raw materials and components from several countries including Germany, Spain, USA, Macedonia, Belgium, China, France, Japan, South Korea, and Mexico.

For the breakdown of our cost of materials consumed including and excluding substrates from domestic and imported sources for Fiscals 2025, 2024 and 2023, see ***“Our Competitive Strengths—Flexible and automated manufacturing footprint of 12 strategically located plants well-supported by a localized supply chain”*** on page 241.

The largest component of our cost of raw materials is steel. We utilize Tenneco Group's global purchasing leverage to source steel from domestic and international suppliers through various contractual agreements. We maintain a diversified supplier base to reduce supplier concentration risk. We address price increases by evaluating alternative materials and processes, reviewing material substitution opportunities, increasing component sourcing from cost-effective countries and locally, strategically pursuing domestic global purchasing strategies for specific commodities and negotiating with our customers to allow us to recover these higher costs from them.

We have long-standing relationships with certain of our suppliers and rely on general purchase agreements that set out the general terms and are supplemented by purchase orders setting out the pricing, scheduling and delivery details. We generally set our purchases in line with the terms and prices that are agreed with our customers. Under certain of the purchase orders and general purchase agreements, we have the right to inspect all materials that are provided to us. While suppliers typically handle the delivery of raw materials to us, we may opt to collect them ourselves when it is cost-effective to optimize transportation costs and manage our plant inventory.

We have a rigorous supplier evaluation, selection and quality control process to ensure that we partner with suppliers who can comply with our quality standards, delivery schedules and other contractual obligations. We require all our suppliers to be IATF-certified and select suppliers based on the adequacy of their organizational structure, technical capabilities, production capacities, and our packaging requirements.

The table below sets forth our costs to purchase raw materials (including commodities and components) including cost of substrates attributable to our top, top 5 and top 10 suppliers for the Fiscals stated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of raw material purchases (net)	Amount (₹ millions)	% of raw material purchases (net)	Amount (₹ millions)	% of raw material purchases (net)
Purchase of raw material attributable to our top supplier	1,516.92	4.84%	4,551.18	12.01%	5,492.94	15.88%
Purchase of raw material attributable to our top five suppliers	5,882.42	18.78%	11,557.43	30.51%	11,080.47	32.02%
Purchase of raw material attributable to our top ten suppliers	9,452.77	30.18%	14,969.96	39.52%	14,695.46	42.47%

The table below sets forth our costs to purchase raw materials (including commodities and components) excluding the cost of substrates attributable to our top, top 5 and top 10 suppliers for the Fiscals stated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of raw material purchases (net) excluding purchase of substrates	Amount (₹ millions)	% of raw material purchases (net) excluding purchase of substrates	Amount (₹ millions)	% of raw material purchases (net) excluding purchase of substrates
Purchase of raw material excluding purchase of substrates attributable to our top supplier	1,477.08	5.62%	1,210.50	4.62%	1,015.27	4.08%
Purchase of raw material excluding purchase of substrates attributable to our top ten suppliers	4,694.71	17.86%	4,237.84	16.17%	4,292.73	17.25%
Purchase of raw material excluding purchase of substrates attributable to our top ten suppliers	7,507.21	28.57%	6,953.01	26.52%	7,211.92	28.99%

See also “**Risk Factors – Internal Risk Factors – Our operations and profitability are substantially dependent on the availability and cost of raw materials, including steel and components such as pressed parts, electrodes and bimetal strips. In Fiscals 2025, 2024 and 2023, cost of materials consumed accounted for 65.05%, 70.15% and 70.37% of our revenue from operations, and any volatility in the prices of these materials may adversely impact our business, results of operations and financial condition.**” on page 49 and “**We depend on a limited number of suppliers to procure our raw materials and certain components (such as pressed parts, electrodes and bimetal strips). In Fiscals 2025, 2024 and 2023 our purchases of raw materials from our top ten suppliers for the respective Fiscals contributed to 30.18%, 39.52%, and 42.47% of our raw material purchases (net), respectively. For certain of our components such as pressed parts, electrodes and bimetal strips, we are dependent on a single supplier. Interruptions in the supply of raw materials and components could adversely affect our ability to manufacture our products, execute our projects and consequently our business and results.**” on page 55.

#### Utilities

##### Power and fuel

Our manufacturing processes require a constant and uninterrupted voltage supply to ensure that the products are of high quality, while also enhancing the productivity and lifetime of our machines and equipment. We use a substantial amount of electricity, diesel and piped natural gas for our operations. We source most of our electricity requirements from state electricity boards and use diesel generating sets as backup in case of state electricity failure. We have also entered into long-term power purchase agreements with third parties (including renewable power distribution companies), typically for a term of three years, at our Chennai and Hosur plants. Similarly, our

diesel and piped natural gas needs are also met domestically through natural gas distribution companies and through dealers located around our facilities.

The table below sets forth our power and fuel costs, including as a percentage of revenue from operations for the Fiscal Years stated:

Particulars	2025		For Fiscal 2024		2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Power and fuel	484.22	0.99%	457.45	0.84%	428.97	0.89%
<b>Revenue from operations</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>

### ***Water***

Our manufacturing processes require water consumption although they are not water intensive. The requirement for water is primarily met through local utility companies or local government entities. We undertake water conservation measures on an ongoing basis and reuse water to reduce wastage. We have sewage treatment facilities in each plant and reuse treated water.

### **Storage and Transportation**

#### ***Storage***

As of March 31, 2025, we leased twelve warehouses in India, comprising three warehouses for the Clean Air Solutions business located in Bhopal, Anantapur, and Pithampur, three warehouses for the Advanced Ride Technologies division (one located in Chennai, and two in Hosur), four warehouses for the ignition products located in Chennai, and Anantapur, and two for bearing products located in Pune and Chennai. The warehouses are strategically located close to our key customers and serve as our delivery points, helping our customers manage their requirements efficiently. These warehouses are owned by third parties and our storage space can be flexibly increased depending on our requirements. For the sealings and bearings products, we store our finished products at our manufacturing facilities and do not own or lease separate warehouses.

#### ***Transportation***

As our manufacturing facilities are located in key automotive OEM hubs such as Maharashtra, Tamil Nadu, National Capital Region (NCR) and Gujarat (*Source: CRISIL Report*), close to our customers in India, our customers typically manage their own delivery transportation and directly pick up the finished products from our manufacturing facilities or warehouses. In some cases, we ship finished goods to our customers by road, air, or rail within their delivery schedules, and the associated transportation costs are generally included in the purchase price. We engage third-party logistics providers for our transportation needs and typically enter into agreements with them for a period of one year. Under these agreements, we are required to specify the number of trucks needed for the delivery of any consignment, and either we or the third-party logistics provider obtain transit insurance for goods entrusted to the third-party logistics provider for door-to-door deliveries to customers.

For our overseas customers, we utilize a variety of transportation arrangements, and the purchase orders outline the terms related to transportation. We generally export our products through sea shipments and, in exceptional circumstances, by air to ensure that customer production lines operate without interruption.

### **Sales and Marketing**

As of March 31, 2025, we have 22 full-time employees dedicated to sales and marketing. Our sales and marketing team focuses on developing customer relationships, acquiring new development and manufacturing contracts, identifying new customers, generating business opportunities, and tracking customer receivables. The team consists of professionals such as skilled engineers, key account managers and program managers, organized by customer and product type. Our sales and marketing team provides the appropriate mix of operational, technical and commercial expertise needed to interface successfully with the OEMs. Moreover, we conduct and/or participate in brand and sales and marketing activities, such as tech shows and exhibitions at major automotive or non-automotive expositions, both on our own as well as jointly with other entities in the Tenneco Group.



Our “capture process” for winning new business/accounts involves working closely with the OEM engineering and purchasing teams. Bidding on OEM platforms typically requires several months of engineering and business development activities. Throughout the process, our sales team, program managers and product engineers assist the OEM customer in defining the project’s technical and business requirements. A standard part of the process includes our engineering and sales personnel working with customers’ integrated product teams and assisting them with developing component/system specifications and test procedures. Given that the OEM business involves long-term production contracts awarded on a platform-by-platform basis, our strategy is to leverage our engineering expertise and long-standing customer relationships to target and win new business and increase operating margins.

We have key account managers who serve as the single point of contact for one or more customers, handling all business-related discussions and information. They are responsible for managing existing business relationships and identifying and securing new business opportunities across one or more of our product lines.

## Human Resources

As of March 31, 2025, we had 1,992 full-time employees, 505 of whom were members of labour unions. We have entered into labor union agreements involving, among others, revised wage structures, ex-gratia payments, attendance bonuses and the provision or enhancement of insurance policies.

The following table sets forth the number of our full-time employees by segment and function as at the dates indicated:

Function	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Full-time Employees	(%)	Full-time Employees	(%)	Full-time Employees	(%)
Manufacturing	1,577	79.17%	1,576	80.29%	1,573	79.01%
Finance, IT and legal	93	4.67%	88	4.48%	83	4.17%
Sales and Marketing	22	1.10%	23	1.17%	37	1.86%
Corporate and Support Functions	105	5.27%	97	4.94%	103	5.17%
Design, engineering and R&D	145	7.28%	140	7.13%	149	7.48%
Human resources	50	2.51%	39	1.99%	46	2.31%
<b>Total</b>	<b>1,992</b>	<b>100.00%</b>	<b>1,963</b>	<b>100.00%</b>	<b>1,991</b>	<b>100.00%</b>

The table below provides our full-time employee attrition rates for the Fiscals indicated.

Particulars	For Fiscal 2025	For Fiscal 2024	For Fiscal 2023
Employee – Attrition Rate <sup>(1)</sup>	10.97%	11.73%	13.01%

Note:

(1) Calculated as the number of full-time employees who left our Company during the Fiscal divided by the average number of full-time employees during the Fiscal. The average number of full-time employees is computed as the average of the number of employees at the beginning and end of the year.

We are focused on developing the expertise, skill sets and know-how of our employees. Our personnel policies are aimed at recruiting talented individuals and promoting the development of their skills, including through in-house as well as external training programs. Our training encompasses safety protocols, quality problem-solving, manufacturing efficiency, program management, leadership development, and promoting diversity, inclusion, and equity.

## Environment, Health and Safety

Environment, Health and Safety (“EHS”) is one of our core values. We strive to conduct all operations in a manner that causes zero harm to people and the environment and to comply with laws and regulations concerning the protection of health, employee safety and the environment.

Our employee health and safety policy is designed to promote workplace well-being and minimize the risk of accidents at our facilities. We adhere to Tenneco Group's "EHS Cardinal Rules" which address critical areas such as machine safety, electrical safety, hazardous material management, material handling, and the safe operation of powered industrial vehicles. These rules set clear expectations for associates, visitors, and contractors at our locations and must be followed in accordance with related EHS procedures and specifications. Violations can result in disciplinary action, including termination. Safety performance is a key factor for facility certification under our "P3" operating system.

### ***Occupational Health and Safety***

The health and safety of our workforce is a top priority for our organization. We have adopted a policy framework, compliance assessment, risk mitigation, and training programs to ensure that our safety standards are being met. Our collective action toward cultivating a safety culture is led by our EHS leaders who oversee the execution of our EHS policy and management systems. The policy is regularly reviewed and emphasizes our dedication to providing safe work environments as part of our efforts to achieve operational excellence. Our management systems are built upon the ISO 45001 standard. As of March 31, 2025, 10 of our manufacturing facilities were certified to the ISO 45001 framework.

All of our employees undergo safety training before starting operations on the shop floor, learning about machine safe operations, setup processes, and the lockout/tagout process for setups or maintenance. Use of personal protective equipment such as safety goggles, safety shoes, among others, is mandatory. Operators must perform safety checks on machines to ensure all safety functions are operational before starting them. All our plants conduct regular safety drills to prepare for emergency situations. Layered audits by the management team ensure adherence to safe practices.

We strive for zero work-related injuries and illnesses by encouraging active reporting and executing our injury prevention rules and programs. We encourage employees to report unsafe conditions or suggest safety improvements, and we prioritize addressing them. We recognize safety improvements through our reward and recognition ("**R&R**") program. At each of our locations, we require all safety incidents, including near-miss events, to be promptly reported to ensure that concrete actions are taken to prevent recurrence. We invest in thorough safety training programs for our team members to contribute to a safe workplace, prevent injuries, and maintain compliance with our safety standards. We implement regular employee safety audits, management review meetings, and periodic employee safety meetings, and conduct periodic emergency mock drills in our plants.

During Fiscals 2025, 2024 and 2023, we had incidents of two, one and three injuries respectively, and no fatalities.

See also "***Risk Factors – Internal Risk Factors – We regularly work with hazardous materials, and heavy machinery at our manufacturing facilities and activities in our operations can be dangerous, which could cause injuries to people or damage property.***" on page 85.

### ***Environment***

We recognize our responsibility to actively address climate change and continuously assess and manage climate-related risks and opportunities within our business and value chain. We are focused on limiting greenhouse gas ("**GHG**") emissions at our sites and contributing to sector-wide climate actions. Some of these initiatives include:

- In our Clean Air Solutions business, we have installed a 420 kWp captive solar system in our Chakan I plant and are in the process of installing an additional 520 kWp by July 2025. Additionally, our Chennai plant has a green power purchasing agreement. We minimize single-use packaging by utilizing reusable trolleys and packaging.
- At our Hosur Advanced Ride Technologies plant, we have a green power purchase agreement and have installed a heat recovery system for compressors, which eliminates the need for electrical heaters and reduces power consumption.
- We have implemented power-saving initiatives at several manufacturing facilities, such as using roof top solar plants and high-volume low speed fans on shop floors.

We adhere to strict processes of handling and disposal of hazardous waste, with regular monitoring. Our facilities maintain sewage treatment plants and effluent treatment plants, using treated water for internal purposes to reduce

freshwater demand. Initiatives such as waterless urinals using biodegradable liquids have significantly reduced water demand in some plants. We also support tree plantation drives at multiple locations.

We have established processes to eliminate or streamline waste streams and improve resource recovery efforts across our business groups to mitigate the risks of pollution, landfill runoff, and other negative impacts from waste disposal. Waste management, especially the handling of hazardous waste, is incorporated into our environmental health and safety strategies. In Fiscal 2025, we initiated and implemented multiple projects to advance our waste management efforts, such as using reusable packaging for deliveries to our customers, eliminating corrugated boxes, employ returnable packing for components from suppliers and reuse wooden pallets.

As of March 31, 2025, 11 of our manufacturing facilities were certified to the ISO 14001 standard. These frameworks provide guidance to improve our environmental performance and validate our approach through certifications.

We have obtained, or are in the process of renewing, all material environmental consents and licenses required by our manufacturing facilities from the relevant governmental agencies that are necessary for us to carry on our business. Our activities are subject to the environmental laws and regulations of India, which govern, among other things, air emissions, wastewater discharge, and handling, storage and disposal of hazardous substances and wastes.

## Intellectual Property

We rely on a combination of intellectual property laws, confidentiality procedures and contractual provisions to protect our intellectual property. As of the date of this Draft Red Herring Prospectus, we had nine registered designs under the Designs Act, 2000 and one patent registered under the Patents Act, 1970 in India. For further details, see ***“Risk Factors – Internal Risk Factors – Our inability to protect or use our intellectual property rights and our failure to keep our technical knowledge confidential may adversely affect our business”*** on page 83.

### *License Agreement with Tenneco Holdings LLC*

Pursuant to the License Agreement, Tenneco Holdings LLC ("**Licensor**") has granted our Company and Subsidiaries (together, the "**Licensees**") a non-exclusive, non-transferable right and license to use certain intellectual property rights, including the Monroe Trademarks, Champion Trademarks and Tenneco Trademarks (each as defined in the License Agreement), as applicable to each of the Licensees and other intellectual property related to the design, development, manufacture, and use of Advanced Suspension Technology Products, Bearings Products, Clean Air Products, Ignition Products, and Sealings Products (each as defined in the License Agreement), as applicable to each of the Licensees, provided that the Licensee's Business (as defined under the License Agreement) and all goods and services offered and sold in connection with the Licensee's Business complies with the quality standards laid down in the License Agreement and as approved by the Licensor from time to time. The license covers the use of such intellectual property rights within India and any other territory that may be designated by written agreement between the parties to the License Agreement.

Under the terms of the License Agreement, all Licensees, viz. our Company and each of our Subsidiaries, other than Federal-Mogul Bearings India Limited ("**FMBIL**"), are required to pay the Licensor a royalty equal to 2.50% of the gross revenue of such Licensees. FMBIL is required to pay the Licensor a royalty equal to 2.00% of its gross revenue. The royalty is calculated on gross revenue, i.e., total revenue of any kind including license or sub-license fees paid to the respective Licensee, but excluding certain items such as sales discounts, returned sales prices, shipment insurance premiums, transportation, sales commissions, sales tax, import duties, and the price of the licensed products sold to the Licensor or any of its affiliates, as further detailed in the agreement.

The License Agreement is effective since April 1, 2024, and will continue to be effective until terminated in accordance with the terms included therein, provided that the Licensor may not terminate the License Agreement prior to January 1, 2031. However, the Licensor may terminate the License Agreement (a) immediately if the Licensees cease to be affiliates of the Licensor; or (b) on 30 days' written notice if the Licensees (i) materially breach the License Agreement and fail to cure such breach within 30 days, or (ii) go into liquidation. Further, the Licensor may immediately terminate the license granted to Tenneco Automotive India Private Limited in relation to the Monroe Trademarks in the event Tenneco Automotive India Private Limited ceases to be an affiliate of Federal-Mogul Motorparts LLC. For further details, see ***“Risk Factors – Internal Risk Factors – 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.”** on page 50 and **“History and Certain Corporate Matters – Summary of Key Agreements”** on page 288.

## Properties

Our Registered Office is located at RNS2, Nissan Supplier Park SIPCOT Industrial Park Oragadam Industrial Corridor Sriperumbudur Taluk, Kancheepuram District - 602 105, Tamil Nadu, India and our Corporate Office is located at 10th Floor, Tower B, Paras Twin Towers, Sector-54, Golf Course Road, Gurugram – 122 002, Haryana, India.

The details of our owned and leased properties are set forth in the table below:

	Name of the Entity	Nature/Purpose of the property	Address	Name of the Lessor	Period of lease	Related party lessor
1	Tenneco Clean Air India Limited	Registered Office and Chennai Facility	RNS2, Renault & Nissan Supplier Park, SIPCOT Industrial Park, Oragadam Industrial Corridor, Sriperumbudur Taluk Kancheepuram – 602 105, Tamil Nadu, India	State Industries Promotion Corporation of Tamil Nadu Limited (SIPCOT)	99 years	No
		Corporate Office	Paras Twins Towers, 10th floor Tower-B, Village – Haiderpur Viran, Sector-54, Gurgaon – 122 002, Haryana, India,	Federal - Mogul Goetze (India) Limited <sup>(1)</sup>	11 months	Yes
		Pithampur Facility	Plot No 81, Smart Industrial Park, Near Natrip, Pithampur – 454 774, Madhya Pradesh, India	M.P. Industrial Development Corporation Limited	99 years	No
		Chakan II Facility	Gat No. 278/1/A Village-Nighoje, Khed Taluka, Pune – 410 501, Maharashtra, India	Regal Leasers and Infra Developers	Seven years	No
		Chakan I Facility	G6, Chakan Industrial Area, Phase - III, MIDC, Kuruli, Khed taluka, Pune - 410 501, Maharashtra India	Maharashtra Industrial Development Corporation	95 years	No
2	Federal-Mogul Ignition Products India Limited	Bhiwadi Facility	SP-812/B-1&2 RIICO Industrial Area, Phase III, Bhiwadi – 301 019, Rajasthan, India	Rajasthan State Industrial Development and Investment Corporation Ltd.	99 years	No
3	Federal-Mogul Bearings India Limited	Parwanoo Facility	Plot No.3, 4 and 5, Sector-II, Parwanoo, Tehsil Kasauli, Solan – 173 220, Himachal Pradesh, India	Secretary cum-Chief Engineer, HP Housing Board	95 years	No
4	Federal-Mogul Sealings India Limited	Chakan Sealings Facility	152/223, Mahalunge village, Chakan, Talegaon, Road, Khed Taluka, Pune – 410 501, Maharashtra, India	Owned	NA	NA
		Hosur Facility	122, SIPCOT Industrial	State Industries	99 years	No

Name of the Entity	Nature/Purpose of the property	Address	Name of the Lessor	Period of lease	Related party lessor
5	Tenneco Automotive India Private Limited	Complex, Phase-I, Hosur – 635 126, Tamil Nadu, India	Promotion Corporation of Tamil Nadu Ltd.		
		Puducherry Facility	Plot No. B-80-84 and B-91-95, 12th cross, 3rd Main Road, PIPDIC Industrial Estate, Mettupalayam – 605 009, Puducherry, India.	Pondicherry Industrial Promotion Development and Investment Corporation Limited	72 years No
		Chakan ART Facility	Gat No. 864 & 865, Village Nighoje, Khed Taluka, Pune – 410 501, Maharashtra, India	Ramdas Baban Yelwande and others.	Five years No
		Sanand Facility	Plot no AV- 35 Sanand- II Industrial Estate, Ahmedabad – 382 170, Gujarat, India	Gujarat Industrial Development Corporation	99 years No
		Bawal Facility	Plot no. 321, sector - 3, Phase-II, Growth Centre, HSIIDC, Bawal – 123 501, Rewari,	Haryana State Industrial and Infrastructure Development Corporation Ltd.	NA <sup>(2)</sup> NA

Note:

<sup>(1)</sup> Federal - Mogul Goetze (India) Limited is a Group Company and a member of our Promoter Group.

<sup>(2)</sup> For details, see “Risk Factors- Internal Risk Factors -Our Registered Office, Corporate Office and manufacturing facilities (except for the Chakan Sealings Facility), warehouses and R&D centers are located on leased land. If we are unable to renew or extend such leases, our business operations may be adversely affected. Further, land title in India can be uncertain and we may not be able to identify or correct defects or irregularities in title to certain land which we own.” on page 62.

In addition, as of March 31, 2025, we leased 12 warehouses in India, comprising three warehouses for the Clean Air Solutions business located in Bhopal, Anantapur, and Pithampur, three warehouses for the Advanced Ride Technologies division (one located in Chennai, and two in Hosur), four warehouses for ignition products located in Chennai, and Anantapur, and two for bearing products located in Pune and Chennai. For further details of our lease agreements, see “**Risk Factors – Internal Risk Factors – Our Registered Office, Corporate Office and manufacturing facilities (except for the Chakan Sealings Facility) and R&D centers are located on leased land. If we are unable to renew or extend such leases, our business operations may be adversely affected. Further, land title in India can be uncertain and we may not be able to identify or correct defects or irregularities in title to certain land which we own.**” on page 62.

## Competition

We face competition from competitors both domestically and internationally, in relation to specific business lines and sectors. The key factors of competition may also include quality, cost, delivery, technical capability, level of vertical or horizontal integration, and quality of management. Consequently, we compete with different companies under each of our business categories. The following table indicates our key competitors in the domestic market for our key business lines:

Business Lines	Key Competitors
Clean Air Solutions	Sharda Motors, SM Auto and Cummins Emission Solutions
Ignition	Bosch, Niterra India PVT LTD. (formerly known as NGK) and Denso India PVT LTD
Bearings and sealings	Daido, Bimetal Bearing Ltd, Taiho Kogyo Co. Ltd., Talbrose (Talbro Automotive Components Ltd and Talbro Engineering Ltd) and Elring Klinger

Business Lines	Key Competitors
Advanced Ride Technologies	Gabriel India Limited

(Source: CRISIL Report)

For further details on our competitors and details of certain of our financial and operational metrics as compared with our peers, see, “**Industry Overview**” beginning on page 165.

### Information Technology, Data Protection and Privacy

We utilize third-party business software and solutions to support our operations. Additionally, we have implemented office automation and security systems at our manufacturing facilities and offices throughout India. We make efforts to consistently update our systems, to ensure efficiency and business continuity. We use SAP as an enterprise resource planning software across all plants.

Data collected during our operations, including customer data, is handled in accordance with our data security and data privacy policies. We employ various technical and organizational security measures to protect our systems, products, and data. For instance, we use security firms to protect us from cyber-attacks, internal firewall devices for network protection, and multifactor authentication to prevent unauthorised access. Our devices are regularly updated with mandatory IT system updates, USB ports are disabled, and BitLocker is enabled to prevent data loss or breaches in our plants. We utilize VPN for private access to our intranet. Additionally, we have an access control system in place for our server and computer rooms to ensure physical security. Our data protection and security policies and procedures are established and implemented to manage data security and privacy, with regular reviews by our team to assess performance and update policies and processes for business transactions. For more details on risks related to cybersecurity or privacy breaches, please see “**Risk Factors – Internal Risk Factors – Failure or disruption of our Information Technology (“IT”) systems may adversely affect our business, financial condition, results of operations and prospects.**” on page 89.

### Insurance

We maintain insurance policies that we believe are customary for companies operating in our industry. These include policies in relation to machinery, commercial liability, fire, and vehicles among others. Our policies are subject to customary exclusions and deductibles, including with respect to the maximum amount that can be claimed based on the coverage limits. While we believe that the level of insurance we maintain would be adequate to cover the normal risks associated with the operation of our business, we do not have insurance policies to cover all possible events. Also, see “**Risk Factors – Internal Risk Factors – Our insurance coverage may not be adequate to protect us against all potential losses, which may have an adverse effect on our results of operations, cash flows and financial condition.**” on page 64.

### Corporate Social Responsibility

We have adopted a corporate social responsibility (“CSR”) policy in compliance with the requirements of the Companies Act, 2013 and the rules thereunder. Our CSR programs are monitored by the CSR Committee of our Board and is responsible for recommending the amount of expenditure to be incurred on CSR activities and monitoring our CSR policy from time to time. Our CSR programs focus on sustainable development with an emphasis on key social welfare activities such as promoting rural enterprise and skill development, advancing environmental preservation, engaging in community development, supporting vocational and higher education for marginalized groups, and promoting gender equality and empowering women.

In Fiscal 2025, we actively engaged in the following CSR activities: (i) conducting health awareness programs for women; (ii) conducting medical health camps in villages near the Pithampur Facility and Chakan Facility, benefiting around 500 people; (iii) conducting vaccination drives in schools in villages near our manufacturing facility; and (iv) organizing a tree plantation drive, planting around 4,000 trees in collaboration with the forest department.

### Details about the Tenneco Group

Tenneco Group is a U.S. headquartered key global Tier-I automotive component supplier (Source: CRISIL Report). With its long operating history, Tenneco Group has over 100 customers and over 30 premium brands. Tenneco LLC’s management is committed to serving the Indian market across all key vehicle segments and powertrain options and will continue to support the aftermarket. As of December 31, 2024, Tenneco Group: operated in 28 countries, had 180 manufacturing plants and 39 R&D and technical centers and had approximately

59,400 employees. Tenneco Group generated US\$16,777 million in revenue for the year ended December 31, 2024.

Tenneco Group operates across five segments: Clean Air, Powertrain, Ignition, Performance Solutions, and DRiV (the aftermarket business). Tenneco Group's key worldwide brands include Champion, Goetze, Deva, Glycodur, Monroe, MOOG, Wagner, Fel-Pro, Walker, BentleyHarris, Daros and Clevite.

Tenneco Group's awards include: Cummins' Best Supplier Award (2024), GM Supplier of the Year Award (2024), Ethisphere's World's Most Ethical Companies (2023), EcoVadis' Sustainability Ratings – Gold (2023).

## KEY REGULATIONS AND POLICIES IN INDIA

*The following is a brief overview of key sector specific laws and regulations in India which are applicable to our business and operations. The information in this section has been obtained from legislations, including rules, regulations, guidelines and circulars promulgated and issued by regulatory bodies that are available in the public domain. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative actions, regulatory, administrative or judicial decisions. The description of laws and regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. For details of the government approvals obtained by our Company, see “Government and Other Approvals” beginning on page 468.*

### Key legislations applicable to our business

#### ***The Explosives Act, 1884 and the Explosives Rules, 2008***

The Explosives Act, 1884 (“**Explosives Act**”) is a comprehensive law which regulates by licensing the manufacturing, possession, sale, transportation, export and import of explosives. Under the Explosives Act, “explosive” means *inter alia* any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of the Explosives Act, the Central Government has notified the Explosive Rules, 2008 in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

#### ***The Petroleum Act, 1934 and the Petroleum Rules, 2002***

The Petroleum Act, 1934, as amended (the “**Petroleum Act**”), aims to regulate the import, transport, storage, production, and distribution of petroleum and petroleum-related products to ensure public safety and prevent hazards associated with their handling. The Act establishes classifications for petroleum based on its flash point and prescribes safety measures for its handling and storage.

The Petroleum Rules, 2002 (the “**Petroleum Rules**”) complement the Petroleum Act by providing detailed regulations concerning licensing, facilities, containers, and equipment used in the petroleum industry. All operations, transactions, or contracts involving petroleum products must comply with the standards and safety measures prescribed under the Petroleum Act and Rules. State-specific guidelines and notifications further define localized compliance requirements.

#### ***The Electricity Act, 2003 (“Electricity Act”)***

The Electricity Act was enacted to regulate the generation, transmission, distribution, trading, and use of electricity by authorizing a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days’ notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police containing the particulars of electrical installation and plant, if any, the nature, and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorizes the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorizes the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.



***Notification number 477(E) dated July 25, 1991 and Press Note 9 dated August 2, 1991 of the Ministry of Commerce and Industry, Government of India***

The Ministry of Commerce and Industry, Government of India pursuant to its notification number 477(E) dated July 25, 1991 (“**Notification**”) exempted certain industrial undertakings from the provisions of the Industries (Development and Regulation) Act, 1951 (“**Industries Act**”) providing for licencing of industrial undertakings. Under the Industries Act an industrial undertaking means any undertaking pertaining to an industry (mentioned in the schedule to the Industries Act) that is carried on in one or more factories by any person or authority including the Government. Industries undertaking the manufacture of articles exempted from industrial license in terms of the Notification are required to submit an Industrial Entrepreneurs Memorandum (“**IEM**”) for undertaking the manufacture of such exempted articles under the provisions of the press note no. 9 dated August 2, 1991.

***Consumer Protection Act, 2019***

The Consumer Protection Act (“**Consumer Protection Act**”) provides for timely and effective administration and settlement of consumer disputes. It seeks, *inter alia* to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons who buy goods or avail services by offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal commissions for the purposes of redressal of consumer grievances. In cases of misleading and false advertisements, a manufacturer or service provider who causes a false or misleading advertisement to be made which is prejudicial to the interest of consumers can be punished with imprisonment for a term up to two years and with a fine of up to ten lakh rupees, and for every subsequent offence, imprisonment for a term up to five years and a fine of up to fifty lakh rupees.

***Environmental Legislation***

***Environment Protection Act, 1986 and the Environment Protection Rules, 1986 (the “EP Rules”) read with the Environmental Impact Assessment Notification, 2006 (“EIA Notification”)***

The Environment Protection Act, 1986 (“**EP Act**”) has been enacted with an objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The Environment Protection Rules, 1986 (“**EP Rules**”) prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes through prohibitions and restrictions on the location of industries as well as on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

***Water (Prevention and Control of Pollution) Act, 1974***

The Water (Prevention and Control of Pollution) Act, 1974 (the “**Water Act**”) provides for one Central Pollution Control Board, as well as state pollution control boards (“**State PCB**”), to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

***Air (Prevention and Control of Pollution) Act, 1981***

The Air (Prevention and Control of Pollution) Act, 1981 (the “**Air Act**”) provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the state pollution control board declare, any area or areas within the State as air pollution control area or areas for the

purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, under section 22 of the Air Act, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

#### ***Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016***

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “**Hazardous Waste Rules**”) regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, “hazardous waste” *inter alia* means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

#### ***Plastic Waste Management Rules, 2016***

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to *inter alia*, segregate and store the waste generated by them in accordance with the Municipal Solid Waste (Management and Handling) Rules, 2000, as amended, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centres, either on its own or through the authorized waste collection agency.

#### ***Bio-Medical Waste Management Rules, 2016 (the “BMW Rules”)***

The BMW Rules apply to all persons who generate, collect, receive, store, transport, treat, dispose, or handle biomedical waste in any form. The BMW Rules mandate every occupier of an institution generating bio-medical waste to take all necessary steps to ensure that such waste is handled without any adverse effect to human health and environment and *inter alia* to make provisions for safe premises, ventilated and secured location for storage of segregated bio-medical waste, pre-treat laboratory waste and provide training to workers involved in handling bio-medical waste.

### **Labour law legislations**

#### ***Factories Act, 1948***

The Factories Act, 1948, as amended (the “**Factories Act**”), defines a “factory” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each State Government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

#### ***Contract Labour (Regulation and Abolition) Act, 1970***

The Contract Labour (Regulation and Abolition) Act, 1970 (“**CLRA**”) regulates the employment of contract labour in certain establishments. The CLRA provides that the appropriate Government may, after consultation with the Central or State Advisory Boards (constituted under the CLRA), prohibit employment of contract labour in any process, operation or other work in any establishment.

#### ***Shops and establishments legislations in various states***

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and

establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, in each state, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

In addition to the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- Employee's Compensation Act, 1923.
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
- Employees' State Insurance Act, 1948.
- The Equal Remuneration Act, 1976.
- Maternity Benefit Act, 1961.
- Minimum Wages Act, 1948.
- Payment of Bonus Act, 1965.
- Payment of Gratuity Act, 1972.
- Payment of Wages Act, 1936.
- The Child Labour (Prohibition and Regulation) Act, 1986.
- The Labour Welfare Fund Act, 1965.
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- Industrial Employment (Standing Orders) Act, 1946
- Industrial Disputes Act, 1947
- Industrial (Development and Regulation) Act, 1951
- The Trade Unions Act, 1926

In order to rationalize and reform labour laws in India, the Government of India has enacted four labour codes, namely:

- (a) The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020, which amends and subsumes certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code provides for, *among other things*, standards for health, safety and working conditions for employees of establishments,.
- (b) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.
- (c) The Code on Wages, 2019 received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019 pertaining to the central advisory board. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.
- (d) The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated December 18, 2020, the Government of India brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(2)(s), 67(2)(t) (to the extent that they relate to the central advisory board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the Government of India) and 8 of the Minimum Wages Act, 1948) of the Code on Wages, 2019. Through its notification dated April 30, 2021, the Government of India brought into force Section 142 of the Code on Social Security, 2020 which lays down that a person must have a valid Aadhaar in order to avail benefits or services under the code. The remaining provisions of this code will be brought into force on a date to be notified by the Government of

India. It amends and consolidates several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

## **Intellectual Property Laws**

### ***The Trademarks Act, 1999 (the "Trademarks Act")***

The Trademarks Act governs the statutory protection of trademarks and prohibits any registration of deceptively similar trademarks, among others. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of such marks. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trademark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration are required to be restored. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010 ("Trademark Amendment Act") simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

### ***The Patents Act, 1970 (the "Patents Act")***

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product. The Patents Act recognizes both product and process patent and prescribes eligibility criteria for grant of patents, including the requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection.

### ***The Design Act, 2000 (the "Design Act")***

The Design Act consolidates and amends the law relating to the protection of designs. The Design Act is a complete code in itself and is statutory in nature and protects new or original designs from getting copied which cause loss to the proprietor. The proprietor upon registration gets 'copyrights in design' for the period of 10 years from the date of registration which can be renewed for a second period of five years, before the expiration of original period of 10 years. The controller registers a design under this Act after verifying that the design of any person, claiming to be the proprietor, is the new or original design not previously published anywhere in any country and is not against any public policy or morality. Any obvious or fraudulent imitation of a design, which is already registered, without the consent of its proprietor, is unlawful. It also prohibits the import of any material which closely resembles a registered design. The Central Government also drafted the Design Rules, 2001 (the "Design Rules") under the authority of the Design Act for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc.

## **Foreign Investment and Trade Regulations**

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 ("FEMA") along with the rules, regulations and notifications made by the Reserve Bank of India ("RBI") thereunder, and the consolidated Foreign Direct Investment ("FDI") Policy ("FDI Policy") (effective from October 15, 2020) issued by the Department of Industrial Policy and Promotion ("DIPP"), Ministry of Commerce and Industry, Government of India from time to time. The FDI Policy consolidates all the press notes, press releases, and clarifications on FDI issued by DIPP. Further, the RBI has enacted the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. The FEMA, the FEMA Rules, and the FDI Policy prescribe certain requirements with respect to downstream investments by Indian companies that are owned or controlled by foreign entities and with respect to foreign investment into India

and transfer of ownership or control of Indian companies in sectors with caps on foreign investment from resident Indian persons or entity to foreigners, as well as such transactions between foreigners. Requirements under these laws currently include restrictions on pricing, issue transfer, valuation of shares and sources of funding for such investments, and may, in certain cases, require prior notice for approval of the Government of India. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route. Under the FDI Policy, foreign direct investment is permitted up to 100% on the automatic route, in sectors which are not specifically listed or prohibited in the FDI Policy (including the information technology sector), subject to applicable laws or regulations, security and other conditionalities.

Further, in accordance with Press Note No. 4 (2020 Series), dated April 17, 2020, issued by the DPIIT, all investments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy.

### ***Foreign Exchange Management (Overseas Investment) Rules, 2022***

The RBI, with an aim to operationalise a new overseas investment regime, has introduced the ODI Rules and the Foreign Exchange Management (Overseas Investment) Regulations, 2022 (“**ODI Regulations**”), vide Notification No. G.S.R. 646(E) and Notification No. FEMA 400/2022-RB dated August 22, 2022, respectively. Further, the Foreign Exchange Management (Overseas Investment) Directions, 2022 (“**ODI Directions**”) were introduced to be read with the ODI Rules and the ODI Regulations. The new regime simplifies the framework to cover wider economic activity and thereby, significantly reducing the need for specific approvals. Investment may be made by an Indian entity only in a foreign entity engaged in activities permissible under the law in force in India and the host jurisdiction. Any manner of overseas direct investment by an Indian entity shall be made as prescribed in the ODI Rules, namely: (i) subscription as part of MoA or purchase of equity capital, (ii) acquisition through bidding or tender procedure, (iii) acquisition of equity capital by way of rights issue or allotment of bonus shares, (iv) capitalisation of any amount due from the foreign entity subject to applicable conditions, (v) swap of securities, and (vi) merger, demerger, amalgamation or any scheme of arrangement.

### ***Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder***

The Foreign Trade (Development and Regulation) Act, 1992 (“**FTA**”) seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an importer-exporter code number (“**IEC**”) granted by the Director General of Foreign Trade, Ministry of Commerce (“**DGFT**”). The IEC granted to any person may be suspended or cancelled *inter alia* in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder, or the foreign trade policy would become liable to a penalty under the FTA.

### **Laws Relating to Taxation**

The Goods and Services Tax (“**GST**”) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the State Government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 (“**CGST**”), relevant state’s Goods and Services Act, 2017 (“**SGST**”), Union Territory Goods and Services Act, 2017 (“**UTGST**”), Integrated Goods and Services Act, 2017 (“**IGST**”), Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the “**Income Tax Act**”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its “Residential Status” and “Type of Income” involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an

amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Under the Customs Act, 1962 the Central Government has the power to prohibit either absolutely or subject to such conditions, the import or export of goods of any specified description. Further, the Central Government may specify goods of such class or description, if it is satisfied that it is necessary to take special measures for the purpose of checking the illegal import, circulation or disposal of such goods.

#### ***Other Indian laws***

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, fire-safety related laws, the Contract Act, 1872, the Competition Act, 2002, and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day-to-day business.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of our Company

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 consequent upon conversion to public company dated May 16, 2025 was issued by the Central Processing Centre on behalf of the RoC.

### Changes in the registered office

Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of change	Details of change in the registered office	Reasons for change
August 12, 2021	Registered office was changed from Suit 305, Delta Wing, 3 <sup>rd</sup> Floor, Raheja Towers, # 177 Anna Salai, Chennai, 600 002, Tamil Nadu to RNS2, Nissan Supplier Park, SIPCOT Industrial Park, Oragadam Industrial Corridor, Oragadam, Sriperumbudur Taluk, Kancheepuram – 602 105, Tamil Nadu	Administrative convenience and cost effectiveness

### Main objects of our Company

The main objects contained in our Memorandum of Association are set forth below:

*“1. To engage in the business of planning, engineering, developing, licensing, manufacturing, producing, fabricating, remodeling, acquiring, purchasing, Importing, exporting, leasing, hiring, letting on hire, exchanging, altering, repairing, maintaining, servicing, distributing, selling, assembling, trading, agency, patenting, dealing and providing technical, advisory, management, supervisory, engineering and support services in connection with any or all types of automobile parts including but not limited to exhaust pumps, catalytic, converters, mufflers as well as any and all other components', parts, sub assemblies, associated functions, services, products, systems and related accessories, equipment, materials, tools, machines, machinery, appliances, apparatus, devices and substances necessary or useful for or in connection with the same.”*

The main objects clause and matters necessary for furtherance of the main objects, as contained in our Memorandum of Association, enable our Company to carry on the business presently being carried out.

### Amendments to the Memorandum of Association

Set out below are the amendments to the Memorandum of Association of our Company since incorporation:

Date of Shareholders' resolution/Effective date	Details of amendment
March 28, 2019	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital of our Company from ₹ 500,000 divided into 50,000 equity shares of face value of ₹ 10 each to ₹ 7,800,500,000 divided into 780,050,000 equity shares of face value of ₹ 10 each.
February 21, 2025	Clause I of the Memorandum of Association of our Company was substituted to reflect the change in name of our Company from ‘Tenneco Clean Air India Private Limited’ to ‘Tenneco Clean Air India Limited’ consequent to the conversion of our Company from a private limited company to a public limited company.

## Major events and milestones

The table below sets forth certain major events in the history of our Company, its Subsidiaries and our business:

Calendar Year	Events and Milestones
1979*	Our Parwanoo Facility, currently operating under our Powertrain Solutions business for manufacturing of our 'bearings' products, was established
1983*	Our Hosur Facility, currently operating under our Advanced Ride Technologies division for manufacturing of our 'ART' products, was established
1997*	Our Chakan Sealings Facility, currently operating under our Powertrain Solutions business for manufacturing of our 'sealings' products, was established
1999*	Our Bhiwadi Facility, currently operating under our Powertrain Solutions business for manufacturing of our 'ignitions' products, was established
2000*	Our first plant for manufacturing of 'Clean Air Products' was established at Gat No. 1396/97, Sanaswadi Nagar Road, Pune, Maharashtra
2006-2007*	Our first dort press for sintered components was installed in our Puducherry Facility
2010*	Our Chennai Facility, currently operating under our Clean Air Solutions business for manufacturing of our 'Clean Air Products' products, was established
2018*	Acquisition of Federal Mogul entities by the Tenneco Group
2019*	Our Pithampur Facility, currently operating under our Clean Air Solutions business for manufacturing of our 'Clean Air Products' products, was established
2023*	Launched the BS6.2 solutions at Chakan I Facility, Chakan II Facility, Chennai Facility and Pithampur Facility
2024*	Introduced new generation shock absorber for the SUV and EV segment
2025	Acquisition of Federal-Mogul Sealings India Limited, Federal-Mogul Bearings India Limited, Federal-Mogul Ignition Products India Limited and Tenneco Automotive India Private Limited pursuant to share swap agreements each dated March 25, 2025 <sup>#</sup>

\* The milestones disclosed above include certain events that have occurred prior to such facilities/businesses becoming a part of our Company and/or Subsidiaries.

<sup>#</sup>For further details please see "– Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation" on page 285.

## Key awards, accreditations and recognition

Set forth below are some of the key awards, accreditations and recognition received by our Company and Subsidiaries and our business, including prior to such businesses being acquired by our Company and/or our Subsidiaries:

Calendar Year	Accreditations and recognitions
2025	Gold award for case study by Quality Circle Forum of India at Safety Week – Pune circle
	Received the 'Innovation Award – Automotive Division' at the Mahindra Supplier Excellence Awards
	Recognised as 'Q-Prime supplier for achieving end-to-end quality excellence' by Daimler India Commercial Vehicles
	Awarded as 'Super 8 Participant in Regional Supplier Samrat – FY 25' at the Supplier Samrat – FY25 by Ashok Leyland
	Award for 'Excellence in Supplier Mentoring' by Daimler India Commercial Vehicles
2024	Gold award for poster, slogan and case study by Quality Circle Forum of India at Safety Week – Pune circle
	Received the 'Appreciation award KIA India Partnership Day' from KIA
	Certificate of appreciation in recognition of 'superior performance in the area of spares performance in the year 2023-24' by Maruti Suzuki India Limited
	Certificate of appreciation in recognition of 'supplier collaboration initiatives for co-learning through exemplary sharing of best practices' from Maruti Suzuki India Limited
	Award for 'On-Field Support and Collaboration' by Maruti Suzuki India Limited
	Received the 'Supplier Appreciation Award' at Mahindra Supplier Excellence Awards
	Certificate of appreciation for 'being a reliable partner and achieving quality excellence during the year 2023' by Isuzu Motors India at Supplier Performance Awards 2024
	'Platinum Award for Consistent Quality Performance' by Ashok Leyland
	Certificate of appreciation for 'excellent support for components supplied during volume ramp-ups of G-12 engines during Jul' 24' by Mahindra
	Awarded the 'Super 8 Participant in Regional Supplier Samrat FY – 2024' at the Supplier Samrat – FY24 by Ashok Leyland



Calendar Year	Accreditations and recognitions
2023	‘Gold award for Case Study Presentation’ at the Supplier Quality Improvement Contest by Kirloskar Oil Engines Limited Received a recognition for ‘partnership in development of new product platform’ at the Supplier Conference 2023 by Kirloskar Oil Engines Limited
2022	Certificate of appreciation for ‘achieving zero PPM for the year 2021’ at DICV Suppliers Meet 2022 by Daimler India Commercial Vehicles Certificate of appreciation in recognition of ‘superior performance in the area of part design and development (supplier design category) in the year 2021-22’ by Maruti Suzuki India Limited Certificate of appreciation in recognition of ‘superior spares performance in the year 2021-22’ by Maruti Suzuki India Limited
2021	Award for ‘contribution in supply chain management’ by VECV at the Annual Supplier Conference 2021
2019	Award as a winner under the ‘partnership’ category for the year 2019 at the DICV Supplier Meet 2021 by Daimler India Commercial Vehicles Private Limited Awarded for ‘Achieving Excellence – Partner Level Performance’ by John Deere
2011	Received an award in recognition of ‘Good Parts Quality during 2011-12’ from Renault Nissan

### Significant financial or strategic partnerships

Our Company does not have any significant financial or strategic partners as on the date of this Draft Red Herring Prospectus.

### Time/cost overrun in setting up projects

We have not experienced any time or cost overrun in setting up our projects as on the date of this Draft Red Herring Prospectus.

### Capacity/facility creation, location of plants

For details regarding capacity/facility creation and location of plants of our Company, see “***Our Business – Manufacturing – Facilities***” on page 255.

### Launch of key products or services, entry in new geographies or exit from existing markets

For details of key products launched by us and entry into new geographies or exit from existing markets, as applicable, see “***Our Business – Our Products***” and “***History and certain Corporate Matters – Major events and milestones***” on pages 249 and 284, respectively.

### Defaults or re-scheduling/restructuring of borrowings with financial institutions/banks

As on the date of this Draft Red Herring Prospectus, there have been no defaults or rescheduling/restructuring of borrowings with financial institutions/banks.

### Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., since incorporation

Except as disclosed below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc., since incorporation.

#### 1. ***The Scheme of Arrangement for Demerger amongst Tenneco Automotive India Private Limited (“TAIPL”), our Company and their respective shareholders and creditors (“Scheme of Arrangement for Demerger”)***

Pursuant to a Scheme of Arrangement for Demerger, as approved by our Board by way of its resolution dated January 17, 2019 and the NCLT, Chennai by way of its order dated April 26, 2019, the business of, *inter alia*, planning, engineering, developing, manufacturing, producing, remodelling, acquiring, purchasing, importing, exporting, leasing, exchanging, servicing, distributing, selling, assembling, trading, patenting, and providing technical advisory, management, supervisory, engineering and support services in connection with any and all types of automobile parts, including but not limited to exhaust pumps, catalytic converters, mufflers, exhaust pipes as well as any and all other components, parts, sub-assemblies, associated functions, products, systems and related

accessories, equipment, materials, tools, machinery, and substances necessary or useful for or in connection therewith (“**Clean Air Business**”) demerged from TAIPL (*which later became our Subsidiary in 2025*) (“**Demerged Entity**”) and vested in our Company. Pursuant to the Scheme of Arrangement for Demerger, the Clean Air Business of the Demerged Entity, including, *inter alia*, all assets, liabilities, regulatory licenses, proceedings, employees, was transferred to and vested in our Company on a going concern basis, from the effective date, being April 1, 2019.

The rationale for the scheme was, *inter alia*, synergy of operations, attribution of appropriate valuation to the Demerged Entity and our Company, better allocation of resources, cost savings, rationalisation of administrative expenses and increased focus by the Demerged Entity and our Company on their respective businesses in order to better meet their respective customers’ needs and priorities.

As consideration for the Clean Air Business, our Company, pursuant to Board resolution dated June 15, 2019, issued 777,683,120 Equity Shares of face value of ₹ 10 each to the shareholders of the Demerged Entity, namely Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited in the entitlement ratio of 32.7 Equity Shares of ₹ 10 each of our Company for every 10 equity shares of ₹ 10 each of Tenneco Automotive India Private Limited. For detail, see “**Capital Structure- Equity share capital history of our Company**” on page 121. Upon the Scheme of Arrangement for Demerger becoming effective, the authorised share capital of our Company got revised and enhanced from 50,000 Equity Shares of ₹ 10 each to 780,050,000 Equity Shares of ₹ 10 each. For detail, see “**- Amendments to our Memorandum of Association**” on page 283.

#### *Summarised information about valuation*

The Equity Share entitlement ratio of 32.7 Equity Shares of ₹ 10 each of our Company for every 10 equity shares of ₹ 10 each of the Demerged Entity was determined by conducting a relative valuation of the Clean Air Business of the Demerged Entity and our Company in accordance with the generally accepted professional standards, pursuant to an independent valuation report dated January 17, 2019, prepared using the (i) discounted cash flows method, (ii) comparable companies’ multiple method, and (iii) net asset value method, as applicable to the Clean Air Business of the Demerged Entity and our Company.

## **2. Share swap agreement amongst our Company, Federal-Mogul Ignition Products India Limited (“FMIPL”) and Federal-Mogul Pty Ltd (“Seller”)**

Our Company entered into a share swap agreement dated March 25, 2025 with FMIPL and the Seller pursuant to which our Company acquired 42,789,029 equity shares of face value ₹10 each of FMIPL at a price of ₹97.74 each (the “**Swap Shares**”), constituting 99.99% of the share capital of FMIPL, from the Seller on March 26, 2025. In consideration of the transfer of the Swap Shares by the Seller to our Company, our Company issued and allotted 14,478,794 Equity Shares of face value of ₹ 10 each at an issue price of ₹288.85 each to the Seller on March 26, 2025. For details of the issuance and allotment of the Equity Shares of our Company, see “**Capital Structure- Equity share capital history of our Company**” on page 121.

The Seller, Federal-Mogul Pty Ltd is one of the Promoters of our Company and is a part of the Tenneco Group and to that extent, the other Promoters of our Company are related to the Seller in their respective capacities as the Promoters of our Company, and as part of the Tenneco Group. Further, none of our Directors have any relationship with the Seller.

#### *Summarised information about valuation*

##### Valuation of our Company

The fair market value of the Equity Shares of our Company as at February 28, 2025, of ₹ 288.85 each of face value of ₹ 10 each, was determined as per an independent valuation report dated March 19, 2025, prepared using the (i) discounted cash flows method, and (ii) comparable companies’ multiple method.

##### Valuation of FMIPL

The fair market value of the equity shares of FMIPL as at February 28, 2025, of ₹ 97.74 each of face value of ₹ 10 each, was determined as per an independent valuation report dated March 19, 2025, prepared using the (i) discounted cash flows method, and (ii) comparable companies’ multiple method.

3. **Share swap agreement amongst our Company, Federal-Mogul Bearings India Limited (“FMBIL”), Federal-Mogul Investments B.V. (“Seller 1”) and Tenneco LLC (“Seller 2” and together with Seller 1, the “Sellers”)**

Our Company entered into a share swap agreement dated March 25, 2025 with FMBIL and the Sellers, pursuant to which our Company acquired 4,245,139 equity shares of face value of ₹10 each held by Seller 1 in FMBIL (“**Swap Shares 1**”) and 4,475,947 equity shares of face value ₹10 each held by Seller 2 in FMBIL (“**Swap Shares 2**, and together with Swap Shares 1, the “**Swap Shares**”), at a price of ₹ 450.12 each, constituting 48.40% and 51% of the share capital of FMBIL, respectively and aggregating to 8,721,086 equity shares of face value of ₹10 each of FMBIL, constituting 99.40% of its share capital, on March 26, 2025. In consideration of the transfer of Swap Shares by the Sellers to our Company, our Company issued and allotted 6,615,274 Equity Shares of face value of ₹ 10 each at an issue price of ₹ 288.85 each to Seller 1, and 6,974,946 Equity Shares of face value of ₹ 10 each at an issue price of ₹ 288.85 each to Seller 2, each on March 26, 2025. For detail of the issuance and allotment of the Equity Shares of our Company, see “**Capital Structure- Equity share capital history of our Company**” on page 121.

The Sellers, Federal-Mogul Investments B.V. and Tenneco LLC, are two of the Promoters of our Company and are part of the Tenneco Group. To that extent, the other Promoters of our Company are related to the Sellers in their respective capacities as the Promoters of our Company and as part of the Tenneco Group. Further, none of our Directors have any relationship with Seller 1 and other than Manvendra Singh Sial, Prakash Mahesh and Nathan Patrick Bowen, none of our Directors have any relationship with Seller 2. For further details, see “**Our Management - Brief biographies of our Directors**” on page 297.

*Summarised information about valuation*

Valuation of our Company

The fair market value of the Equity Shares of the Company as at February 28, 2025, of ₹ 288.85 each of face value of ₹ 10 each, was determined as per an independent valuation report dated March 19, 2025, prepared using the (i) discounted cash flows method, and (ii) comparable companies’ multiple method.

Valuation of FMBIL

The fair market value of the equity shares of FMBIL as at February 28, 2025, of ₹ 450.12 each of face value of ₹ 10 each, was determined as per an independent valuation report dated March 19, 2025, prepared using the (i) discounted cash flows method, and (ii) comparable companies’ multiple method.

4. **Share swap agreement amongst our Company, Federal-Mogul Sealings India Limited (“FMSIL”) and Federal-Mogul Investments B.V. (“Seller”)**

Our Company entered into a share swap agreement dated March 25, 2025, with FMSIL and the Seller pursuant to which our Company acquired 7,491,712 equity shares of face value ₹1 each of FMSIL at a price of ₹ 153.93 each (the “**Swap Shares**”), constituting 89.89% of the share capital of FMSIL, from the Seller, on March 26, 2025. In consideration of the transfer of Swap Shares by the Seller to our Company, our Company issued and allotted 3,992,380 Equity Shares of face value of ₹ 10 each at an issue price of ₹288.85 each to the Seller on March 26, 2025. For detail of the issuance and allotment of the Equity Shares of our Company, see “**Capital Structure- Equity share capital history of our Company**” on page 121.

The Seller, Federal-Mogul Investments B.V., is one of the Promoters of our Company and are part of the Tenneco Group and to that extent, the other Promoters of our Company are related to the Seller in their respective capacities as the Promoters of our Company, and as part of the Tenneco Group. Further, none of our Directors have any relationship with the Seller.

*Summarised information about valuation*

Valuation of our Company

The fair market value of the Equity Shares of the Company as at February 28, 2025, of ₹ 288.85 each of face value of ₹ 10 each, was determined as per an independent valuation report dated March 19, 2025, prepared using the (i) discounted cash flows method, and (ii) comparable companies’ multiple method.

### Valuation of FMSIL

The fair market value of the equity shares of FMSIL as at February 28, 2025, of ₹ 153.93 each of face value of ₹ 1 each, was determined as per an independent valuation report dated March 19, 2025, prepared using the (i) discounted cash flows method, and (ii) comparable companies' multiple method.

### **5. *Share swap agreement amongst our Company, Tenneco Automotive India Private Limited ("TAIPL"), Tenneco Mauritius Holdings Limited ("Seller 1") and Tenneco (Mauritius) Limited ("Seller 2" and together with Seller 1, the "Sellers")***

Our Company entered into a share swap agreement dated March 25, 2025, with TAIPL and the Sellers, pursuant to which our Company acquired 92,804 equity shares of face value ₹10 each held by Seller 1 in TAIPL ("**Swap Shares 1**") and 7,196 equity shares of face value ₹10 each held by Seller 2 in TAIPL ("**Swap Shares 2**", and together with Swap Shares 1, the "**Swap Shares**"), at a price of ₹ 454,806.13 each, constituting 92.80% and 7.20% of the share capital of TAIPL, respectively and aggregating to 100,000 equity shares of face value of ₹10 each of TAIPL, constituting 100% of its share capital, on March 26, 2025. In consideration of the transfer of Swap Shares by the Sellers to our Company, our Company issued and allotted 146,123,690 Equity Shares of face value of ₹ 10 each at an issue price of ₹ 288.85 each to Seller 1, and 11,330,396 Equity Shares of face value of ₹ 10 each at an issue price of ₹ 288.85 each to Seller 2, each on March 26, 2025. For detail of the issuance and allotment of the Equity Shares of our Company, see "**Capital Structure - Equity share capital history of our Company**" on page 121.

The Sellers, Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited, are two of the Promoters of our Company and are part of the Tenneco Group and to that extent, the other Promoters of our Company are related to the Sellers in their respective capacities as the Promoters of our Company, and as part of the Tenneco Group. Further, none of our Directors have any relationship with the Seller.

### *Summarised information about valuation*

#### Valuation of our Company

The fair market value of the Equity Shares of the Company as at February 28, 2025, of ₹ 288.85 each of face value of ₹ 10 each, was determined as per an independent valuation report dated March 19, 2025, prepared using the (i) discounted cash flows method, and (ii) comparable companies' multiple method.

#### Valuation of TAIPL

The fair market value of the equity shares of TAIPL as at February 28, 2025, of ₹ 454,806.13 each of face value of ₹ 10 each, was determined as per an independent valuation report dated March 19, 2025, prepared using the (i) discounted cash flows method, and (ii) comparable companies' multiple method.

The above-mentioned valuation reports have been included in "**Material Contracts and Documents for Inspection – Material Documents**" on page 587.

### **Summary of key agreements**

Except as set out below, there are no other agreements/ arrangements and clauses/ covenants which are material, and which need to be disclosed or non-disclosure of which may have a bearing on the investment decision in connection with the Offer:

### **License agreement dated June 10, 2025, as amended by the amendment #1 to the license agreement dated June 17, 2025, between Tenneco Holdings LLC, our Company and our Subsidiaries, each with effect from April 1, 2024 ("License Agreement").**

Pursuant to the License Agreement, Tenneco Holdings LLC ("**Licensor**") has granted our Company and Subsidiaries (together, the "**Licensees**") a non-exclusive, non-transferable right and license to use certain intellectual property rights, including the Monroe Trademarks, Champion Trademarks and Tenneco Trademarks (each as defined in the License Agreement), as applicable to each of the Licensees and other intellectual property related to the design, development, manufacture, and use of Advanced Suspension Technology Products, Bearings

Products, Clean Air Products, Ignition Products, and Sealings Products (each as defined in the License Agreement), as applicable to each of the Licensees, provided that the Licensee's Business (as defined under the License Agreement) and all goods and services offered and sold in connection with the Licensee's Business complies with the quality standards laid down in the License Agreement and as approved by the Licensor from time to time. The license covers the use of such intellectual property rights within India and any other territory that may be designated by written agreement between the parties to the License Agreement.

Under the terms of the License Agreement, all Licensees, viz. our Company and each of our Subsidiaries, other than Federal-Mogul Bearings India Limited ("FMBIL"), are required to pay the Licensor a royalty equal to 2.50% of the gross revenue of such Licensees. FMBIL is required to pay the Licensor a royalty equal to 2.00% of its gross revenue. The royalty is calculated on gross revenue, i.e., total revenue of any kind including license or sub-license fees paid to the respective Licensee, but excluding certain items such as sales discounts, returned sales prices, shipment insurance premiums, transportation, sales commissions, sales tax, import duties, and the price of the licensed products sold to the Licensor or any of its affiliates, as further detailed in the agreement.

The License Agreement is effective since April 1, 2024, and will continue to be effective until terminated in accordance with the terms included therein, provided that the Licensor may not terminate the License Agreement prior to January 1, 2031. However, the Licensor may terminate the License Agreement (a) immediately if the Licensees cease to be affiliates of the Licensor; or (b) on 30 days' written notice if the Licensees (i) materially breach the License Agreement and fail to cure such breach within 30 days, or (ii) go into liquidation. Further, the Licensor may immediately terminate the license granted to Tenneco Automotive India Private Limited in relation to the Monroe Trademarks in the event Tenneco Automotive India Private Limited ceases to be an affiliate of Federal-Mogul Motorparts LLC.

#### **Details of shareholder agreements**

There are no subsisting arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, any agreements between our Company, our Promoters, and Shareholders, or agreements of like nature or agreements comprising any clauses/covenants which are material to our Company, and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer. Further, there are no other clauses/covenants which are adverse or prejudicial to the interest of the minority/public shareholders of our Company.

#### **Agreements required under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations**

There are no agreements entered into by our Shareholders, Promoters, members of the Promoter Group, related parties of our Company, Directors, Key Managerial Personnel, Senior Management or employees of our Company, or of any of our Subsidiaries, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company, other than in the ordinary course of business, or impose any restriction or create any liability upon the Company, as required to be disclosed pursuant to Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

#### **Guarantees given by the Promoter Selling Shareholder**

As on the date of this Draft Red Herring Prospectus, no guarantee has been given by the Promoter Selling Shareholder in the Offer for Sale to any third parties in relation to our borrowings.

#### **Agreements with Key Managerial Personnel or Senior Management, Director, Promoters or any other employee**

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or Senior Management or Directors or the Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

#### **Key terms of other subsisting material agreements**

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than

in the ordinary course of business of our Company. Further, there are no agreements pursuant to which any of our shareholders have been granted or hold any special rights in our Company.

### Holding company

Our Company's holding company is our Promoter, Tenneco Mauritius Holdings Limited.

For details regarding the corporate information and nature of business of our Promoters, please see "**Our Promoters and Promoter Group – Our Promoters**" on page 312.

### Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has four direct Subsidiaries.

#### 1. Federal - Mogul Ignition Products India Limited ("FMIPL")

##### *Corporate information*

FMIPL was originally incorporated as 'Cooper Automotive Products (India) Private Limited', a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued on July 16, 1997 by the Registrar of Companies, N.C.T. of Delhi and Haryana at New Delhi. Subsequently the name of FMIPL was changed to 'Federal-Mogul Automotive Products (India) Private Limited' and consequently, a fresh certificate of incorporation was issued on February 26, 1999 by the Registrar of Companies, Rajasthan at Jaipur. Subsequently its name was changed to 'Federal-Mogul Automotive Products (India) Limited' upon conversion into a public company and consequently a fresh certificate of incorporation was issued on April 4, 2011 by the Registrar of Companies National Capital Territory of Delhi and Haryana at New Delhi. Further, its name was further changed to 'Federal-Mogul Ignition Products India Limited' and consequently a fresh certificate of incorporation was issued on March 1, 2014 by the Registrar Companies, of National Capital Territory of Delhi and Haryana at New Delhi. Its CIN is U51109DL1998PLC195010. Its registered office is situated at 803, Best Sky Tower, Netaji Subhash place, Rani Bagh, Delhi – 110034, Rani Bagh, North West Delhi, Delhi, India, 110034.

##### *Nature of business*

FMIPL is engaged in the business of, *inter alia*, manufacturing of ignition products such as spark plugs and ignition coil for use in automobiles under the Clean Air & Powertrain Solutions Division. For details see, "**Our Business**" beginning on page 228.

##### *Capital structure*

As on the date of this Draft Red Herring Prospectus, the authorized share capital of FMIPL is ₹ 50,00,00,000 divided into 5,00,00,000 equity shares of ₹ 10 each, and the issued, subscribed, and paid-up equity share capital of FMIPL is ₹ 427,890,360 divided into 42,789,036 equity shares of ₹ 10 each.

##### *Shareholding pattern*

As on the date of this Draft Red Herring Prospectus, the shareholding pattern of FMIPL is as follows:

Name of shareholder	Number of equity shares of ₹ 10 each held	Percentage of the total equity shareholding (%)
Tenneco Clean Air India Limited*	42,789,036	100

\* Two equity shares of face value of ₹ 10 each are held by Co-operatief Federal-Mogul Dutch Investment B.A. and one equity shares of face value of ₹ 10 each is held by each of Federal-Mogul Pty Ltd jointly with T Kannan, Federal-Mogul Pty Ltd jointly with Upkar Singh Randhava, Federal Mogul Pty Ltd jointly with Khalid Iqbal Khan, Federal-Mogul Pty Ltd jointly with Shreya Malhan and Federal-Mogul Pty Ltd jointly with Saloni Chawla as nominees of Tenneco Clean Air India Limited.

### Financial information

Certain key financial indicators of FMIPL set forth below:

(amount in millions)

Particulars	For the Fiscal		
	2025	2024	2023
Equity Share Capital	427.89	427.89	427.89
Net Worth	834.62	1,174.48	1,035.31
Revenue from operations	2,638.62	2,363.85	2,354.85
Total income	2,668.50	2,408.21	2,367.24
Profit/(Loss) after tax	200.92	139.55	133.72
Earnings per share (Basic)	4.70	3.26	3.13
Earnings per share (Diluted)	4.70	3.26	3.13
Total borrowings	-	-	-

### Amount of accumulated profits or losses

There are no accumulated profits or losses of FMIPL that have not been accounted for by our Company.

## 2. Federal-Mogul Bearings India Limited (“FMBIL”)

### Corporate information

FMBIL was originally incorporated pursuant to demerger of engine bearing division of Gabriel India Limited, which was a public listed company in India into ‘Anand Engine Components Limited’, a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued on July 17, 2006 by the Registrar of Companies, Maharashtra at Mumbai. Its name was changed to ‘Federal-Mogul Bearings India Limited’ and consequently a fresh certificate of incorporation was issued on May 17, 2008 by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, its name was changed to ‘Federal-Mogul Anand Bearings India Limited’ and consequently a fresh certificate of incorporation was issued on May 12, 2015 by the Registrar of Companies, Delhi and Haryana at Delhi. Further, its name was changed to ‘Federal-Mogul Bearings India Limited’ and consequently a fresh certificate of incorporation was issued on June 30, 2022 by the Registrar of Companies, Delhi and Haryana at New Delhi on June 30, 2022. Its CIN is U29199HR2006PLC043262. Its registered office is situated at Paras Twin Towers, 10<sup>th</sup> floor Tower-B, Sector-54, Golf Course Road, Gurgaon, 122002, Haryana, India.

### Nature of business

FMBIL is engaged in the business of, *inter alia*, manufacturing of engine components, such as engine and transmission bearings and other related components. Under the Clean Air & Powertrain Solutions division it designs, manufacture and sell engine bearings. For details see, “**Our Business**” beginning on page 228.

### Capital structure

As on the date of this Draft Red Herring Prospectus, the authorized share capital of FMBIL is ₹ 10,00,00,000 divided into 1,00,00,000 equity shares of ₹ 10 each, and the issued, subscribed, and paid-up equity share capital of FMBIL is ₹ 87,763,650 divided into 8,776,365 equity shares of ₹ 10 each.

### Shareholding pattern

As on the date of this Draft Red Herring Prospectus, the shareholding pattern of FMBIL is as follows:

Name of shareholder	Number of equity shares of ₹ 10 each held	Percentage of the total equity shareholding (%)
Tenneco Clean Air India Limited	8,721,086	99.37
Others- Public shareholders	55,279	0.63
<b>Total</b>	<b>8,776,365</b>	<b>100.00</b>

### Financial information

Certain key financial indicators of FMBIL set forth below:

(amount in millions)

Particulars	2025	For the Fiscal 2024	2023
Equity Share Capital	87.76	87.76	87.76
Net Worth	888.54	669.90	842.46
Revenue from operations	2,049.38	2,098.21	2,138.39
Total income	2,058.15	2,114.68	2,140.65
Profit/(Loss) after tax	217.33	159.91	159.41
Earnings per share (Basic)	24.76	18.22	18.16
Earnings per share (Diluted)	24.76	18.22	18.16
Total borrowings	-	-	-

### Amount of accumulated profits or losses

There are no accumulated profits or losses of FMBIL that have not been accounted for by our Company.

### 3. Federal-Mogul Sealings India Limited (“FMSIL”)

#### Corporate information

FMSIL was originally incorporated pursuant to demerger/vesting of gaskets and heat shields business of Viktor Gaskets India Limited into Anand I-seal Limited, a public limited company under the Companies Act pursuant to a certificate of incorporation issued on September 15, 2014 by the Registrar of Companies, Maharashtra at Pune. Subsequently, its name was changed to ‘Federal-Mogul Anand Sealings India Limited’ and consequently a fresh certificate of incorporation was issued on March 31, 2015 by the Registrar of Companies, Maharashtra at Pune. Subsequently, its name was changed to ‘Federal-Mogul Sealings India Limited’ and a fresh certificate of incorporation was issued on June 14, 2022 by the Registrar of Companies, Maharashtra at Pune. Its CIN is U29253PN2014PLC152540. Its registered office is situated at 152/223, At Village Mahalunge, Chakan Talegaon, Road, Tal. Khed, Pune – 410501, Maharashtra, India.

#### Nature of business

FMSIL is engaged in the business of, *inter alia*, manufacturing and selling of hot and cold Gaskets, MLS gaskets and heat shields for automotive and non-automotive engines and equipment under the Clean Air & Powertrain Solutions division. It also designs, manufactures and sells sealing systems. For details see, “**Our Business**” beginning on page 228.

#### Capital structure

As on the date of this Draft Red Herring Prospectus, the authorized share capital of FMSIL is ₹ 1,50,00,000 divided into 1,50,00,000 equity shares of ₹ 1 each, and the issued, subscribed, and paid-up equity share capital of FMSIL is ₹ 8,334,142 divided into 8,334,142 equity shares of ₹1 each.

#### Shareholding pattern

As on the date of this Draft Red Herring Prospectus, the shareholding pattern of FMSIL is as follows:

Name of shareholder	Number of equity shares of ₹ 1 each held	Percentage of the total equity shareholding (%)
Tenneco Clean Air India Limited	7,491,712	89.89
Others- Public shareholders	842,430	10.11
<b>Total</b>	<b>8,334,142</b>	<b>100.00</b>



### Financial information

Certain key financial indicators of FMSIL set forth below:

(amount in millions)

Particulars	2025	For the Fiscal 2024	2023
Equity Share Capital	8.33	8.33	8.33
Net Worth	181.58	89.25	87.78
Revenue from operations	1,067.14	1,002.53	1,010.94
Total income	1,067.94	1,005.18	1,014.11
Profit/(Loss) after tax	93.18	2.84	(13.51)
Earnings per share (Basic)	11.18	0.34	(1.62)
Earnings per share (Diluted)	11.18	0.34	(1.62)
Total borrowings	305.00	355.00	380.60

### Amount of accumulated profits or losses

There are no accumulated profits or losses of FMSIL that have not been accounted for by our Company.

#### 4. Tenneco Automotive India Private Limited (“TAIPL”)

### Corporate information

TAIPL was incorporated as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, N.C.T. of Delhi and Haryana at New Delhi on January 12, 1998. Its CIN is U34300TZ1998PTC015231. The registered office of TAIPL is 122, SIPCOT Industrial Complex, Hosur, Tamil Nadu, 635126, India.

### Nature of business

TAIPL is engaged in the business of, *inter alia*, manufacturing of automobile parts and the equipment and materials in connection with Advanced Ride Technologies (“ART”) division. It designs, manufactures and sells shock absorbers, struts and advanced suspension systems under the Monroe® brands to OEMs and the aftermarket. For details see, “**Our Business**” beginning on page 228.

### Capital structure

As on the date of the Draft Red Herring Prospectus, the authorized share capital of TAIPL is ₹ 2,545,000,000 divided into 254,275,000 equity shares of ₹ 10 each, and preference share capital of ₹ 2,250,000 divided into 22,500 preference shares of ₹ 100 each, and the issued, subscribed, and paid-up equity share capital of TAIPL is ₹ 1,000,000 divided into 100,000 equity shares of ₹ 10 each.

### Shareholding pattern

As on the date of this Draft Red Herring Prospectus, the shareholding pattern of TAIPL is as follows:

Name of shareholder	Number of equity shares of ₹ 10 each held	Percentage of the total equity shareholding (%)
Tenneco Clean Air India Limited	100,000	100.00
<b>Total</b>	<b>100,000</b>	<b>100.00</b>

\* One equity share of face value of ₹ 10 each is held by Tenneco (Mauritius) Limited as a nominee of Tenneco Clean Air India Limited.

### *Financial information*

Certain key financial indicators of TAIPL set forth below:

*(amount in millions)*

Particulars	For the Fiscal		
	2025	2024	2023
Equity Share Capital	1.00	1.00	1.00
Net Worth	10,219.41	4,520.66	5,736.31
Revenue from operations	20,781.61	18,645.05	17,870.21
Total income	21,123.98	19,188.79	18,417.55
Profit/(Loss) after tax	6,878.58	1,430.55	1,632.78
Earnings per share (Basic)	68,785.80	14,305.50	16,327.80
Earnings per share (Diluted)	68,785.80	14,305.50	16,327.80
Total borrowings	-	-	8.62

### *Amount of accumulated profits or losses*

There are no accumulated profits or losses of TAIPL that have not been accounted for by our Company.

### **Joint Venture**

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint venture.

### ***Other Confirmations***

#### *Interest in our Company*

As on the date of this Draft Red Herring Prospectus, except as disclosed in “***Summary of the Offer Document – Summary of related party transactions***” and “***Restated Consolidated Financial Information – Note 28 - B. Related party transactions eliminated during the year while preparing the Restated Consolidated summary statements***” on page 21 and 393, respectively, our Subsidiaries do not have any: (a) business interest in our Company; or (b) related business transactions with our Company.

#### *Common pursuits*

There are no common pursuits between our Subsidiaries and our Company, as on the date of this Draft Red Herring Prospectus.

## OUR MANAGEMENT

In accordance with our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors, provided that our Shareholders may appoint more than 15 Directors after passing a special resolution in a general meeting. As of the date of this Draft Red Herring Prospectus, we have eight Directors on our Board comprising one Whole-time Director, seven Non-Executive Directors, including three Independent Directors, of which one is a woman Independent Director.

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

S. No.	Name, DIN, designation, address, occupation, date of birth, period of directorship and current term	Age (in years)	Other directorships
1.	<p><b>Niranjan Kumar Gupta</b></p> <p><b>DIN:</b> 07806792</p> <p><b>Designation:</b> Chairman and Independent Director</p> <p><b>Address:</b> Flat no. 703, Tower B, Bestech Park View SPA, Sector-47, South City-II, Gurgaon – 122 018, Haryana, India</p> <p><b>Occupation:</b> Service</p> <p><b>Current term:</b> For a period of three years with effect from May 5, 2025</p> <p><b>Period of directorship:</b> Director since May 5, 2025</p> <p><b>Date of birth:</b> January 30, 1971</p>	54	Nil
2.	<p><b>Arvind Chandrasekharan</b></p> <p><b>DIN:</b> 08721916</p> <p><b>Designation:</b> Whole-Time Director and Chief Executive Officer</p> <p><b>Address:</b> Villa no. 91, Embassy Boulevard, VTC: Hunasamaranahalli, Bengaluru – 562 157, Karnataka, India</p> <p><b>Occupation:</b> Service</p> <p><b>Current term:</b> Up to January 31, 2028 and liable to retire by rotation</p> <p><b>Period of directorship:</b> Director since May 5, 2025</p> <p><b>Date of birth:</b> January 4, 1970</p>	55	Nil
3.	<p><b>Manavendra Singh Sial</b></p> <p><b>DIN:</b> 11095791</p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> 800 Wallea DR Menlo Park, CA – 94025, United State of America</p> <p><b>Occupation:</b> Service</p> <p><b>Current term:</b> Liable to retire by rotation</p>	48	Nil

S. No.	Name, DIN, designation, address, occupation, date of birth, period of directorship and current term	Age (in years)	Other directorships
	<i>Period of directorship:</i> Director since May 15, 2025		
	<i>Date of birth:</i> July 26, 1976		
4.	<b>Nathan Patrick Bowen</b>  <i>DIN:</i> 11095741  <i>Designation:</i> Non-Executive Director  <i>Address:</i> 23973, Wintergreen Circle, Novi, Michigan – 48374-3682, United States of America  <i>Occupation:</i> Service  <i>Current term:</i> Liable to retire by rotation  <i>Period of directorship:</i> Director since May 15, 2025	55	Nil
	<i>Date of birth:</i> August 29, 1969		
5.	<b>Prakash Mahesh</b>  <i>DIN:</i> 11095815  <i>Designation:</i> Non-Executive Director  <i>Address:</i> 507, Yucatan Dr Waxhaw, NC 28173-0417, United States of America  <i>Occupation:</i> Service  <i>Current term:</i> Liable to retire by rotation  <i>Period of directorship:</i> Director since May 15, 2025	53	Nil
	<i>Date of birth:</i> January 27, 1972		
6.	<b>Utsav Baijal</b>  <i>DIN:</i> 02592194  <i>Designation:</i> Non-Executive Director  <i>Address:</i> Beau Monde Tower, Flat 902, B-Wing, Appasaheb Marathe Marg, Prabhadevi – 400 025, Mumbai, Maharashtra, India  <i>Occupation:</i> Service  <i>Current term:</i> Liable to retire by rotation  <i>Period of directorship:</i> Director since May 15, 2025  <i>Date of birth:</i> December 11, 1976	48	<i>Indian companies:</i>  Tezzract 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
7.	<b>Gopika Pant</b>	64	<i>Indian companies:</i>

S. No.	Name, DIN, designation, address, occupation, date of birth, period of directorship and current term	Age (in years)	Other directorships
	<b>DIN:</b> 00388675		PayU Payments Private Limited
	<b>Designation:</b> Independent Director		Ranjit Nanda and Associates Private Limited
	<b>Address:</b> 49A, Aradhana, Sector 13, R. K. Puram, New Delhi – 110066, India		Colgate-Palmolive (India) Limited
	<b>Occupation:</b> Professional		ABB India Limited
	<b>Current term:</b> For a period of three years with effect from May 5, 2025		<i>Foreign companies:</i>
	<b>Period of directorship:</b> Director since May 5, 2025		Nil
	<b>Date of birth:</b> August 14, 1960		
8.	<b>Jaidit Singh Brar</b>	50	<i>Indian companies:</i>
	<b>DIN:</b> 10799130		Exide Energy Solutions Limited
	<b>Designation:</b> Independent Director		Exide Industries Limited
	<b>Address:</b> B-5/1402, World Spa West, Sector 30/41, Gurgaon – 122 001, Haryana, India		Tenneco Automotive India Private Limited
	<b>Occupation:</b> Service		<i>Foreign companies:</i>
	<b>Current term:</b> For a period of three years with effect from May 5, 2025		Nil
	<b>Period of directorship:</b> Director since May 5, 2025		
	<b>Date of birth:</b> February 1, 1975		

### Brief biographies of our Directors

**Niranjan Kumar Gupta** is an Independent Director and Chairman of the Board of our Company. 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. Most recently, he was the chief executive officer of Hero MotoCorp Limited and previously he was associated with Vedanta Limited and Hindustan Unilever Limited covering finance and supply chain roles.

**Arvind Chandrasekharan** is the Whole-Time Director and Chief Executive Officer of our Company. 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.

**Manavendra Singh Sial** is a Non-Executive Director of our Company. 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 account. 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 this Draft 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.

**Prakash Mahesh** is a Non-Executive Director of our Company. 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 this Draft 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.

**Nathan Patrick Bowen** is a Non-Executive Director of our Company. 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.

**Utsav Baijal** is a Non-Executive Director of our Company. 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.

**Gopika Pant** is an Independent Director of our Company. 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 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.

**Jaidit Singh Brar** is an Independent Director of our Company. 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.

#### **Terms of appointment of our Whole-Time Director and Chief Executive Officer**

##### **Arvind Chandrasekharan**

Pursuant to the appointment letter dated April 7, 2025, Board resolution dated May 5, 2025 and a special resolution of our Shareholders passed at their meeting held on May 15, 2025, the compensation payable to our Whole-Time

Director and Chief Executive Officer, with effect from May 5, 2025, is as follows:

S.No.	Particulars	Amount (in ₹ million)
1.	Basic salary	23.55
2.	House rent allowance	11.78
3.	Conveyance allowance	0.02
4.	Special allowance	5.56
5.	<b>Gross Salary (A)</b>	<b>40.91</b>
6.	<b>Leave travel reimbursement (B)</b>	<b>0.1</b>
7.	Provident fund contribution (Employer)	2.83
8.	Gratuity	1.13
9.	Corporate employee insurance	0.03
10.	<b>Sub-total (C)</b>	<b>3.99</b>
11.	<b>Gross cost to Company (D=A+B+C)</b>	<b>45.00</b>
12.	Annual incentive plan: 50% of (D)	20.51
13.	Car lease cost	1.50
14.	Driver salary	0.42
15.	<b>Sub-total (E)</b>	<b>22.43</b>
16.	<b>Total cost to Company (A+B+C+D+E)</b>	<b>67.43</b>

**Severance payment:** Further, our Whole-Time Director and Chief Executive Officer is also entitled to receive severance payment equal to one year's gross salary plus the target bonus, subject to applicable taxes and withholdings, in the event of termination of employment by the Company other than for cause as defined in the appointment letter.

**Bonus component:** Arvind Chandrasekharan is entitled to receive a sign-on bonus of ₹ 25.00 million, subject to income tax deductions, payable as per our Company's policy. He shall further be entitled to a one-time lump sum payment of ₹8.55 million payable at the end of the first year of employment and upon successful completion of the Offer.

**Reimbursement:** He is also entitled to claim reimbursement of education fees of up to ₹ 6.50 million per annum.

#### **Terms of appointment of our Independent Directors and Non-Executive Directors**

Pursuant to (a) appointment letters dated May 5, 2025, (b) resolutions passed by our Board on May 5, 2025, and (c) and special resolutions of our Shareholders passed at their meeting held on May 15, 2025, our Independent Directors, (i) Jaidit Singh Brar and Gopika Pant, are each entitled to receive a compensation of ₹ 8.50 million per annum, and (ii) Niranjan Kumar Gupta is entitled to receive a compensation of ₹ 10.00 million per annum; comprising of the sitting fees for each meeting of the Board and the committee(s) that they are a member of and attend; and an annual profit related commission, which amount shall be payable by our Company in four equal instalments on the expiry of each quarter of a Fiscal, in terms of the appointment letters executed with each of such Independent Directors.

Our Non-Executive Directors, Manavendra Singh Sial, Nathan Patrick Bowen, Prakash Mahesh, and Utsav Baijal were appointed pursuant to (a) resolutions passed by our Board on May 15, 2025, and (c) special resolutions of our Shareholders passed at their meeting held on May 15, 2025. Our Non-Executive Directors are not entitled to receive any compensation (including any sitting fees).

#### **Payment or benefit to Directors**

Details of the compensation paid to the Directors by our Company and its Subsidiaries in Fiscal 2025 are disclosed below:

##### *1. Compensation paid to our Whole-Time Director and Chief Executive Officer*

Since our Whole-Time Director and Chief Executive Officer was appointed in Fiscal 2026, he was not paid any compensation in Fiscal 2025.

##### *2. Compensation paid to our Non-Executive Directors*

Since our Non-Executive Directors were appointed in Fiscal 2026, they were not paid any compensation in Fiscal 2025.

**Contingent or deferred compensation payable to our Directors**

No contingent or deferred compensation was accrued or payable to any of our Directors for Fiscal 2025.

**Relationship between our Directors**

None of our Directors are related to each other.

**Shareholding of our Directors in our Company**

Our Articles of Association do not require our Directors to hold qualification shares. Further, none of our Directors hold any Equity Shares in our Company, as on the date of this Draft Red Herring Prospectus.

**Arrangement or understanding with major Shareholders, customers, suppliers or others**

None of our Directors have been appointed pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

**Loans to our Directors**

As of the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

**Service contracts with Directors**

Except for the benefits available to Arvind Chandrasekharan, our Whole-Time Director and Chief Executive Officer, as disclosed in “- *Terms of appointment of our Whole-Time Director and Chief Executive Officer*” on page 298 above, our Company has not entered into any service contracts with our Directors providing for benefits upon termination of their employment.

**Bonus or profit-sharing plan for our Directors**

Our Company does not have a bonus or profit-sharing plan to which our Directors are a party.

**Interest of Directors**

1. Our Directors may be deemed to be interested to the extent of (i) compensation payable to them and other benefits, if any, to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company, (ii) transactions entered into in the ordinary course of business with companies in which our Directors hold directorship, and (iii) their directorships on the board of directors of our Subsidiaries, as applicable.
2. None of our Directors have any interest in the promotion or formation of our Company.
3. Our Directors have no interest in any property acquired by our Company or proposed to be acquired of our Company or by our Company, as of the date of this Draft Red Herring Prospectus.
4. No sum has been paid or agreed to be paid to our Directors or to such firm or company in cash or shares or otherwise by any person either to induce them to become, or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.
5. None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc.

**Confirmations**

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.



None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

### Changes in the Board during the last three years

The changes to our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name	Effective date of change	Reason
1.	Manvendra Singh Sial	May 15, 2025	Appointment as a Non-Executive Director
2.	Nathan Patrick Bowen	May 15, 2025	Appointment as a Non-Executive Director
3.	Prakash Mahesh	May 15, 2025	Appointment as a Non-Executive Director
4.	Utsav Baijal	May 15, 2025	Appointment as a Non-Executive Director
5.	Nadella Phani Kishor Rao	May 15, 2025	Resignation as a director due to personal reasons
6.	Digambar Jagannath Parkhi	May 15, 2025	Resignation as a director due to personal reasons
7.	Gangasagar Nemnath Hemade	May 15, 2025	Resignation as a director due to personal reasons
8.	Rishi Verma	May 15, 2025	Resignation as a director due to personal reasons
9.	Niranjan Kumar Gupta	May 5, 2025	Appointment as an Independent Director
10.	Arvind Chandrasekharan	May 5, 2025	Appointment as the Whole-Time Director and Chief Executive Officer
11.	Gopika Pant	May 5, 2025	Appointment as an Independent Director
12.	Jaidit Singh Brar	May 5, 2025	Appointment as an Independent Director

### Borrowing powers of our Board

In accordance with our Articles of Association, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board (i) borrow monies by way of issuance of debentures or bonds or debenture stock; (ii) borrow money otherwise than on debentures or bonds by way of any mortgage or charge or other security on the undertaking of the whole or any part of the property, undertaking of the Company, subject to the provisions of Sections 73, 179 and 180 and any other applicable provisions of the Companies Act.

### Corporate governance

Our Company is in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations (as applicable to equity listed companies), the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance, including in relation to the constitution of our Board and committees thereof.

### Committees of our Board

In addition to the committees of our Board described below, our Board may constitute committees for various functions from time to time.

#### *Audit Committee*

The Audit Committee was constituted pursuant to a resolution passed by our Board at its meeting held on May 15, 2025. The composition and terms of reference of the Audit Committee are in compliance with Section 177 and other applicable provisions of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

1. Jaidit Singh Brar (Chairperson);
2. Niranjan Kumar Gupta; and
3. Manavendra Singh Sial

#### *Scope and terms of reference*

The Audit Committee shall be responsible for, among other things, as may be required by the relevant stock exchange(s) in India where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchanges**”) from time to time, the following:

## **Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

- (a) to investigate any activity within its terms of reference;
- (b) to seek information from any employee;
- (c) to obtain outside legal or other professional advice from external sources;
- (d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- (e) such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

## **Role of Audit Committee**

The role of the Audit Committee shall include the following:

- (a) overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible.
- (b) recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the auditors of the Company.
- (c) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- (d) approving payments to the statutory auditors for any other services rendered by the statutory auditors.
- (e) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions; and
  - qualifications and modified opinion(s) in the draft audit report.
- (f) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval.
- (g) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.
- (h) granting approval for the transactions of the Company with related parties and any subsequent modification thereto and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the independent directors who are members of the Audit Committee.
- (i) recommending criteria for omnibus approval or any changes to the criteria for approval of the Board, granting omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the approved criteria, reviewing transactions pursuant to omnibus approval, and making recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act, 2013.
- (j) approval of related party transactions to which the subsidiary(ies) of the Company is a party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous

transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations.

- (k) scrutiny of inter-corporate loans and investments.
- (l) valuation of undertakings or assets of the Company, wherever it is necessary.
- (m) evaluation of internal financial controls and risk management systems.
- (n) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances.
- (o) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases.
- (p) reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems.
- (q) reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure and frequency of internal audit.
- (r) discussing with internal auditors on any significant findings and follow up thereon.
- (s) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- (t) discussing with statutory auditors, (i) before the audit commences, the nature and scope of audit and (ii) post-audit, any areas of concern.
- (u) examining the reasons for defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- (v) reviewing the functioning of the whistle blower mechanism.
- (w) approving the appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- (x) reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding INR 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
- (y) considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation *etc.*, on the Company and its shareholders.
- (z) reviewing the financial statements of the subsidiaries of the Company, in particular, the investments made by an unlisted subsidiary (if any).
- (aa) approving the disclosure of the key performance indicators to be disclosed in the documents in relation to the initial public offer of the equity shares of the Company; and
- (bb) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as amended from time to time.

The Audit Committee shall mandatorily review the following information:

- (a) management discussion and analysis of financial condition and results of operations of our Company;
- (b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (c) internal audit reports relating to internal control weaknesses;
- (d) the appointment, removal and terms of remuneration of the chief internal auditor; and
- (e) statement of deviations, including:
  - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32(1) of the SEBI Listing Regulations; and
  - annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice, in terms of regulation 32(7) of the SEBI Listing Regulations.

The Audit Committee shall meet at least four times a year with maximum interval of 120 days between two consecutive meetings, and shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to seek information from any employee, obtain external professional advice and secure attendance of outsiders with relevant expertise if necessary.

#### *Nomination and Remuneration Committee*

The Nomination and Remuneration Committee was constituted pursuant to a resolution passed by our Board at its meeting held on May 15, 2025. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

1. Gopika Pant (Chairperson);
2. Jaidit Singh Brar; and
3. Manavendra Singh Sial

#### *Scope and terms of reference:*

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- (a) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”).
- (b) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of external agencies, if required,
  - consider candidates from a wide range of backgrounds, having due regard to diversity, and
  - consider the time commitments of the candidates.
- (c) formulating the criteria for evaluation of the performance of independent directors and the Board.
- (d) devising a policy on diversity of the Board.
- (e) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal.

- (f) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (g) recommending to the Board, all remuneration, in whatever form, payable to senior management.
- (h) while formulating the Remuneration Policy, ensuring that:
  - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- (i) performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
  - Administering the employee stock option plans of the Company, as may be required;
  - Determining the eligibility of employees to participate under the employee stock option plans of the Company;
  - granting options to eligible employees and determining the date of grant;
  - determining the number of options to be granted to an employee;
  - determining the exercise price under the employee stock option plans of the Company;
  - construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company; and
- (j) carrying out any other activities as may be delegated by the Board, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as amended from time to time.

The Nomination and Remuneration Committee is required to meet at least once every year in accordance with the SEBI Listing Regulations.

#### *Stakeholders' Relationship Committee*

The Stakeholders' Relationship Committee was constituted pursuant to a resolution passed by our Board at its meeting held on May 15, 2025, in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

1. Jaidit Singh Brar (Chairperson);
2. Niranjana Kumar Gupta; and
3. Arvind Chandrasekharan

#### *Scope and terms of reference*

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

- (a) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders.
- (b) resolving the grievances of the security holders of the Company including complaints related to

transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.

- (c) review of measures taken for effective exercise of voting rights by shareholders.
- (d) review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent.
- (e) review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company; and
- (f) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013 or the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Stakeholders' Relationship Committee is required to meet at least once in a year in accordance with the SEBI Listing Regulations.

#### *Risk Management Committee*

The Risk Management Committee was constituted pursuant to a resolution passed by our Board at its meeting held on May 15, 2025, in compliance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee currently comprises:

1. Gopika Pant (Chairperson);
2. Utsav Baijal; and
3. Nathan Patrick Bowen

The role and responsibility of the Risk Management Committee shall be as follows:

- (a) reviewing, assessing and formulating the risk management system and policy of the Company from time to time and recommending amendment(s) or modification(s) thereof, which shall include:
  - framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee.
  - measures for risk mitigation including systems and processes for internal control of identified risks.
  - business continuity plan;
- (b) ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- (c) monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- (d) periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- (e) keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- (f) reviewing the appointment, removal and terms of remuneration of the chief risk officer (if any).
- (g) implementing and monitoring policies and/or processes for ensuring cyber security.
- (h) coordinating its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors; and

- (i) such other terms of reference and activities as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations or other applicable law.

*Corporate Social Responsibility Committee*

The Corporate Social Responsibility Committee was re-constituted pursuant to a resolution passed by our Board at its meeting held on May 15, 2025. The composition and terms of reference of the Corporate Social Responsibility Committee are in compliance with Section 135 and other applicable provisions of the Companies Act. The Corporate Social Responsibility Committee currently comprises:

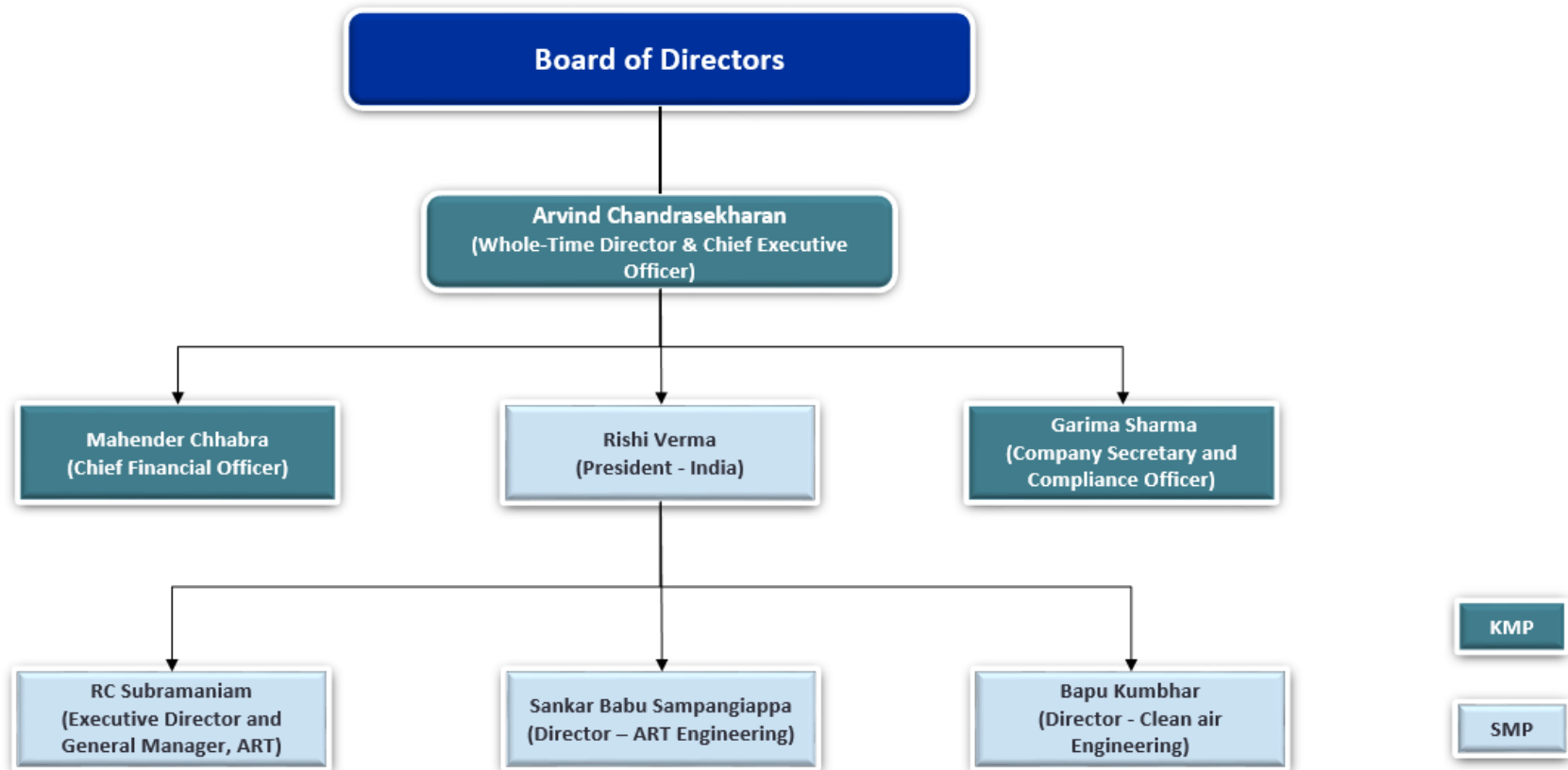
1. Niranjan Kumar Gupta (Chairperson);
2. Gopika Pant; and
3. Prakash Mahesh

*Scope and terms of reference:*

The Corporate Social Responsibility Committee shall be responsible for, among other things, the following:

- (a) formulating and recommending to the Board the corporate social responsibility policy of the Company, including any amendments thereto, in accordance with Schedule VII of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (“CSR Rules”), each as amended, and making revisions as and when decided by the Board.
- (b) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes.
- (c) reviewing and recommending the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company.
- (d) reviewing and monitoring the implementation of corporate social responsibility policy of the Company and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes.
- (e) performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.
- (f) formulating and recommending to the Board, an annual action plan in pursuance of Corporate Social Responsibility Policy, which shall include the following:
  - the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act;
  - the manner of execution of such projects or programmes as specified in Rule 4 of the CSR Rules;
  - the modalities of utilization of funds and implementation schedules for the projects or programmes;
  - monitoring and reporting mechanism for the projects or programmes; and
  - details of need and impact assessment, if any, for the projects undertaken by the Company.
- (j) Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect; and
- (k) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

### Management organization structure





## Key Managerial Personnel

In addition to Arvind Chandrasekharan, our Whole-Time Director and Chief Executive Officer, whose details are provided in “– **Brief biographies of our Directors**” on page 297, the details of our Key Managerial Personnel as of the date of this Draft Red Herring Prospectus are set out below:

**Mahender Chhabra** is the Chief Financial Officer of our Company. He is responsible for financial strategy and operations, compliance and overall financial performance of our Company. He has been associated with our Company since June 5, 2025. He holds a bachelor’s degree of commerce from Maharshi Dayanand University, Rohtak, Haryana and is a member of the Institute of Chartered Accountants of India. He has over 27 years of experience and has previously been associated with Motherson Sumi Wiring India Limited, HMD Mobile India Private Limited as their chief financial officer, Microsoft Corporation (India) Private Limited as the group controller and Bharti Airtel Limited as the general manager – finance, Pepsi Foods Limited, Nokia India Private Limited and Nokia India Sales Private Limited. Since he joined our Company in Fiscal 2026, he has not been paid any remuneration from our Company in Fiscal 2025.

**Garima Sharma** is the Company Secretary and Compliance Officer of our Company. She is responsible for secretarial functions in our Company and ensuring compliance with the Companies Act. She has been associated with the Tenneco Group since 2022. She holds a bachelor’s degree of business administration (banking and insurance) and a bachelor of laws degree from Chaudhary Charan Singh University, Meerut, Uttar Pradesh. She also holds a post-graduate diploma in business administration from the Symbiosis Centre for Distance Learning. She has also passed the professional programme examination held by the Institute of Company Secretaries of India. She has been previously associated with Corporate Professionals (Advisors and Advocates), and RMG & Associates. Since she joined our Company in Fiscal 2026, she has not been paid any remuneration from our Company in Fiscal 2025.

## Senior Management

In addition to Mahender Chhabra, our Chief Financial Officer and Garima Sharma, our Company Secretary and Compliance Officer, whose details are provided in “– **Key Managerial Personnel**” on page 309 above, the details of other members of our Senior Management in terms of SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus are set out below:

**Rishi Verma** is the President – India of our Company. He is responsible for leading business operations for our Clean Air & Powertrain Solutions and Advanced Ride Technologies business divisions. He has been associated with our Company since April 26, 2019 and with the Tenneco Group since August 1, 2007. He holds a bachelor’s degree of technology in metallurgical engineering from the Indian Institute of Technology, Roorkee, Uttarakhand. He has been previously associated with, National Engineering Industries Limited, Dana India Technical Centre Private Limited, and Walker Exhaust India Private Limited. In Fiscal 2025, he received an aggregate compensation of ₹ 55.05 million from our Company.

**R C Subramaniam** is the Executive Director and General Manager – ART of our Material Subsidiary, TAIPL. He is responsible for leading business operations for our Advanced Ride Technologies business division. He has been associated with TAIPL since January 19, 2009. He holds a bachelor’s degree of science (chemistry honors) from Vinoba Bhave University, Hazaribagh, Jharkhand and a master’s degree of business administration from Indian Institute of Bombay, Mumbai, Maharashtra upon the recommendation of senate and Washington University in St. Louis. He is also a member of the Institute of Cost Accountants of India. He has been previously associated with, General Motors India Private Limited, International Auto Limited, Saint-Gobain Glass India Limited, Litaka Pharmaceuticals Limited, Balmer Lawrie & Company Limited, Garware-Wall Ropes Limited, and Frito-Lay India. In Fiscal 2025, he received an aggregate compensation of ₹ 32.81 million from TAIPL.

**Bapu Shivaji Kumbhar** is the Director – Clean Air Engineering of our Company. He is responsible for leading engineering function for Clean Air Solutions business in our Company. He has been associated with our Company since April 26, 2019 and with the Tenneco Group since December 25, 2009. He holds a bachelor’s degree of engineering (mechanical) from Shivaji University, Kolhapur, Maharashtra. He has been previously associated with, Grupo Antolin Pune Private Limited, LML Limited, and Tractors and Farms Equipment Limited. In Fiscal 2025, he received an aggregate compensation of ₹ 9.04 million from our Company.

**Sankar Babu Sampangiappa** is the Director – ART Engineering of our Material Subsidiary, TAIPL. He is responsible for engineering function for our Advanced Ride Technologies business division. He has been associated with TAIPL since October 18, 2007. He has pursued bachelor’s degree of technology (mechanical)

from Institute of Advance Studies in Education, Sardarshahr, Rajasthan. He also holds a master's degree of business administration from Sikkim Manipal University, Gangtok, Sikkim. He has also completed diploma course in mechanical engineering from Adhiyamaan Polytechnic, Hosur, Tamil Nadu and State Board of Technical Education and Training. He has been previously associated with Bharat Technologies Auto Components Limited, Minda HUF Limited, AISIN NTT Private Limited and Renowned Auto Products MFRS Limited. In Fiscal 2025, he received an aggregate compensation of ₹ 7.54 million from our Material Subsidiary, TAIPL.

### **Status of Key Managerial Personnel and Senior Management**

Except R C Subramaniam and Sankar Babu Sampangiappa who are permanent employees of TAIPL, our Material Subsidiary, all other Key Managerial Personnel and members of Senior Management are permanent employees of our Company.

### **Relationship between our Key Managerial Personnel, Senior Management and Directors**

None of our Key Managerial Personnel and Senior Management are related to each other or to the Directors of our Company.

### **Shareholding of Key Managerial Personnel and Senior Management in our Company**

None of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company, as on the date of this Draft Red Herring Prospectus.

### **Bonus or profit-sharing plan of our Key Managerial Personnel and Senior Management**

None of our Key Managerial Personnel or Senior Management is a party to any bonus or profit-sharing plan by our Company.

### **Arrangement or understanding with major shareholders, customers, suppliers or others**

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or Senior Management were selected as members of our management.

### **Interest of Key Managerial Personnel and Senior Management**

Except as disclosed in “- *Interest of Directors*” on page 300, our Key Managerial Personnel and Senior Management do not have any interests in our Company, other than to the extent of the (i) compensation or incentives, if any, to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company or Material Subsidiary, as applicable.

### **Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management**

No deferred or contingent compensation was accrued or payable to any of our Key Managerial Personnel or Senior Management in Fiscal 2025.

### **Changes in the Key Managerial Personnel and Senior Management during the last three years**

Other than as disclosed in “- *Changes in our Board in the last three years*” on page 301, the changes in the Key Managerial Personnel and Senior Management in the preceding three years are as follows:

<b>Name</b>	<b>Date of Change</b>	<b>Reason for Change</b>
Mahender Chhabra	June 5, 2025	Appointment as the Chief Financial Officer
Garima Sharma	May 5, 2025	Appointment as the Company Secretary and Compliance Officer
Priya Dekate	May 5, 2025	Resignation as company secretary due to personal reasons
Priya Dekate	September 29, 2022	Appointment as company secretary

### **Payment or benefit to Key Managerial Personnel and Senior Management**

No amount or benefit has been paid or given within two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given to any officers of our Company, including our Key Managerial Personnel and Senior Management, other than normal remuneration, for services rendered as officers of our Company, and as disclosed in “- *Terms of appointment of our Whole-Time Director and Chief Executive Officer*” and “*Restated Consolidated Financial Information – Note 28– Related Party Disclosures*”, on pages 298 and 384.

### **Service contracts with Key Managerial Personnel and Senior Management**

Except as disclosed under “- *Terms of appointment of our Whole-Time Director and Chief Executive Officer*” on page 298 and other than statutory benefits upon termination of employment or retirement, our Company has not entered into any service contracts with our Key Managerial Personnel/ Senior Management providing for benefits upon termination of their employment.

### **Employee stock option scheme**

For details of our employee stock option scheme, see “*Capital Structure – Notes to Capital Structure - Employee Stock Option Scheme*” on page 135.

## OUR PROMOTERS AND PROMOTER GROUP

### Our Promoters

As on the date of this Draft Red Herring Prospectus, the following are the Promoters of our Company:

1. Tenneco Mauritius Holdings Limited;
2. Tenneco (Mauritius) Limited;
3. Federal-Mogul Investments B.V;
4. Federal-Mogul Pty Ltd.; and
5. Tenneco LLC.

As on the date of this Draft Red Herring Prospectus, our Promoters hold an aggregate of 403,604,309\* Equity Shares of face value of ₹10 each, comprising 100.00% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For further details, see “*Capital Structure – History of build-up of the Promoters’ shareholding in our Company*” on page 128.

*\*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:*

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

### Details of our Promoters

#### 1. Tenneco Mauritius Holdings Limited (“TMHL”)

##### *Corporate information*

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.

As on the date of this Draft Red Herring Prospectus, the equity shares of TMHL are not listed on any stock exchange.

##### *Nature of business*

TMHL is engaged in investment holding activities.

##### *Change in activities*

There has been no change in business activities of TMHL from the date of its incorporation.

##### *Board of directors*

The board of directors of TMHL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the Director	Designation
1.	Jens Uwe Boeck	Director
2.	Nawsheen Khodabux	Director
3.	Shafiq-Ur-Rahmaan Soyfoo	Director

##### *Shareholding pattern*

The shareholding pattern of TMHL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No	Name Of Shareholders	Number of shares of USD 1 each	Shareholding (%)
1.	Tenneco Global Holdings LLC	29,596,105	100.00
	<b>Total</b>	<b>29,596,105</b>	<b>100.00</b>

##### *Details of change in control*

There has been no change in the control of TMHL in the last three years preceding the date of this Draft Red Herring Prospectus.

#### *Promoter of Promoter*

As on the date of this Draft Red Herring Prospectus, the only shareholder of TMHL is Tenneco Global Holdings LLC with 100% shareholding, which is ultimately and wholly owned, indirectly, by Tenneco LLC. Tenneco Global Holdings LLC is a limited liability company organized under the laws of the State of Delaware having an Employer Identification Number 76-0450674, and its registered office is located at 1521 Concord Pike Suite 201, Wilmington, Delaware 19803 USA. Presently, no natural person holds 15% or more of the voting rights in Tenneco Global Holdings LLC.

Further, as a limited liability company, Tenneco Global Holdings LLC does not have a board of directors and is managed by its sole member, Tenneco International Holdings LLC.

## **2. Tenneco (Mauritius) Limited (“TML”)**

#### *Corporate information*

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 Luis, Mauritius.

As on the date of this Draft Red Herring Prospectus, the equity shares of TML are not listed on any stock exchange.

#### *Nature of business*

TML is engaged in investment holding activities.

#### *Change in activities*

There has been no change in business activities of TML from the date of its incorporation.

#### *Board of directors*

The board of directors of TML, as on the date of this Draft Red Herring Prospectus is as follows:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>
1.	Jens Uwe Boeck	Director
2.	Nawsheen Khodabux	Director
3.	Shafiq-Ur-Rahmaan Soyfoo	Director

#### *Shareholding pattern*

The shareholding pattern of TML as on the date of this Draft Red Herring Prospectus is as follows:

<b>Sr. No</b>	<b>Name Of Shareholders</b>	<b>Number of shares of USD 1 each</b>	<b>Shareholding (%)</b>
1.	TMHL	8,717,469	100.00
	<b>Total</b>	<b>8,717,469</b>	<b>100.00</b>

#### *Details of change in control*

There has been no change in the control of TML in the last three years preceding the date of this Draft Red Herring Prospectus.

#### *Promoter of Promoter*

As on the date of this Draft Red Herring Prospectus, the only shareholder of TML is TMHL with 100% shareholding, which is ultimately and wholly owned, indirectly, by Tenneco LLC. Presently, no natural person holds 15% or more of the voting rights in TMHL. For details of the board of directors and other details in relation to TMHL, see “-*Tenneco Mauritius Holdings Limited (“TMHL”)*” above.

### **3. Federal-Mogul Investments B.V. (“FM Investments B.V.”)**

#### *Corporate information*

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.

As on the date of this Draft Red Herring Prospectus, the equity shares of FM Investments B.V. are not listed on any stock exchange.

#### *Nature of business*

FM Investments B.V. is engaged in the business of financial holdings.

#### *Change in activities*

There has been no change in business activities of FM Investments B.V. from the date of its incorporation.

#### *Board of directors*

The board of directors of FM Investments B.V. as on the date of this Draft Red Herring Prospectus is as follows:

<b>Sr. No.</b>	<b>Name of the director</b>	<b>Designation</b>
1.	Kevin Bank	Director
2.	Bart Rene Rita Putzeys	Director
3.	Christoph Henrik Narten	Director

#### *Shareholding pattern*

The shareholding pattern of FM Investments B.V. as on the date of this Draft Red Herring Prospectus is as follows:

<b>Sr. No</b>	<b>Name of shareholders</b>	<b>Number of shares of EUR 455 each</b>	<b>Shareholding (%)</b>
1.	Coöperatief Federal-Mogul Dutch Investments B.A.	20,411	100.00
	<b>Total</b>	<b>20,411</b>	<b>100.00</b>

#### *Details of change in control*

There has been no change in the control of FM Investments B.V. in the last three years preceding the date of this Draft Red Herring Prospectus.

#### *Promoter of Promoter*

As on the date of this Draft Red Herring Prospectus, the only shareholder of FM Investments B.V. is Coöperatief Federal-Mogul Dutch Investments B.A. with 100% shareholding, which is ultimately and wholly owned, indirectly, by Tenneco LLC. Coöperatief Federal-Mogul Dutch Investments B.A. is a private cooperative incorporated under the laws of the Netherlands having a registration with the Netherlands Chamber of Commerce under CCI number 34258355 and its registered office is located at Prins Mauritslaan 37, 1171LP Badhoevedorp, The Netherlands. It is engaged in investment holding activities. Presently, no natural person holds 15% or more of the voting rights in Coöperatief Federal-Mogul Dutch Investments B.A.

The board of directors of Coöperatief Federal-Mogul Dutch Investments B.A. as on the date of this Draft Red Herring Prospectus comprises Kevin Bank, Bart René Rita Putzeys and Christoph Henrik Narten.

### **4. Federal-Mogul Pty Ltd (“FM Pty Ltd”)**

#### *Corporate information*

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.

As on the date of this Draft Red Herring Prospectus, the equity shares of FM Pty Ltd are not listed on any stock exchange.

#### *Nature of business*

FM Pty Ltd is an investment holding company.

#### *Change in activities*

There has been no change in business activities of FM Pty Ltd since the date of its incorporation.

#### *Board of directors*

The board of directors of FM Pty Ltd as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the director	Designation
1.	Shea Patrick Michael	Director

#### *Shareholding pattern*

The shareholding pattern of FM Pty Ltd as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No	Name of shareholders	Number of shares of GBP 1 each	Shareholding (%)
1.	Federal-Mogul Automotive Pty Limited	17,622,333	100.00
	<b>Total</b>	<b>17,622,333</b>	<b>100.00</b>

#### *Details of change in control*

There has been no change in the control of FM Pty Ltd in the last three years preceding the date of this Draft Red Herring Prospectus.

#### *Promoter of Promoter*

As on the date of this Draft Red Herring Prospectus, the only shareholder of FM Pty Ltd is Federal-Mogul Automotive Pty Limited with 100% shareholding, which is ultimately and wholly owned, indirectly, by Tenneco LLC. Federal-Mogul Automotive Pty Limited is a private limited company incorporated under the laws of Australia having Australian Company Number 078402598 and its registered office is located at Unit D, 19-21 Loyalty Road, North Rocks NSW, Australia. Presently, no natural person holds 15% or more of the voting rights in Federal-Mogul Automotive Pty Limited.

The board of directors of Federal-Mogul Automotive Pty Limited as on the date of this Draft Red Herring Prospectus comprises Shea Patrick Michael.

## **5. Tenneco LLC**

#### *Corporate information*

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.

As on the date of this Draft Red Herring Prospectus, the equity shares of Tenneco LLC are not listed on any stock exchange.

### *Nature of business*

Tenneco LLC designs, manufactures and markets automotive products for original equipment and aftermarket customers.

### *Change in activities*

There has been no change in business activities of Tenneco LLC from the date of its incorporation.

### *Managers*

As a limited liability company, Tenneco LLC does not have a board of directors. The managers of Tenneco LLC as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the manager
1.	Noah Falk
2.	Marc Beilinson
3.	Kenneth Shea

### *Shareholding pattern*

The shareholding pattern of Tenneco LLC as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No	Name of members	Interest (%)
1.	Pegasus Holdings III, LLC	100.00
	<b>Total</b>	<b>100.00</b>

### *Details of change in control*

Except as disclosed below, there has been no change in control of Tenneco LLC in the last three years preceding the date of this Draft Red Herring Prospectus:

On November 17, 2022, pursuant to the agreement and plan of merger, 100% of the outstanding shares of common stock of Tenneco LLC (*formerly known as Tenneco Inc.*) was acquired by Pegasus Holdings III, LLC, which is owned by affiliates of certain private equity funds managed by the affiliates of Apollo Global Management, Inc. (“Apollo”).

### *Promoter of Promoter*

Pegasus Holding III, LLC, which holds 100% of the outstanding shares of common stock of Tenneco LLC, is incorporated as a corporation under the laws of the State of Delaware and its registered office is located at 1521 Concord Pike, Suite 201, Wilmington, Delaware 19803.

Pegasus Holding III, LLC is owned by affiliates of certain private equity funds which are managed by the affiliates of Apollo. Apollo is registered with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser under The Investment Advisers Act of 1940. The investment activities of Apollo are subject to certain rules and regulations of the SEC and other regulatory authorities.

Presently, no natural person holds 15% or more of the voting rights in Pegasus Holdings III, LLC. Further, as a limited liability company, Pegasus Holding III, LLC does not have a board of directors.

Our Company confirms that the permanent account number, bank account number, resident (corporation) registration number of our Promoters along with the address of the authority where our Promoters are registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

### **Change in the control of our Company**

Except as disclosed below, there has been no change in the control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus:

TMHL and TML are the original promoters of our Company. Further, pursuant to share swap agreements entered into by our Company with Federal-Mogul Ignition Products India Limited, Federal-Mogul Bearings India Limited, Federal-Mogul Sealings India Limited and Tenneco Automotive India Private Limited, and the



respective sellers under such agreements, each dated March 25, 2025, Tenneco LLC, FM Investments B.V. and FM Pty. Ltd were allotted Equity Shares in our Company. For details, see, “**History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings. Mergers, amalgamations, any revaluation of assets, etc. since incorporation**” on page 285. Pursuant to a resolution passed by the Board of Directors dated May 15, 2025, TMHL, TML, FM Investments B.V., FM Pty. Ltd. and Tenneco LLC, have been identified as our Promoters. Each of TMHL, TML, FM Investments B.V. and FM Pty. Ltd. are ultimately and wholly owned, indirectly, by Tenneco LLC and thus, are indirect subsidiaries of Tenneco LLC. For further details, see “**- Details of our Promoters**” on page 312.

### **Interests of our Promoters**

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of transactions entered into by our Company with them; (iii) of their direct and indirect shareholding in our Company; (iv) of the dividend payable, if any, and any other distributions in respect of the Equity Shares held by our Promoters in our Company, from time to time; and agreements entered amongst our Company and our Promoters. For further details of such agreements, see “**History and Certain Corporate Matters**” beginning on page 283. For further details of the shareholding of our Promoters in our Company, see “**Capital Structure - Shareholding of our Promoters and members of our Promoter Group**” on page 128.

Our Promoters are not interested in the properties acquired or proposed to be acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus. Our Promoters are not interested in any transaction in acquisition of land, construction of building or supply of machinery, etc.

No sum has been paid or agreed to be paid to our Promoters or to such firm or company in which our Promoters are interested as members, in cash or shares or otherwise by any person either to induce any such person to become, or qualify them as a director, or otherwise for services rendered by such firm or company in connection with the promotion of our Company.

### **Payment or benefits to our Promoters or to the members of the Promoter Group**

Except as stated in “**History and Certain Corporate Matters – Summary of key agreements**” and “**Restated Consolidated Financial Information – Note 28 - Related Party Disclosures**” on pages 288 and 384, respectively, there has been no payment of any amount or benefit given to our Promoters or the members of our Promoter Group during the two years preceding the date of filing of this Draft Red Herring Prospectus nor is there any intention to pay any amount or give any benefit to our Promoters or the members of our Promoter Group, as on the date of filing of this Draft Red Herring Prospectus.

### **Material guarantees given by our Promoters to third parties with respect to Equity Shares**

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

### **Companies and firms with which our Promoters have disassociated in the last three years**

Except as disclosed below, our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Name of Promoter	Name of company or firm from which the Promoter has disassociated	Country of incorporation	Date of disassociation	Reasons for disassociation
Tenneco Mauritius Holdings Limited	Tenneco Automotive India Private Limited	India	March 26, 2025	Disinvestment of shares
Tenneco (Mauritius) Limited	Tenneco Automotive India Private Limited	India	March 26, 2025	Disinvestment of shares
Federal-Mogul Investments B.V.	Federal-Mogul India Limited	Sealings	March 26, 2025	Disinvestment of shares
	Federal-Mogul India Limited	Bearings	March 26, 2025	Disinvestment of shares
	Federal-Mogul Holdings B.V.	VCS	Netherlands	April 29, 2025

<b>Name of Promoter</b>	<b>Name of company or firm from which the Promoter has disassociated</b>	<b>Country of incorporation</b>	<b>Date of disassociation</b>	<b>Reasons for disassociation</b>
Federal-Mogul Pty Ltd	Federal-Mogul Ignition Products India Limited	India	March 26, 2025	Disinvestment of shares
Tenneco LLC	Federal-Mogul Bearings India Limited	India	March 26, 2025	Disinvestment of shares

For further details, see, “*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings. Mergers, amalgamations, any revaluation of assets, etc. since incorporation*” on page 285.

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## Promoter Group

The names of the members of our Promoter Group, identified in accordance with the provisions of Regulation 2(1)(pp) of the SEBI ICDR Regulations (excluding our Promoters and Subsidiaries), are provided below:

Members of the Promoter Group	
Entities	
A.E. Group Machines Limited	Federal-Mogul Canada Limited
Advanced Suspension Technology LLC	Federal-Mogul Chassis LLC
AE International Limited	Federal-Mogul Controlled Power Limited
Anqing TP Goetze Piston Ring Co., Ltd.	Federal-Mogul Coventry Limited
Anqing TP Powder Metallurgy Co. Ltd.	Federal-Mogul de Costa Rica, S.A.
Armstrong Properties (Proprietary) Limited	Federal-Mogul de Guatemala, S.A.
Ateliers Juliette Adam SAS	Federal-Mogul de Matamoros, S.de R.L. de C.V.
Autopartes Walker S de RL de CV	Federal-Mogul DE Mexico, S. de R.L. de C.V.
Beck Arnley Holdings LLC	Federal-Mogul de Venezuela, C.A.
Braking Products Group US LLC	Federal-Mogul Deva (Qingdao) Automotive Parts Co., Ltd.
Carter Automotive Company LLC	Federal-Mogul Deva GmbH
CATAI S.R.L.	Federal-Mogul Dimitrovgrad LLC
CED's LLC	Federal-Mogul Dis Ticaret A.S.
Componentes Venezolanos de Direccion, S.A.	Federal-Mogul Dong Feng (Shiyan) Engine Components Co., Ltd.
Coöperatief Federal-Mogul Dutch Investments B.A.	Federal-Mogul Dongsuh (Qingdao) Pistons Co., Ltd.
Coöperatief Tenneco Netherlands U.A.	Federal-Mogul EMEA Distribution Services, B.V.
Coventry Assurance Ltd.	Federal-Mogul Employee Trust Administration Limited
DFMMP LLC	Federal-Mogul Engineering Limited
Dongsuh Federal-Mogul Industrial Co. Ltd.	Federal-Mogul FIL-S43, S. de R.L. de C.V.
DRiV (Brazil) Holdings BV	Federal-Mogul Finance 1, LLC
DRiV (Netherlands) Holding B.V.	Federal-Mogul Finance 2, LLC
DRiV Brasil Solucoes Automotivas LTDA	Federal-Mogul Financial Services Poland Sp.z.o.o.
DRiV de México, S. de R.L. de C.V.	Federal-Mogul Financial Services S.A.S.
DRiV Direct LLC	Federal-Mogul Friction Products a.s.
DRiV Germany GmbH	Federal-Mogul Friction Products Barcelona, S.L.
DRiV IP LLC	Federal-Mogul Friction Products Co., Ltd
DRiV Japan Ltd.	Federal-Mogul Friction Products GmbH
DRiV Poland spółka z ograniczoną odpowiedzialnością	Federal-Mogul Friction Products International GmbH
DRiV Romania Services SRL	Federal-Mogul Friction Products Limited
DRiV Ukraine LLC	Federal-Mogul Friction Products Ploiesti SRL
Farloc Argentina S.A.I.C. y F.	Federal-Mogul Friction Spain, S.L.
FDML Holdings Limited	Federal-Mogul Friedberg GmbH
Federal Mogul Ignition GmbH	Federal-Mogul Garennes SAS
Federal-Mogul (Anqing) Powder Metallurgy Co., Ltd.	Federal-Mogul Germany Investments Holding GmbH
Federal-Mogul (Changshu) Automotive Parts Co., Ltd.	Federal-Mogul Global Aftermarket EMEA, B.V.
Federal-Mogul (China) Co., Ltd.	Federal-Mogul Global Growth Limited
Federal-Mogul (Chongqing) Friction Materials Co., Ltd.	Federal-Mogul GmbH
Federal-Mogul (Langfang) Automotive Components Co., Ltd.	Federal-Mogul Goetze (India) Limited
Federal-Mogul (Shanghai) Automotive Parts Co., Ltd	Federal-Mogul Gorzyce Sp. z o.o.
Federal-Mogul (T&N) Hong Kong Limited	Federal-Mogul Goteborg AB
Federal-Mogul (Thailand) Ltd.	Federal-Mogul Holding Daros AB
Federal-Mogul (Tianjin) Surface Treatment Co., Ltd.	Federal-Mogul Holding Deutschland GmbH
Federal-Mogul (Vietnam) Ltd.	Federal-Mogul Holding Sweden AB
Federal-Mogul Aftermarket Egypt Ltd.	Federal-Mogul Holdings, Ltd.
Federal-Mogul Aftermarket France SAS	Federal-Mogul Hungary Kft.
Federal-Mogul Aftermarket GmbH	Federal-Mogul Iberica, S.L.
Federal-Mogul Aftermarket UK Limited	Federal-Mogul Ignition LLC
Federal-Mogul Argentina S.A.	Federal-Mogul Ignition Products SAS
Federal-Mogul Asia Investments Holding Korea, Ltd.	Federal-Mogul International, LLC
Federal-Mogul Asia Investments Limited	Federal-Mogul Investment Ltd.
Federal-Mogul Automotive Pty. Ltd.	Federal-Mogul Italy S.R.L.
Federal-Mogul Betriebsgrundstucke Burscheid GmbH	Federal-Mogul Izmit Piston ve Pim Uretim Tesisleri A.S.
Federal-Mogul Bimet Spolka Akcyjna	Federal-Mogul Japan K.K.
Federal-Mogul Bradford Limited	Federal-Mogul Limited
Federal-Mogul Bremsbelag GmbH	Federal-Mogul Luxembourg S.a.r.l.
Federal-Mogul Burscheid Beteiligungs GmbH	Federal-Mogul Motorparts (India) Limited

Members of the Promoter Group	
Entities	
Federal-Mogul Burscheid GmbH	Federal-Mogul TPR (India) Limited
Federal-Mogul Motorparts (Netherlands) B.V.	Federal-Mogul Trademarks Limited
Federal-Mogul Motorparts (Pinghu) Trading Limited	Federal-Mogul Transaction LLC
Federal-Mogul Motorparts (Singapore) Pte. Ltd.	Federal-Mogul TSC Real Estate Holdings LLC
Federal-Mogul Motorparts (Thailand) Limited	Federal-Mogul UK Investments Limited
Federal-Mogul Motorparts (Zhejiang) Co., Ltd.	Federal-Mogul UK Powertrain Limited
Federal-Mogul Motorparts Colombia S.A.S.	Federal-Mogul Valve Train S. de R.L. de C.V.
Federal-Mogul Motorparts Holding B.V.	Federal-Mogul Valvetrain GmbH
Federal-Mogul Motorparts Holding GmbH	Federal-Mogul Valvetrain International LLC
Federal-Mogul Motorparts Limited	Federal-Mogul Valvetrain La Source SAS
Federal-Mogul Motorparts LLC	Federal-Mogul Valvetrain Limited
Federal-Mogul Motorparts Minority Holding B.V.	Federal-Mogul Valvetrain s.r.o.
Federal-Mogul Motorparts Philippines, Inc.	Federal-Mogul Valvetrain Schirmeck SAS
Federal-Mogul Motorparts Poland Sp.z.o.o.	Federal-Mogul VCS Holding B.V.
Federal-Mogul Motorparts Pty Ltd	Federal-Mogul VCS OOO
Federal-Mogul Motorparts TSC, LLC	Federal-Mogul Vermoegnsverwaltungs GmbH
Federal-Mogul MP US LLC	Federal-Mogul Verwaltungs und Beteiligungs GmbH
Federal-Mogul Naberezhnye Chelny	Federal-Mogul Wiesbaden GmbH
Federal-Mogul Nürnberg GmbH	Federal-Mogul World Trade (Asia) Limited
Federal-Mogul of South Africa (Proprietary) Limited	Federal-Mogul World Wide LLC
Federal-Mogul Operations France S.A.S.	Federal-Mogul Yura (Qingdao) Ignition Co., Ltd.
Federal-Mogul Participacoes e Investimentos Ltda.	Federal-Mogul Zhengsheng (Changsha) Piston Ring Co., Ltd.
Federal-Mogul Piston Rings, LLC	Ferodo America, LLC
Federal-Mogul Plasticos Puntanos, S.A.	Ferodo Limited
Federal-Mogul Powertrain (Netherlands) B.V.	F-M Holding Mexico, S.A. de C.V.
Federal-Mogul Powertrain Eastern Europe B.V.	Fonciere de Liberation SAS
Federal-Mogul Powertrain IP LLC	Forjas y Maquinas, S. de R.L. de C.V.
Federal-Mogul Powertrain Italy S.R.L	Frenos Hidraulicos Automotrices, S.A. de C.V.
Federal-Mogul Powertrain LLC	Fric Rot S.A.I.C
Federal-Mogul Powertrain Mexico Distribucion S. de R.L. de C.V.	Gasket Holdings, LLC
Federal-Mogul Powertrain Otomotiv A.S.	Goetze Wohnungsbau GmbH
Federal-Mogul Powertrain Philippines Inc.	Kinetic Pty. Ltd.
Federal-Mogul Powertrain Russia GmbH	Leeds Piston Ring & Engineering Co. Limited
Federal-Mogul Powertrain Solutions India Private Limited	Maco Inversiones SA
Federal-Mogul Powertrain Systems S A (Proprietary) Limited	McCord Payen de Mexico S. de R.L. de C.V.
Federal-Mogul Powertrain Vostok OOO	McPherson Strut Company LLC
Federal-Mogul Products US LLC	Monroe Amortisor Imalat ve Ticaret Anonim Sirketi
Federal-Mogul R&L Friedberg Casting GmbH & Co. KG	Monroe Australia Pty. Limited
Federal-Mogul Risk Advisory Services LLC	Monroe Czechia s.r.o.
Federal-Mogul S. de R.L. de C.V.	Monroe Holding, S. de R.L. de C.V.
Federal-Mogul SAS	Monroe Manufacturing (Proprietary) Limited
Federal-Mogul Sealing System (Nanchang) Co., Ltd.	Monroe Mexico, S. de R.L. de C.V.
Federal-Mogul Sealing Systems GmbH	Monroe Packaging BV
Federal-Mogul Sejong Co., Ltd	Monroe Ride Performance Sweden AB
Federal-Mogul Sejong Tech Ltd	Monroe Springs (Australia) Pty. Ltd.
Federal-Mogul Serina Co., Ltd.	Montagewerk Abgastechnik Emden GmbH
Federal-Mogul Services Sarl	Motocare India Private Limited
Federal-Mogul Sevierville, LLC	MRS Ride Solutions AB
Federal-Mogul Shanghai Bearing Co., Ltd.	Muzzy-Lyon Auto Parts LLC
Federal-Mogul Shanghai Compound Material Co., Ltd.	Payen International Limited
Federal-Mogul Singapore Investments Pte. Ltd.	Pegasus Holdings III, LLC
Federal-Mogul Sorocaba-Holding Ltda.	Pegasus OpCo Holdings, LLC
Federal-Mogul SP Mexico, S. de R.L. de C.V.	Perseus Parent Intermediate, Inc.
Federal-Mogul Systems Protection Hungary Kft.	Piston Rings (UK) Limited
Federal-Mogul Systems Protection Morocco SARL AU	Precision Modular Assembly LLC
Federal-Mogul Systems Protection SAS	Productos de Frenos Automotrices de Calidad S.A. de C.V.
Federal-Mogul Technology Limited	Provedora Walker, S.de R.L. de C.V.
Federal-Mogul TP Europe GmbH & Co. KG	Qingdao Tenneco FAWSN Automobile Parts Co., Ltd.
Federal-Mogul TP Liner Europe Otomotiv Ltd. Sti.	Raimsa, S. de R.L. de C.V.
Federal-Mogul TP Liners, Inc.	Ride Performance Canada Ltd.

Members of the Promoter Group	
Entities	
Federal-Mogul TP Piston Rings GmbH	Tenneco FAWSN (Foshan) Automotive Parts Co., Ltd.
Ride Performance Mexico Holding LLC	Tenneco FAWSN (Tianjin) Automobile Parts Co., Ltd.
SAXID Limited	Tenneco Fusheng (Chengdu) Automobile Parts Co., Ltd.
Servicio de Componentes Automotrices, S.de R.L. de C.V.	Tenneco Global Holdings LLC
Servicios Administrativos Industriales, S. de R.L. de C.V.	Tenneco Global Services Private Limited
Shanghai DRiV Automotive Industry Co., Ltd.	Tenneco GmbH
Shanghai Tenneco Automotive Parts Co., Ltd.	Tenneco Holdings Danmark ApS
Shanghai Tenneco Exhaust System Co., Ltd.	Tenneco Holdings LLC
Sintration Limited	Tenneco Hong Kong Holdings Limited
Speyside Real Estate, LLC	Tenneco Hungary Kft.
Systems Protection Group US LLC	Tenneco Innovación, S.L.
Systems Protection Korea Ltd.	Tenneco International Holding LLC
T&N Industries, LLC	Tenneco International Luxembourg S.a.r.l.
TA (Australia) Group Pty. Ltd.	Tenneco International Manufacturing S.a.r.l.
Taiwan Federal-Mogul Motorparts Co., Limited	Tenneco Ivory Holdco, LLC
Tenneco Asheville LLC	Tenneco Japan Ltd.
Tenneco Asia LLC	Tenneco Korea Limited
Tenneco Automotive (Thailand) Limited	Tenneco Lingchuan (Chongqing) Exhaust System Co., Ltd.
Tenneco Automotive Brasil Ltda	Tenneco Management (Europe) Limited
Tenneco Automotive Deutschland GmbH	Tenneco Mauritius China Holdings Limited
Tenneco Automotive Eastern Europe sp z o.o.	Tenneco Mexico Holding S.a.r.l.
Tenneco Automotive Europe BV	Tenneco Mexico, S. de R.L. de C.V.
Tenneco Automotive Europe Coordination Center BV	Tenneco NVH (Taicang) Co., Ltd.*
Tenneco Automotive Foreign Sales Corp.	Tenneco Port Elizabeth (Proprietary) Limited
Tenneco Automotive France S.A.S.	Tenneco Powertrain (Thailand) Co., Ltd.
Tenneco Automotive Holdings South Africa Pty. Ltd.	Tenneco Receivables Limited
Tenneco Automotive Iberica, SA	Tenneco Receivables LLC
Tenneco Automotive Inc. (Nevada)	Tenneco (Beijing) Ride Control Systems Co. Ltd.
Tenneco Automotive Italia S.R.L.	Tenneco (Changzhou) Ride Control Co.,Ltd.
Tenneco Automotive Nederland B.V.	Tenneco (Suzhou) Ride Control Co.,Ltd.
Tenneco Automotive Operating Company LLC	Tenneco Ride Control South Africa (Pty) Ltd.
Tenneco Automotive Polska Sp. z o.o.	Tenneco (MUSA) LLC
Tenneco Automotive Port Elizabeth (Pty) Ltd	Tenneco (Shanghai) Ride Performance Co., Ltd.
Tenneco Automotive Portugal - Componentes Para Automovel, Unipessoal, LDA	Tenneco Ride Performance US 4 LLC
Tenneco Automotive RSA Company LLC	Tenneco Ride Performance US 5 LLC
Tenneco Automotive Second RSA Company LLC	Tenneco Romania Services SRL
Tenneco Automotive Servicios Mexico, S. de R.L. de C.V.	Tenneco Silesia Sp. z o.o.
Tenneco Automotive Trading Company LLC	Tenneco Sistemas Automotivos Ltda.#
Tenneco Automotive UK Limited	Tenneco Solucoes em Performance Automotiva Ltda
Tenneco Automotive Volga LLC	Tenneco Sverige AB
Tenneco Automotive Walker LLC	Tenneco Walker (Beijing) Automotive Parts Co., Ltd.
Tenneco Brake, LLC	Tenneco Walker (UK) Ltd
Tenneco CA Czech Republic s.r.o.	Tenneco Zwickau GmbH
Tenneco CA Mexico, S. de R.L. de C.V.	Tenneco-Walker (Tianjin) Exhaust System Co., Ltd.
Tenneco Canada Inc.	The Pullman Company LLC
Tenneco Clean Air Luxembourg Holding S.a.r.l.	The Tenneco Automotive (UK) Pension Scheme Trustee Limited
Tenneco Clean Air Spain, S.L.U.	TMC Texas LLC
Tenneco Clean Air US LLC	TPR Federal-Mogul Tennessee, Inc.
Tenneco (China) Co., Ltd.	Walker Australia Pty. Limited
Tenneco (Guangzhou) Co., Ltd.	Walker Danmark APS
Tenneco (Suzhou) Company Ltd.	Walker Europe, LLC
Tenneco Controlled Power Germany GmbH	Walker Exhaust (Thailand) Co.,Ltd.
Tenneco Deutschland Holdinggesellschaft GmbH	Walker Gillet (Europe) GmbH
Tenneco Eastern European Holdings S.a.r.l.	Walker Limited
Tenneco Emission Control (Pty) Ltd	Walker Manufacturing Company LLC
Tenneco (Suzhou) Emission System Co., Ltd.	Wellworthy Limited
Tenneco Etain S.A.S.	Wimetal S.A.S.
Tenneco (Beijing) Exhaust Systems Co., Ltd.	Wuhan Tenneco Exhaust System Company
Tenneco (Dalian) Exhaust System Co.,Ltd	Yura Federal Mogul Sejong Ignition Limited Liability Company

Members of the Promoter Group
Entities
Tenneco FAWSN (Changchun) Automotive Part Co., Ltd.

\*Under liquidation since January 2025.

# Tenneco Industria de Autopeças LTDA merged with Tenneco Sistemas Automotivos LTDA with effect from February 6, 2024.

There are no conflicts of interest between our Company, Subsidiaries, Promoters, members of Promoter Group, and (i) suppliers of raw materials and third-party service providers, and (ii) lessors of the immovable properties, which are crucial for the operations of the Company on a consolidated basis.

However, (i) pursuant to a lease deed dated April 21, 2025, our Company has sub-leased the premises of our Corporate Office from Federal-Mogul Goetze (India) Limited, a member of the Promoter Group and a crucial lessor of our Company (on a consolidated basis); and (ii) FMIPL, our Subsidiary, purchases raw materials including spark plugs and insulators from FM Ignition LLC, a member of the Promoter Group and a crucial supplier of raw materials of our Company.

Our Company will adopt the necessary procedures and practices, as required under applicable law, to address any situations of conflict of interest, if and when they arise. For details, see “**Risk Factors – Internal Risk Factors - Our Promoters and certain of our Group Companies are in a similar line of business as us which may involve conflict of interests, which could adversely impact our business**” on page 86.

## DIVIDEND POLICY

The declaration and payment of dividend on the Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion subject to the provisions of the Articles of Association and applicable law, including the Companies Act, read with the applicable rules issued thereunder, each as amended and the dividend distribution policy of our Company.

The dividend distribution policy of our Company was approved and adopted by our Board on May 15, 2025 (“**Dividend Policy**”). In terms of the Dividend Policy, the dividend, if any, will depend on a number of internal and external factors, which includes, *inter alia*, net profits earned during the financial year, cash balance and cash flow, liquidity and return ratios, any change in the business, any other relevant factors as may be determined by the Board, etc.

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and Shareholders. The dividend, if any, will depend on the aforementioned parameters and on factors that our Board deems relevant, including but not limited to the profits, past dividend trends, capital requirements, cost of borrowing, restrictive covenants under any agreement executed by our Company and other factors considered relevant by the Board. For details in relation to risks involved in this regard, please see “**Risk Factors – Internal Risk Factors - Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements**” on page 71.

Except as disclosed below, our Company has not declared and paid any dividends on the Equity Shares during the period from April 1, 2025 until the date of this Draft Red Herring Prospectus and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023.

Particulars	From April 1, 2025 till date of this DRHP <sup>(4)</sup>	Fiscal 2025	Fiscal 2024 <sup>(3)</sup>		Fiscal 2023
No. of Equity Shares <sup>(1)</sup>	40,36,04,309	214,088,829	214,088,829	313,406,120	313,406,120
Face value per share <i>(in ₹)</i>	10.00	10.00	10.00	10.00	10.00
Interim Dividend <i>(in ₹ million)</i>	1716.61	2,404.43	439.52	2,166.48	1,558.49
Total Dividend <i>(in ₹ million)</i>	1716.61	2,404.43	439.52	2,166.48	1,558.49
Dividend per share <i>(in ₹)</i>	4.25	11.23	2.05	6.91	4.97
Rate of dividend <i>(%)</i> <sup>(2)</sup>	42.50	112.31	20.53	69.13	49.73
Dividend Distribution Tax <i>(%)</i>	NA	NA	NA	NA	NA
Dividend Distribution Tax <i>(in ₹ million)</i>	NA	NA	NA	NA	NA

Notes:

<sup>(1)</sup> At the time of payment of dividend.

<sup>(2)</sup> Rate of dividend per equity share (%) is calculated as total dividend per equity share divided by face value per equity share at the time of payment of dividend.

<sup>(3)</sup> A reduction in share capital of the Company was approved by way of the order dated February 1, 2023 read with the order dated November 23, 2023, each passed by the NCLT, Chennai Bench, wherein the NCLT has approved the cancellation of 99,317,291 Equity Shares. Subsequently, the Company's Board passed a resolution dated January 8, 2024 approving the cancellation of 99,317,291 Equity Shares. Accordingly, during the Fiscal 2024, the number of shares reduced from 313,406,120 Equity shares to 214,088,829 Equity Shares.

<sup>(4)</sup> Our Board, on June 4, 2025, noted that pursuant to the share purchase agreement dated March 24, 2025 executed amongst TAIPL (which later became our Subsidiary with effect from March 26, 2025), Motocare and Federal-Mogul Motorparts (India) Limited (“**Motorparts**”) (such agreement, the “**Motocare SPA**”), TAIPL transferred all the shares of Motocare held by it to Motorparts for an aggregate consideration of ₹8,293.51 million (“**Purchase Consideration**”) which, together with the applicable interest thereon, was agreed to be paid by Motorparts to TAIPL on a deferred basis in accordance with the terms of the Motocare SPA and in accordance with applicable law. The said amount remains outstanding as of the date of this Draft Red Herring Prospectus. Our Board further noted that upon receipt of the Purchase Consideration together with the applicable interest thereon by TAIPL, it proposes to declare an interim dividend to its shareholders and once such interim dividend is received from TAIPL, our Company may declare an interim dividend from the income received from such interim dividend. The quantum and timing of declaration of such interim dividend will be considered and finalised by our Board at the relevant time, prior to the filing of the Red Herring Prospectus.

The amounts paid as dividends in the past are not necessarily indicative of dividend amounts that will be paid, if any, in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Offer. There is no guarantee that any dividends will be declared or paid in the future.

**SECTION V: FINANCIAL INFORMATION**  
**RESTATED CONSOLIDATED FINANCIAL INFORMATION**

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## **INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION**

### **The Board of Directors**

#### **Tenneco Clean Air India Limited (formerly known as "Tenneco Clean Air India Private Limited")**

Dear Sirs,

1. We have examined, as appropriate (refer paragraph 6 below), the attached Restated Consolidated Financial Information of Tenneco Clean Air India Limited (formerly known as "Tenneco Clean Air India Private Limited") (the "Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries are collectively referred to as the "Group") which comprises of the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in equity and the Restated Consolidated Statement of Cash Flows for the years ended 31 March 2025, 31 March 2024 and 31 March 2023, and a summary of Material Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company ("the Board") at their meeting held on 29 June 2025 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offer of equity shares ("IPO") prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");
  - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
  - c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note") read with SEBI Communication as mentioned in Note 2.1 to the Restated Consolidated Financial Information, as applicable.
2. The Company's management is responsible for the preparation of the Restated Consolidated Financial Information which have been approved by the Board of Directors of the Company for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India (the "SEBI"), BSE Limited and National Stock Exchange of India Limited ("NSE") (collectively, with BSE Limited, the "Stock Exchanges") in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company based on the basis of preparation stated in Note 2.1 to the Restated Consolidated Financial Information. The responsibility of the respective Board of Directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the respective restated financial information, which have been used for the purpose of preparation of these Restated Consolidated Financial Information by the management of the Company, as aforesaid. The respective board of directors are also responsible for identifying and ensuring that the Company/Group complies with the Act, ICDR Regulations and the Guidance Note read with SEBI Communication, as applicable.
3. We have examined these Restated Consolidated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 14 April 2025 in connection with the proposed IPO;
  - b) The Guidance Note read with SEBI Communication, as applicable. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note read with SEBI Communication, as applicable in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:
- (i) the audited consolidated Ind AS financial statements of the Group as at and for the year ended 31 March 2025 (the "Consolidated Ind AS Financial Statements") prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 29 June 2025.
  - (ii) the audited special purpose consolidated Ind AS financial statements as at and for the years ended 31 March 2024 and 31 March 2023 prepared on the basis as described in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on 29 June 2025.
5. For the purpose of our examination, we have relied on reports issued by us each dated 29 June 2025, in relation to the Consolidated Ind AS Financial Statements of the Group as at and for the year ended 31 March 2025 and special purpose consolidated Ind AS financial statements of the Group as at and for the years ended 31 March 2024 and 31 March 2023, respectively as referred in Paragraph 4 above which includes the following emphasis of matter paragraphs (also refer Note 2.1 of the Restated Consolidated Financial Information).

**As at and for the year ended 31 March 2025**

- i. With respect to one of its subsidiary Federal-Mogul Ignition Products India Limited (FMIPL), we draw attention to Note 49(i) to the consolidated financial statements, which describes the status of convening the Company's Annual General Meeting (AGM) within the prescribed timelines as specified under the Companies Act, 2013. On 17 June 2025, the Company filed the compounding application under section 441 of the Companies Act, 2013 before the Registrar of Companies. The potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance and consequential non-compliances is currently not fully ascertainable, as the compounding proceedings are yet to be concluded by the authorities. Based on management's assessment, the Company has recognised a provision towards potential penal charges on an estimated basis in the consolidated financial statement for the year ended 31 March 2025. Our Opinion is not modified in respect of this matter.

Note 49 (i) as described above is reproduced as Note 2.1 to the Restated Consolidated Financial Information.

**As at and for the year ended 31 March 2024**

- i. **Basis of Accounting and Restriction on Distribution and Use**

We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements, which describes the purpose and basis of preparation. The Special Purpose Consolidated Financial Statements have been prepared by the Company solely for the purpose of preparation of the Restated Consolidated Financial Information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations") in relation to the proposed initial public offering of the Company and to comply with the general directions dated 28 October 2021 received from Securities and Exchange Board of India (SEBI) by the Company through Lead Managers (the "SEBI Communication"). As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any another purpose and are not financial statements prepared pursuant to any requirements under Section 129 of the Act, as amended. The Special Purpose Consolidated Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent. Our Opinion is not modified in respect of this matter.

- ii. With respect to one of its subsidiary Federal-Mogul Ignition Products (India) Limited we draw attention to Note 47(i) to the Special Purpose Consolidated Financial Statements which describes about a significant difference of Rs. 40.30 million between the physical inventory count conducted in December 2023 and the perpetual inventory records of the Company. The management was unable to provide adequate quantification against various potential causes identified for this discrepancy, and the Company has charged the entire amount to the statement of profit and loss under "Cost of materials consumed" for the year ended 31 March 2024. Although the physical inventory count and roll-forward procedures for inventory balance as at 31 March 2024 were found to be appropriate, the lack of supporting evidence to reconcile the earlier difference raised concerns about the possibility of misappropriation of inventory or other irregularities. Accordingly, in compliance with the requirements of Section 143(12) of the Companies Act, 2013 read with Rule 13(1)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), we had reported this matter to the Central Government on 06 January 2025, as the unexplained discrepancy may indicate a potential fraud. The Board of Directors have taken necessary actions as described in Note 47(i) to the Special Purpose Consolidated Financial Statements and have confirmed that all identifiable adjustments have been made to the Special Purpose Consolidated Financial Statements as at and for the year ended 31 March 2024. Our Opinion is not modified in respect of this matter.

Note 47 (i) as described above is reproduced as Note 2.1 to the Restated Consolidated Financial Information.

- iii. With respect to one of its subsidiary Federal-Mogul Ignition Products (India) Limited we draw attention to Note 47(ii) to the Special Purpose Consolidated Financial Statements which describes the status of convening the Company's Annual General Meeting (AGM) within the prescribed timelines as specified under the Companies Act, 2013. On 17 June 2025, the Company filed the compounding application under section 441 of the Companies Act, 2013 before the Registrar of Companies. The potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance and consequential non-compliances is currently not fully ascertainable, as the compounding proceedings are yet to be concluded by the authorities. Based on management's assessment, the Company has recognized a provision of Rs 2.15 million towards potential penal charges on an estimated basis in the financial statements for the year ended 31 March 2024. Our Opinion is not modified in respect of this matter.

Note 47 (ii) as described above is reproduced as Note 2.1 to the Restated Consolidated Financial Information.

#### **As at and for the year ended 31 March 2023**

i. **Basis of Accounting and Restriction on Distribution and Use**

We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements, which describes the purpose and basis of preparation. The Special Purpose Consolidated Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations") in relation to the proposed initial public offering of the Company and to comply with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through Lead Managers (the "SEBI Communication"). As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any another purpose and are not financial statements prepared pursuant to any requirements under Section 129 of the Act, as amended. The Special Purpose Consolidated Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent. Our opinion is not modified in respect of this matter.

6. As indicated in our audit reports referred above,

- (i) We did not audit the financial statements of a subsidiary for the years 31 March 2025, 31 March 2024 and 31 March 2023 whose share of total assets, total revenues and net cash inflows / (outflows) included in the Consolidated Financial Statements / special purpose consolidated financial statements, for the relevant years is tabulated below, which have been audited by other auditors, Walker Chandio & Co LLP, Chartered Accountants, and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements/special purpose consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this component, is based solely on the report of the other auditor:

Particulars	(Rs in Million)					
	As at/ for the year ended 31 March 2025		As at/ for the year ended 31 March 2024		As at/ for the year ended 31 March 2023	
Total assets		15,757		9,317		9,887
Total revenue		21,124		19,819		18,418
Net cash inflows/ (outflows)		(329)		(848)		1,248

Our opinion on the consolidated financial statements/ special purpose consolidated financial statements is not modified in respect of this matter.

The other auditors of the subsidiary, as mentioned above, have examined the special purpose restated standalone financial information of the subsidiary and have confirmed that the special purpose restated standalone financial information:

- have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2024 and 31 March 2023 to reflect the same accounting treatment as per the accounting policies and regrouping/classifications followed as at and for the year ended 31 March 2025;
  - does not contain any qualifications/ observations requiring any adjustments for the matters mentioned in paragraph 7 below. However, those qualifications/ observations in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act and reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) for the years ended 31 March 2025, 31 March 2024 and 31 March 2023 which do not require any adjustments in the Special Purpose Restated Standalone Financial Information have been disclosed in note 39 of the Special Purpose Restated Standalone Financial Information and Note 39 as mentioned above has been reproduced in Note 2.1 to the Restated Consolidated Financial Information; and
  - have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
7. Based on examination report dated 26 June 2025 provided by the other auditors, the audit reports on the standalone financial statements of the subsidiary issued by the other auditors included following:
- Qualified Opinion on Independent Auditor's Report on the internal financial controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act') for the year ended 31 March 2023:**

"According to the information and explanations given to us and based on our audit, the following material weakness has been identified as at 31 March 2023:

The Company's internal financial controls had inadequate segregation of duties, supervisory controls over vendor payments and timely reconciliations thereof, which has resulted in misappropriation of funds through fraudulent payments as explained in Note 51 to the accompanying standalone financial statements, impacting trade payable balances and its consequential impact on the earnings, reserves and surplus and related disclosures in the financial statements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as of 31 March 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company as at and for the year ended 31 March 2023, and the material weaknesses does not affect our opinion on the financial statements of the Company.”

**b. Emphasis of Matter for the year ended 31 March 2023**

“We draw attention to note 53 of the accompanying financial statements, which states that the Company has not complied with provisions of Section 92, 96, 129 and 137 of the Companies Act, 2013 (‘the Act’), with respect to filing of annual return with the Registrar of Company (ROC), conducting its Annual General Meeting (‘AGM’), laying of its financial statements in such AGM and submission of financial statements with the ROC within the prescribed timelines for the year ended 31 March 2023. The management of the Company is in the process of making good the aforementioned defaults by filing necessary application with the relevant authorities for compounding of such non-compliances with the Act and is of the view that the possible impact of such non-compliance including fines and penalties that may be levied under the Act, would not be material to the accompanying financial statements. Our opinion is not modified in respect of this matter.”

Note 51 and Note 53 as mentioned above have been reproduced in Note 2.1 to the Restated Consolidated Financial Information.

8. Based on our examination and according to the information and explanations given to us and also as per reliance placed on the examination report submitted by other auditor, we report that the Restated Consolidated Financial Information:
  - a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2024 and 31 March 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2025;
  - b) do not require any adjustment for modification as there is no modification in the underlying audit reports referred in paragraph 5 above. There are items relating to emphasis of matters (refer paragraph 5 above), which do not require any adjustment to the Restated Consolidated Financial Information. Also refer paragraph 6 above.; and
  - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note read with SEBI Communication, as applicable.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited consolidated financial statements/ audited special purpose consolidated financial statements mentioned in paragraph 4 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for the purpose for inclusion in the DRHP to

be filed with SEBI and Stock Exchanges in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Sachanand C Mohnani**  
Partner  
(Membership No. 407265)  
UDIN: 25407265BMOVAC7990

Place: Pune  
Date: 29 June 2025

**Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)**  
**CIN No. : U29308TN2018FTC126510**  
**Restated Consolidated Statement of Assets and Liabilities**  
**(All amounts in INR Millions, unless otherwise stated)**

Particulars	Notes	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3(a)	5,348.37	5,653.54	5,849.62
Right-of-use assets	4	457.49	405.36	440.94
Capital work in progress	3(b)	310.67	366.18	184.84
Intangible assets	5	12.81	16.44	17.98
Financial assets				
i. Investments	6(a)	3.29	8.89	7.46
ii. Loans	6(e)	2.64	3.16	3.05
iii. Other financial assets	6(f)	8,421.73	2,631.09	2,623.72
Deferred tax assets (net)	7	218.26	122.97	82.33
Current tax assets (net)	8	183.20	221.94	331.59
Other non-current assets	9	77.44	97.42	138.63
<b>Total non-current assets</b>		<b>15,035.90</b>	<b>9,526.99</b>	<b>9,680.16</b>
<b>Current assets</b>				
Inventories	10	2,777.27	3,293.44	3,948.81
Financial assets				
i. Trade receivables	6(b)	6,872.31	5,597.62	5,631.82
ii. Cash and cash equivalents	6(c)	2,858.98	1,830.73	4,114.76
iii. Bank balances other than (ii) above	6(d)	3.36	5.83	12.48
iv. Loans	6(e)	4.75	10.35	11.10
v. Other financial assets	6(f)	367.22	183.80	449.00
Other current assets	11	387.35	913.86	448.36
<b>Current assets excluding assets classified as held for sale</b>		<b>13,271.24</b>	<b>11,835.63</b>	<b>14,616.33</b>
Assets classified as held for sale	34	8.70	-	-
<b>Total current assets</b>		<b>13,279.94</b>	<b>11,835.63</b>	<b>14,616.33</b>
<b>Total assets</b>		<b>28,315.84</b>	<b>21,362.62</b>	<b>24,296.49</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
i. Equity share capital	12(a)	4,036.04	2,140.89	3,134.06
ii. Other Equity	12(b)	12,063.66	7,659.33	8,946.29
<b>Equity attributable to owners of Parent</b>		<b>16,099.70</b>	<b>9,800.22</b>	<b>12,080.35</b>
Non-Controlling Interest		23.97	13.25	14.19
<b>Total equity</b>		<b>16,123.67</b>	<b>9,813.47</b>	<b>12,094.54</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
Lease Liabilities	13(b)	146.07	110.43	140.70
Provisions	16	301.97	222.66	189.31
Deferred tax liabilities (net)	7	1.05	10.09	3.87
Other non-current liabilities	14	241.43	176.64	167.08
<b>Total non-current liabilities</b>		<b>690.52</b>	<b>519.82</b>	<b>500.96</b>
<b>Current liabilities</b>				
Financial liabilities				
i. Borrowings	13(c)	-	-	139.72
ii. Lease liabilities	13(b)	50.85	40.53	32.08
iii. Vendor Bill financing	13(d)	503.44	481.32	518.26
iv. Trade payables	13(a)			
(a) total outstanding dues of micro enterprises and small enterprises		1,201.27	1,218.91	1,419.26
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		7,222.94	7,512.75	7,523.32
v. Other financial liabilities	13(e)	87.90	91.70	140.54
Other current liabilities	15	1,088.40	1,068.66	1,410.79
Provisions	16	341.53	327.38	364.47
Current tax liabilities (net)	17	996.62	288.08	152.55
<b>Total current liabilities excluding liabilities relating to assets held for sale</b>		<b>11,492.95</b>	<b>11,029.33</b>	<b>11,700.99</b>
Liabilities relating to assets classified as held for sale	34	8.70	-	-
<b>Total current liabilities</b>		<b>11,501.65</b>	<b>11,029.33</b>	<b>11,700.99</b>
<b>Total equity and liabilities</b>		<b>28,315.84</b>	<b>21,362.62</b>	<b>24,296.49</b>

The accompanying material accounting policies and other explanatory notes (1-52) form an integral part of the Restated Consolidated Financial Information.

As per our report attached  
For **Deloitte Haskins & Sells LLP**  
**Chartered Accountants**  
(Firm Registration No. 117366W/W-100018)

For and on behalf of the Board of Directors  
**Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)**

**Sachanand C Mohnani**  
Partner  
Membership No.: 407265

**Mahender Chhabra**  
Chief Financial Officer  
**Place:** Gurugram

**Arvind Chandrasekharan**  
Director  
DIN: 08721916  
**Place:** Malaga, Spain

**Manavendra Singh Sial**  
Director  
DIN: 11095791  
**Place:** Berlin, Germany

**Garima Sharma**  
Company Secretary  
Membership No.: A54831

**Place:** Pune  
**Date:** 29 June 2025

**Place:** Gurugram  
**Date:** 29 June 2025

Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)  
CIN No. : U29308TN2018FTC126510  
Restated Consolidated Statement of Profit and Loss Account  
(All amounts in INR Millions, unless otherwise stated)

Particulars	Notes	For the Year ended 31 March 2025	For the Year ended 31 March 2024	For the Year ended 31 March 2023
<b>Income</b>				
I. Revenue from operations	18	48,904.30	54,676.12	48,273.68
II. Other income	19	410.15	697.76	595.88
<b>III. Total income (I+II)</b>		<b>49,314.45</b>	<b>55,373.88</b>	<b>48,869.56</b>
<b>IV. Expenses</b>				
a) Cost of materials consumed	20	31,813.40	38,355.04	33,968.92
b) Change in inventories of finished goods, work-in-progress & traded goods	21	52.21	163.25	(99.67)
c) Purchase of stock in trade		346.06	406.70	514.63
d) Employee benefits expense	22	2,979.24	2,526.45	2,485.76
e) Finance cost	23	202.66	251.63	215.58
f) Depreciation and amortisation expense	24	1,031.72	1,035.93	1,009.19
g) Other expenses	25	5,561.00	7,103.83	5,697.70
<b>Total expenses</b>		<b>41,986.29</b>	<b>49,842.83</b>	<b>43,792.11</b>
<b>V. Restated Profit before tax (III-IV)</b>		<b>7,328.16</b>	<b>5,531.05</b>	<b>5,077.45</b>
<b>VI. Tax expense</b>	26			
Current tax		1,878.16	1,354.28	1,280.23
Deferred tax		(91.28)	(25.67)	(19.98)
Short Provision of tax relating to earlier years		9.85	34.57	6.77
<b>Total tax expense</b>		<b>1,796.73</b>	<b>1,363.18</b>	<b>1,267.02</b>
<b>VII. Restated Profit for the year (V-VI)</b>		<b>5,531.43</b>	<b>4,167.87</b>	<b>3,810.43</b>
<b>Attributable to:</b>				
-Owners of the Parent		5,520.63	4,166.58	3,810.79
-Non-Controlling Interest		10.80	1.29	(0.36)
<b>VIII. Restated Other comprehensive (loss) / gain</b>				
<b>Items that will not be reclassified subsequently to restated consolidated statement of profit and loss</b>				
- Remeasurements of defined benefit plans		(52.62)	(16.90)	(2.08)
- Income tax relating to above		13.08	8.76	0.26
<b>Restated Other comprehensive (loss) /gain for</b>		<b>(39.54)</b>	<b>(8.14)</b>	<b>(1.82)</b>
<b>Attributable to:</b>				
-Owners of the Parent		(39.46)	(8.00)	(1.60)
-Non-Controlling Interest		(0.08)	(0.14)	(0.22)
<b>IX. Restated Total comprehensive income for the year (VII+VIII)</b>		<b>5,491.89</b>	<b>4,159.73</b>	<b>3,808.61</b>
<b>Attributable to:</b>				
-Owners of the Parent		5,481.17	4,158.58	3,809.19
-Non-Controlling Interest		10.72	1.15	(0.58)
<b>Restated Earnings per equity share of Face</b>	27			
Basic (Rs.)		13.68	8.90	7.58
Diluted (Rs.)		13.68	8.90	7.58

The accompanying material accounting policies and other explanatory notes (1-52) form an integral part of the Restated Consolidated Financial Information.

As per our report attached  
For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm Registration No. 117366W/W-100018)

For and on behalf of the Board of Directors  
Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)

**Sachanand C Mohnani**  
Partner  
Membership No.: 407265

**Mahender Chhabra**  
Chief Financial Officer  
Place: Gurugram

**Arvind Chandrasekharan**  
Director  
DIN: 08721916  
Place: Malaga, Spain

**Manavendra Singh Sial**  
Director  
DIN: 11095791  
Place: Berlin, Germany

**Garima Sharma**  
Company Secretary  
Membership No.: A54831

Place: Pune  
Date: 29 June 2025

Place: Gurugram  
Date: 29 June 2025



Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)  
CIN No. : U29308TN2018FTC126510  
Restated Consolidated Statement of Cash Flows  
(All amounts in INR Millions, unless otherwise stated)

Particulars	For the Year ended 31 March 2025	For the Year ended 31 March 2024	For the Year ended 31 March 2023
<b>A. Cash flow from operating activities</b>			
Restated Profit before tax	7,328.16	5,531.05	5,077.45
<b>Adjustments for:</b>			
Depreciation on property, plant and equipment	977.26	982.99	966.29
Amortisation on intangible assets	6.25	6.30	8.70
Amortisation on Right of Use Asset	48.21	46.64	34.20
Provision for expected credit loss	2.54	10.35	(2.86)
Excess provisions / liabilities no longer required written back	(11.42)	(33.99)	(18.85)
Provision for doubtful advances	(19.34)	0.25	29.22
Provision for doubtful balances with government authorities	2.65	2.53	8.89
Provision for warranties	59.02	5.95	121.06
Interest income from financial assets	(91.20)	(148.75)	(65.48)
Finance cost	202.67	251.63	215.30
Loss on disposal of property, plant and equipment	0.31	5.14	8.10
Assets written off	-	-	3.87
Gain on termination of lease	(2.41)	-	(2.12)
Unrealised foreign exchange loss/(gain)	16.91	(7.46)	18.91
Dividend Income	(294.19)	(497.54)	(431.88)
Employee share based expenses	-	-	6.49
<b>Operating cash flows before working capital changes</b>	<b>8,225.42</b>	<b>6,155.09</b>	<b>5,977.29</b>
<b>Change in operating assets and liabilities</b>			
(Increase) / Decrease in			
-Inventories	516.17	655.48	(700.85)
-Trade receivables	(1,288.41)	32.76	(240.65)
-Financial and Other assets	340.78	(180.87)	125.18
Increase / (Decrease) in			
-Trade payables	(340.40)	(197.37)	1,249.51
-Provisions	25.98	(42.97)	(49.68)
-Financial and Other liabilities	92.72	(389.40)	359.65
<b>Cash generated from operations</b>	<b>7,572.26</b>	<b>6,032.72</b>	<b>6,720.45</b>
Income taxes paid (net)	(1,948.40)	(1,155.99)	(1,345.41)
<b>Net cash inflow from operating activities (A)</b>	<b>5,623.86</b>	<b>4,876.73</b>	<b>5,375.04</b>
<b>Cash flows from investing activities:</b>			
Purchase of property, plant and equipments, including capital work in progress and capital advances	(647.81)	(974.93)	(633.93)
Sale of property, plant and equipment	20.26	6.29	8.91
Purchase of Investments	(3.10)	-	-
Investment in fixed deposits and other bank deposits	(20.36)	(1.25)	(8.30)
Redemption of fixed deposits and other bank deposits	3.95	5.30	3.10
Investment in deposits held as margin money	(2.19)	-	-
Redemption of deposits held as margin money	-	0.34	-
Interest received	87.26	165.30	67.38
Dividend received	294.19	497.54	431.88
<b>Net cash outflow from investing activities (B)</b>	<b>(267.80)</b>	<b>(301.41)</b>	<b>(130.96)</b>
<b>Cash flows from financing activities: (Refer note 38)</b>			
Proceeds from Short term borrowings	-	-	131.10
Repayment of Short term borrowings	-	(139.70)	(1,040.66)
Dividend Paid	(4,092.42)	(5,591.17)	(2,804.28)
Reduction of share capital (Refer Note 46)	-	(849.64)	-
Interest paid	(169.42)	(231.96)	(195.42)
Interest paid on lease liabilities	(9.26)	(9.35)	(6.25)
Repayment of lease liabilities	(52.98)	(37.53)	(28.40)
Share issue expenses	(3.73)	-	-
<b>Net cash outflow from financing activities (C)</b>	<b>(4,327.81)</b>	<b>(6,859.35)</b>	<b>(3,943.91)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A)+(B)+(C)</b>	<b>1,028.25</b>	<b>(2,284.03)</b>	<b>1,300.17</b>
Cash and cash equivalents at the beginning of the financial year	1,830.73	4,114.76	2,814.59
<b>Cash and cash equivalents at end of the year</b>	<b>2,858.98</b>	<b>1,830.73</b>	<b>4,114.76</b>

Cash and Cash Equivalents as per above comprise of the following (refer note no. 6(c))

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balances with banks:			
On current accounts	1,009.22	1,421.70	2,433.61
Bank deposits with original maturity of less than three months	1,849.76	409.03	1,681.15
	<b>2,858.98</b>	<b>1,830.73</b>	<b>4,114.76</b>

The accompanying material accounting policies and other explanatory notes (1-52) form an integral part of the Restated Consolidated Financial Information.

As per our report attached

For **Deloitte Haskins & Sells LLP**

(Firm Registration No. 117366W/W-100018)

For and on behalf of the Board of Directors

**Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)**

**Sachanand C Mohnani**

Partner

Membership No.: 407265

**Mahender Chhabra**

Chief Financial Officer

**Place:** Gurugram

**Arvind Chandrasekharan**

Director

DIN: 08721916

**Place:** Malaga, Spain

**Manavendra Singh Sial**

Director

DIN: 11095791

**Place:** Berlin, Germany

**Garima Sharma**

Company Secretary

Membership No.: A54831

**Place:** Pune

**Date:** 29 June 2025

**Place:** Gurugram

**Date:** 29 June 2025

Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)  
CIN No. : U29308TN2018FTC126510  
Restated Consolidated Statement of Changes in Equity  
(All amounts in INR Millions, unless otherwise stated)

A) Equity share capital

Particulars	No. of shares	Amount
Balance as at 01 April 2022	313,406,120	3,134.06
Changes in equity share capital during the year	-	-
Balance as at 31 March 2023	313,406,120	3,134.06
Changes in equity share capital during the year (Refer note 12)	(99,317,291)	(993.17)
Balance as at 31 March 2024	214,088,829	2,140.89
Changes in equity share capital during the year (Refer note 12)	189,515,480	1,895.15
Balance as at 31 March 2025	403,604,309	4,036.04

B) Other equity

Particulars	Reserves and Surplus									Non-controlling interest	Total Equity
	Attributable to Owners of Parent										
	Securities Premium	Retained Earnings	Capital Reserve	Capital Reserve on Business Combination under Common Control	Deemed Equity Contribution from Parent Company	Capital Redemption Reserve	Stock Compensation Reserve	Share Application Money Pending Allotment	Total		
Balance as at 01 April 2022	769.66	6,900.76	(338.33)	(1,370.19)	21.79	0.65	55.40	1,895.15	7,934.89	14.77	7,949.66
Restated Profit for the year	-	3,810.79	-	-	-	-	-	-	3,810.79	(0.36)	3,810.43
Restated Other comprehensive income / (Loss) (net of taxes)	-	(1.60)	-	-	-	-	-	-	(1.60)	(0.22)	(1.82)
Employee share based payment (Refer note 33)	-	-	-	-	-	-	6.49	-	6.49	-	6.49
Dividend Paid during the year (Refer note 12)	-	(2,804.28)	-	-	-	-	-	-	(2,804.28)	-	(2,804.28)
Employee stock option (Refer note 12)	-	61.89	-	-	-	-	(61.89)	-	-	-	-
Balance as at 31 March 2023	769.66	7,967.56	(338.33)	(1,370.19)	21.79	0.65	-	1,895.15	8,946.29	14.19	8,960.48
Balance as at 01 April 2023	769.66	7,967.56	(338.33)	(1,370.19)	21.79	0.65	-	1,895.15	8,946.29	14.19	8,960.48
Restated Profit for the year	-	4,166.58	-	-	-	-	-	-	4,166.58	1.29	4,167.87
Restated Other comprehensive income / (Loss) (net of taxes)	-	(8.00)	-	-	-	-	-	-	(8.00)	(0.14)	(8.14)
Dividend Paid during the year (Refer note 12)	-	(5,589.08)	-	-	-	-	-	-	(5,589.08)	(2.09)	(5,591.17)
Utilisation for buyback of shares (Refer note 12)	-	(198.63)	342.17	-	-	-	-	-	143.54	-	143.54
Balance as at 31 March 2024	769.66	6,338.43	3.84	(1,370.19)	21.79	0.65	-	1,895.15	7,659.33	13.25	7,672.58
Balance as at 01 April 2024	769.66	6,338.43	3.84	(1,370.19)	21.79	0.65	-	1,895.15	7,659.33	13.25	7,672.58
Restated Profit for the year	-	5,520.63	-	-	-	-	-	-	5,520.63	10.80	5,531.43
Restated Other comprehensive income / (Loss) (net of taxes)	-	(39.46)	-	-	-	-	-	-	(39.46)	(0.08)	(39.54)
Dividend Paid during the year (Refer note 12)	-	(4,092.42)	-	-	-	-	-	-	(4,092.42)	-	(4,092.42)
Shares issued during the year (Refer note 12)	-	-	-	-	-	-	-	(1,895.15)	(1,895.15)	-	(1,895.15)
Share issue expenses	(3.74)	-	-	-	-	-	-	-	(3.74)	-	(3.74)
Adjustment for sale of investment by subsidiary (Refer note 40)	-	-	-	4,914.47	-	-	-	-	4,914.47	-	4,914.47
Balance as at 31 March 2025	765.92	7,727.18	3.84	3,544.28	21.79	0.65	-	(0.00)	12,063.66	23.97	12,087.63

The accompanying material accounting policies and other explanatory notes (1-52) form an integral part of the Restated Consolidated Financial Information.

As per our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

(Firm Registration No. 117366W/W-100018)

For and on behalf of the Board of Directors

Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)

Sachanand C Mohnani

Partner

Membership No.: 407265

Place: Pune

Date: 29 June 2025

Mahender Chhabra

Chief Financial Officer

Place: Gurugram

Arvind Chandrasekharan

Director

DIN: 08721916

Place: Malaga, Spain

Manavendra Singh Sial

Director

DIN: 11095791

Place: Berlin, Germany

Garima Sharma

Company Secretary

Membership No.: A54831

Place: Gurugram

Date: 29 June 2025

**Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)****CIN No. : U29308TN2018FTC126510****Material accounting policies and other explanatory notes to Restated Consolidated Financial Information  
(All amounts in INR Millions, unless otherwise stated)****1. Group Information**

Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited) ("the Parent" or "the Company") was originally incorporated as a private limited company on 21 December 2018 and is converted into a public limited company on 16 May 2025, with Company identification no: U29308TN2018FTC126510. The Parent along with its Subsidiaries (collectively the "Group") is engaged in the manufacture and supply of automotive components, shock absorbers, struts, catalytic converters, mufflers and exhaust pipes. The address of its registered office and principal place of business is RNS2, Nissan Supplier Park, SIPCOT Industrial Park Oragadam, Industrial Corridor, Kancheepuram, Tamil Nadu.

Pursuant to share swap agreements dated 25 March 2025 between Tenneco Clean Air India Limited and the shareholders of Tenneco Automotive India Private Limited (TAIPL), Federal-Mogul Ignition Products India Limited (FMIPL), Federal Mogul Sealings India Limited (FMSIL) and Federal Mogul Bearings India Limited (FMBIL) (hereinafter referred to as the Subsidiaries), the Company acquired control of these Subsidiaries in exchange for issue of its own equity shares. The Restated Consolidated Financial Information are presented in Indian Rupees "INR" or "Rs". and all values are stated as INR or Rs. in millions, except when otherwise indicated.

The Restated Consolidated Financial Information comprise the financial statements of the Company and the following Subsidiaries:

Name of subsidiary	% holding as at			Country of Origin	Principal Activity
	31 March 2025	31 March 2024	31 March 2023		
Tenneco Automotive India Private Limited	100%	100%	100%	India	TAIPL is engaged in the manufacture of shock absorbers, struts and suspension systems.
Federal-Mogul Ignition Products India Limited	99.99%	99.99%	99.99%	India	FMIPL is engaged in the business of manufacture and trading of spark-plugs and its accessories. It also trades in auto-ignition systems and auto components.
Federal Mogul Sealings India Limited	89.89%	89.89%	89.89%	India	FMSIL is engaged in the manufacture and supply of sealings, gaskets and related automotive components used in two/four-wheeler automobiles.
Federal Mogul Bearings India Limited	99.37%	99.37%	99.37%	India	FMBIL is engaged in the business of manufacture and sale of bi-metal engine bearings, bushes, washers, flanges for automotive, industrial, and agricultural, earth moving, marine and stationary engines.

## **2. Basis of preparation, measurement and material accounting policies**

### **2.1 Basis of preparation**

The Restated Consolidated Financial Information of the Group comprises of the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2025, 2024 and 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the years ended 31 March 2025, 2024 and 2023 and the Summary of Material accounting policies and explanatory notes (collectively, the 'Restated Consolidated Financial Information').

The Restated Consolidated Financial Information have been prepared by the Management of the Group solely for the purpose inclusion in the Draft Red Herring Prospectus ("DRHP") in connection with the Parent's proposed initial public offering of the equity shares.

The Restated Consolidated Financial Information have been prepared by the Group in terms of the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note") read with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Parent through the Book Running Lead Managers (the "SEBI Communication"), as applicable.

The Restated Consolidated Financial Information of the Group have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act, presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the Restated Consolidated Financial Information and other relevant provisions of the Act.

The Restated Consolidated Financial Information have been compiled from:

- the audited consolidated Ind AS financial statements of the Group as at and for the year ended 31 March 2025 prepared in accordance with the Ind AS, prescribed under Section 133 of the Act and the other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 29 June 2025.

- the special purpose consolidated Ind AS financial statements of the Group as at and for the year ended 31 March 2024 prepared in accordance with recognition and measurement principle of the Ind AS, prescribed under Section 133 of the Act and the other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 29 June 2025.

- the special purpose consolidated Ind AS financial statements of the Group as at and for the year ended 31 March 2023 prepared in accordance with recognition and measurement principle of the Ind AS, prescribed under Section 133 of the Act and the other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 29 June 2025.

Until the financial year ended 31 March 2024, the Company did not have any subsidiary and hence it prepared a set of standalone Ind AS financial statements for itself. In view of the proposed IPO, Tenneco LLC did a reorganisation in which certain fellow subsidiaries of the Company (namely, Federal-Mogul Ignition Products India Limited, Federal-Mogul Sealings India Limited, Federal-Mogul Bearings India Limited and Tenneco Automotive India Private Limited ("TAIPL")) became subsidiaries of the Company with effect from 26 March 2025 through a share swap arrangement wherein the Company acquired the shareholding in the subsidiaries through an issue of its own equity shares. Prior to such reorganisation, TAIPL was owning DRIV business segment through its wholly owned subsidiary i.e. Motocare India Private Limited ("Motocare") and the shareholding in

Motocare was transferred on 24 March 2025 ("Motocare Transfer") before the reorganisation got effected to Federal-Mogul Motorparts India Limited, a fellow subsidiary, as DRIV business segment was not meant to be part of the reorganisation for the proposed IPO. Such transfer of shareholding of Motocare was done against a cash consideration of Rs. 8,293.51 million (representing fair value of net assets of Motocare ("Motocare Consideration")) receivable over the period of next two years bearing an interest rate of 12% per annum compounded annually. This reorganisation is considered as a common control transaction as required under Appendix C of Ind AS 103 ("Business Combinations").

As a result, as per Appendix C of Ind AS 103, the Company prepared and presented consolidated financial statements including Federal-Mogul Ignition Products India Limited, Federal Mogul Sealings India Limited, Federal Mogul Bearings India Limited and Tenneco Automotive India Private Limited (standalone only) for the comparative period financial information presented as part of restated consolidated financial information as at and for the year ended 31 March 2025. Considering, Motocare was not acquired by the Company as part of the reorganisation, the restated consolidated financial information of the Company does not include the financial information of Motocare (DRIV business segment) for the comparative period presented. The Company has reflected the impact of Motocare Transfer from the date of opening balance sheet of earliest period presented while preparing the restated consolidated financial information as at and for the year ended 31 March 2025 and recorded a receivable equivalent to carrying value of Motocare investment value and recognised the difference between Motocare consideration value and carrying value of investment in Motocare under 'Capital Reserve on Business Combination under Common Control'.

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, Federal-Mogul Ignition Products India Limited, Federal Mogul Sealings India Limited, Federal Mogul Bearings India Limited (collectively known as "Certain subsidiaries") prepared their first set of statutory financial statements as per Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) for the year ended 31 March 2025 and consequently 1 April 2023 is the transition date for preparation of such statutory financial statements. Upto the financial year ended 31 March 2024, prepared their respective statutory financial statements in accordance with accounting standards prescribed under Section 133 of the Companies Act, 2013 ("Indian GAAP").

The special purpose Ind AS financial statements of Certain Subsidiaries for the year ended 31 March 2024 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 for the transition date of 1 April 2023 and as per the presentation, accounting policies and grouping/classifications followed as at and for the year ended 31 March 2025.

In pursuance to the general directions dated 28 October 2021 received from Securities and Exchange Board of India (SEBI) by the Parent and Certain Subsidiaries through Book Running Lead Managers (the "SEBI Communication"), for the purpose of special purpose Ind AS financial statements of Certain Subsidiaries as at and for the year ended 31 March 2023 ("2023 Special Purpose Ind AS Financial Statements"), the transition date is considered as 1 April 2022 which is different from the transition date adopted by the Certain Subsidiaries at the time of first time transition to Ind AS (i.e. 1 April 2023) for the purpose of preparation of Statutory Ind AS Financial Statements as required under Companies Act, 2013, as amended. Accordingly, the Certain Subsidiaries has applied the accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as on 1 April 2022 for these 2023 Special Purpose Ind AS Financial Statements, as initially adopted on transition date i.e. 1 April 2023.

Further, since the statutory date of transition to Ind AS is 1 April 2023, and the 2023 Special Purpose Ind AS Financial Statements have been prepared considering a transition date of 1 April 2022, the closing balances of items included in the Balance Sheet as at 31 March 2023 may be different from the balances considered on the statutory date of transition to Ind AS on 1 April 2023, due to such early application of Ind AS principles with effect from 1 April 2022 as compared to the date of statutory transition.

The 2023 Special Purpose Ind AS Financial Statements have been prepared by making Ind AS adjustments as mentioned above and were approved by the Board of directors at their meetings held on 17 June 2025, 18 June

2025 and 19 June 2025 for Federal Mogul Bearings India Limited, Federal Mogul Sealings India Limited and Federal-Mogul Ignition Products India Limited respectively. The Ind AS adjustments were made to the audited Indian GAAP financial statements of the Certain Subsidiaries as at and for the year ended 31 March 2023 prepared in accordance with Indian GAAP (the "Statutory Indian GAAP Financial Statements") which were approved by the Board of Directors at their meetings held on 8 September 2023, 20 September 2023 and 29 September 2023 for Federal Mogul Bearings India Limited, Federal Mogul Sealings India Limited and Federal-Mogul Ignition Products India Limited respectively.

As such, the financial statements for the years ended 31 March 2024 and 2023 are special purpose Ind AS financial statements of Certain Subsidiaries prepared considering the recognition and measurement of Ind AS, as adopted by the Group and described below. The special purpose Ind AS financial statements for the years ended 31 March 2024 and 2023 have been prepared solely for the purpose of preparation of the consolidated financial statements/ restated consolidated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations") in relation to the proposed initial public offering of the Parent. As such, the special purpose Ind AS financial statements for the years ended 31 March 2024 and 2023 are not suitable for any other purpose, and are also not financial statements prepared pursuant to any requirements under section 129 of the Companies Act, 2013, as amended.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the audited Consolidated Ind AS Financial Statements for the year ended 31 March 2025 and the Special Purpose Consolidated Ind AS Financial Statements for the years ended 31 March 2024 and 2023.

These Restated Consolidated Financial Information:

- a. Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2024 and 31 March 2023 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for year ended 31 March 2025, as applicable.
- b. do not require any adjustment for modification as there is no modification in the underlying audit reports on the Consolidated Ind AS Financial Statements and the Special Purpose Consolidated Ind AS Financial Statements.

	<b>Matters appearing in the Independent Auditor's Report:</b>	<b>Management Notes</b>
<b>A.</b>	<b>Emphasis of Matters for the respective years:</b>	
i.	<p><b>For the year ended 31 March 2025:</b></p> <p>The auditor's report dated 29 June 2025 on the consolidated financial statements of Tenneco Clean Air India Limited for the year ended 31 March 2025 includes following emphasis of matter paragraph:</p> <p>With respect to one of its subsidiary Federal-Mogul Ignition Products India Limited (FMIPL), we draw attention to Note 49(i) to the consolidated financial statements, which describes the status of convening the Company's Annual General Meeting (AGM) within the prescribed timelines as specified under the Companies Act, 2013. On 17 June 2025, the Company filed the compounding application under section 441 of the Companies Act, 2013 before the Registrar of Companies. The potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance and consequential non-compliances is currently not fully ascertainable, as the compounding proceedings are yet to be concluded by the authorities. Based on management's assessment, the</p>	<p>The management of Federal-Mogul Ignition Products India Limited (FMIPL) could not convene Annual General Meeting of the shareholders within stipulated time period resulting in non-compliances with applicable provisions (such as section 92, 96 and 137) of the Companies Act, 2013. On 17 June 2025, the Company filed the compounding application under section 441 of the Companies Act, 2013 before the Registrar of Companies. The potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance and consequential non-compliances is currently not fully ascertainable, as the compounding proceedings are yet to be concluded by the authorities. The Company has recognized provision towards potential penal charges on an estimated basis in the</p>

	<p>Company has recognised a provision towards potential penal charges on an estimated basis in the consolidated financial statement for the year ended 31 March 2025.</p> <p>Our opinion is not modified in respect of this matter.</p>	consolidated financial statements for the year ended 31 March 2025.
ii.	<p><b>For the year ended 31 March 2024:</b></p> <p>The auditor's report dated 29 June 2025 on the special purpose consolidated financial statements of Tenneco Clean Air India Limited for the year ended 31 March 2024 includes following emphasis of matter paragraph:</p> <p>"Basis of Accounting and Restriction on Distribution and Use :</p> <p>a. We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements, which describes the purpose and basis of preparation. The Special Purpose Consolidated Financial Statements have been prepared by the Parent solely for the purpose of preparation of the restated consolidated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations") in relation to the proposed initial public offering of the Parent and to comply with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Parent through Book Running Lead Managers (the "SEBI Communication"). As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any another purpose and are not financial statements prepared pursuant to any requirements under Section 129 of the Act, as amended.</p> <p>The Special Purpose Consolidated Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and is not to be used, referred to or distributed for any other purpose without our prior written consent.</p> <p>Our opinion is not modified in respect of this matter".</p>	
	<p>b. With respect to one of its subsidiary Federal-Mogul Ignition Products India Limited (FMIPL), we draw attention to Note 47(i) of the Special Purpose Consolidated Financial Statements, which describes about a significant difference of Rs. 40.30 million between the physical inventory count conducted in December 2023 and the perpetual inventory records of the Company. The management was unable to provide adequate quantification against various potential causes identified for this discrepancy, and the Company has charged the entire amount to the</p>	<p>The management of Federal-Mogul Ignition Products India Limited (FMIPL) noted significant difference of Rs. 40.3 million between physical inventory counting conducted in December 2023 and perpetual inventory records of FMIPL. The management of FMIPL was unable to provide adequate quantification for the reasons identified for discrepancy, and FMIPL has charged the entire amount to the statement of profit and loss under "Cost of Materials Consumed." during the year ended 31 March 2024. The Board of</p>



	<p>Statement of Profit and Loss under "Cost of materials consumed" for the year ended 31 March 2024. Although the physical inventory count and roll-forward procedures for inventory balance as at 31 March 2024 were found to be appropriate, the lack of supporting evidence to reconcile the earlier difference raised concerns about the possibility of misappropriation of inventory or other irregularities. Accordingly, in compliance with the requirements of Section 143(12) of the Companies Act, 2013 read with Rule 13(1)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), we had reported this matter to the Central Government on 06 January 2025 as the unexplained discrepancy may indicate a potential fraud. The Board of Directors have taken necessary actions as described in Note 47(i) to the Special Purpose Consolidated Financial Statements and have confirmed that all identifiable adjustments have been made to the Special Purpose Consolidated Financial Statements as at and for the year ended 31 March 2024.</p> <p>Our opinion is not modified in respect of this matter.</p>	<p>Directors of FMIPL, engaged an independent firm to investigate the reasons for such significant difference and concluded that, there has not been any indication of wrong-doings by employees of the FMIPL. The Board of Directors concluded that all identified/required adjustments have been recorded in the Special Purpose Consolidated Financial Statements and no further adjustments are required as at 31 March 2024 in respect of these matters. Further, FMIPL did not have appropriate internal controls for maintenance of records evidencing the recording of consumption of materials which could result in potential misstatements in Cost of raw materials consumed and the inventory. The Board of Directors have already approved the appropriate remedial action plan in respect of these control deficiencies.</p> <p>The Board of Directors noted that in compliance with the requirements of Section 143(12) of the Companies Act, 2013 read with Rule 13(1)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the statutory auditors had reported this matter to the Central Government on January 6, 2025, as the unexplained discrepancy may indicate a potential fraud. However, the subsequent physical inventory count and roll-forward procedures for inventory balance as at 31 March 2024 were found to be appropriate.</p>
	<p>c. With respect to one of its subsidiary Federal-Mogul Ignition Products India Limited (FMIPL), we draw attention to Note 47(ii) to the Special Purpose Consolidated Financial Statements, which describes the status of convening the Company's Annual General Meeting (AGM) within the prescribed timelines as specified under the Companies Act, 2013. On 17 June 2025, the Company filed the compounding application under section 441 of the Companies Act, 2013 before the Registrar of Companies. The potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance and consequential non-compliances is currently not fully ascertainable, as the compounding proceedings are yet to be concluded by the authorities. Based on management's assessment, the Company has recognized a provision of Rs 2.15 million towards potential penal charges on an estimated basis in the Special Purpose Consolidated Financial Statements for the year ended 31 March 2024.</p> <p>Our opinion is not modified in respect of this matter.</p>	<p>The management of Federal-Mogul Ignition Products India Limited (FMIPL) could not convene Annual General Meeting of the shareholders within stipulated time period resulting in non-compliances with applicable provisions (such as section 92, 96 and 137) of the Companies Act, 2013. The consequential impact (including penalty and other regulatory consequences, if any) of these non-compliances will be only known post the conclusion of compounding proceedings. The Company has recognized provision of Rs 2.15 million towards potential penal charges on an estimated basis in the Special Purpose Consolidated Financial Statements for the year ended 31 March 2024.</p>

<p>iii.</p>	<p><b>For the year ended 31 March 2023:</b>  The auditor's report dated 29 June 2025 on the special purpose consolidated financial statements for the year ended 31 March 2023 includes following emphasis of matter paragraph:</p> <p>"Basis of Accounting and Restriction on Distribution and Use:</p> <p>a. We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements, which describes the purpose and basis of preparation. The Special Purpose Consolidated Financial Statements have been prepared by the Parent solely for the purpose of preparation of the restated consolidated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations") in relation to the proposed initial public offering of the Parent and to comply with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Parent through Book Running Lead Managers (the "SEBI Communication"). As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any another purpose and are not financial statements prepared pursuant to any requirements under Section 129 of the Act, as amended.</p> <p>The Special Purpose Consolidated Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent.</p> <p>Our opinion is not modified in respect of this matter".</p>	
	<p>b. With respect to one of its subsidiary Tenneco Automotive India Private Limited, We draw attention to note 47 to the Special Purpose Consolidated Financial Statements, which states that the Company has not complied with provisions of Section 92, 96, 129 and 137 of the Companies Act, 2013 ('the Act'), with respect to filing of annual return with the Registrar of Company (ROC), conducting its Annual General Meeting ('AGM'), laying of its financial statements in such AGM and submission of financial statements with the ROC within the prescribed timelines for the year ended 31 March 2023.</p> <p>Our opinion is not modified in respect of this matter.</p>	<p>Tenneco Automotive India Private Limited (TAIPL) has resulted in the non-compliance of the provisions of Section 92, 96, 129 and 137 of the Companies Act, 2013 ('the Act'), with respect to filing of annual return with the Registrar of Company (ROC), conducting its Annual General Meeting ('AGM'), laying of its financial statements in such AGM and submission of financial statements with the ROC within the prescribed timelines for the year ended 31 March 2023.</p>

<b>B.</b>	<b>Matters appearing in the Audit qualifications in the Independent Auditor's Report on the Internal Financial Controls</b>	
i.	<p><b>For the year ended 31 March 2023:</b> Matters appearing in the Audit qualifications in the Independent Auditor's Report on the internal financial controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act') for the year ended 31 March 2023:</p> <p><b>Tenneco Automotive India Private Limited:</b></p> <p>"According to the information and explanations given to us and based on our audit, the following material weakness has been identified as at 31 March 2023:</p> <p>The Company's internal financial controls had inadequate segregation of duties, supervisory controls over vendor payments and timely reconciliations thereof, which has resulted in misappropriation of funds through fraudulent payments, impacting trade payable balances and its consequential impact on the earnings, reserves and surplus and related disclosures in the financial statements.</p> <p>A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.</p> <p>In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as of 31 March 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.</p> <p>We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company as at and for the year ended 31 March 2023, and the material weaknesses does not affect our opinion on the financial statements of the Company."</p>	<p>Subsequent to year ended 31 March 2023, the management of Tenneco Automotive India Private Limited (TAIPL) had identified that an employee was manipulating existing controls around vendor payments fraudulently to misappropriate funds on multiple occasion during current year and preceding years by making payments to other accounts instead of concerned vendor accounts. TAIPL has appointed external agencies for fact-based investigation, forensic data analysis, analysis/ reporting on defined aspects of user activity etc. Based on the TAIPL management's internal assessment and reports received from external agencies, the financial impact of this fraud is estimated to be Rs.194 million. TAIPL has taken disciplinary proceeding against the concerned employee and is in the process of enhancing supervisory and monitoring controls around vendor payment process.</p>

**C. Reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014:**

**In respect of one of its subsidiary, Tenneco Automotive India Private Limited:**

**For the year ended 31 March 2025:**

"Except for the matters stated in paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. Further, the back-up of the books of accounts and other books and papers of the Company maintained in electronic mode has not been maintained on servers physically located in India, on a daily basis.

13(h)(vi): As stated in Note 48 to the financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2024, has used an accounting software SAP ERP for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature was not enabled at database level for accounting software to log any direct data changes. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software where such feature is enabled. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention where audit trail is enabled."

The note 48 referred above has been reproduced in Note 50 of the Restated Consolidated Financial Information.

**For the year ended 31 March 2024:**

"In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), Further, the back-up of the books of accounts and other books and papers of the Company maintained in electronic mode has not been maintained on servers physically located in India, on a daily basis.

As stated in Note 51 to the financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2023, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature was not enabled at database level for accounting software to log any direct data changes. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software where such feature is enabled."

The note 51 referred above has been reproduced in Note 50 of the Restated Consolidated Financial Information.

**D. Statement / comments included in the Companies (Auditor's Report) Order, 2020 (CARO 2020)**

**In respect of one of its subsidiary, Tenneco Automotive India Private Limited:**

**As at and for the year ended 31 March 2025:**

**Clause ii(a) of the CARO 2020 order**

The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and where discrepancies of 10% or more in the aggregate for each class of inventory noticed on physical verification as compared to book records have been properly dealt with in the books of account. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties and in respect of goods-in-transit, these have been confirmed from corresponding receipt and/or dispatch inventory records.

**Clause vii(a) of the CARO 2020 order**

In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of

**Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)****CIN No. : U29308TN2018FTC126510****Material accounting policies and other explanatory notes to Restated Consolidated Financial Information****(All amounts in INR Millions, unless otherwise stated)**

customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

**Clause vii(b) of the CARO 2020 order**

According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Gross Amount (Rs. In million)</b>	<b>Amount paid under Protest (Rs. In million)</b>	<b>Period to which the amount relates (FY)</b>	<b>Forum where dispute is pending</b>
Income Tax Act, 1961	Income Tax	10.00	-	2003-2004	High Court of India
Income Tax Act, 1961	Income Tax	2.54	-	2004-2005	High Court of India
Income Tax Act, 1961	Income Tax	3.85	-	2004-2005	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	5.28	-	2005-2006	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	0.34	-	2006-2007	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	7.80	-	2007-2008	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	149.07	-	2008-2009	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	10.91	-	2009-2010	Transfer Pricing Officer
Income Tax Act, 1961	Income Tax	0.80	-	2009-2010	Deputy Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	40.51	-	2009-2010	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	13.37	-	2010-2011	Transfer Pricing Officer
Income Tax Act, 1961	Income Tax	47.69	-	2010-2011	Deputy Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	5.29	-	2011-2012	Transfer Pricing Officer
Income Tax Act, 1961	Income Tax	224.44	-	2017-2018	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1.08	-	2020-2021	Commissioner of Income Tax (Appeals)

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Gross Amount (Rs. In million)</b>	<b>Amount paid under Protest (Rs. In million)</b>	<b>Period to which the amount relates (FY)</b>	<b>Forum where dispute is pending</b>
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	25.71	-	1990-1991, 1992-1993, 1993-1994, 1996-1997 and 1999-2000	Commercial Tax Officer, Hosur
Goods and Services Tax Act, 2017	Goods and Services Tax	1.84	-	2017-2018	Deputy Commissioner
Goods and Services Tax Act, 2017	Goods and Services Tax	6.14	-	2018-2019	Deputy Commissioner
Goods and Services Tax Act, 2017	Goods and Services Tax	6.65	0.32	2019-2020	Deputy Commissioner
Customs Act, 1962	Customs Duty	0.13	-	1987-1988	Assistant Commissioner of Central Excise, Hosur
Customs Act, 1962	Customs Duty	19.97	1.22	2008	Commissioner of Customs
Customs Act, 1962	Customs Duty	14.12	0.82	2007-2008	Commissioner of Customs
Customs Act, 1962	Customs Duty	13.87	-	2021-2022	Commissioner of Customs
Customs Act, 1962	Customs Duty	0.08	-	2024-2025	Commissioner of Customs

**Clause xi(c) of the CARO 2020 order**

According to the information and explanations given to us and as stated in note 50, the Company has received whistle blower complaints during the year, which have been considered by us while determining the nature, timing and extent of audit procedures.

The note 50 referred above has been reproduced in Note 51(i) of the Restated Consolidated Financial Information.

**As at and for the year ended 31 March 2024:**

**Clause vii(a) of the CARO 2020 order**

In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

**Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)****CIN No. : U29308TN2018FTC126510****Material accounting policies and other explanatory notes to Restated Consolidated Financial Information****(All amounts in INR Millions, unless otherwise stated)****Clause vii(b) of the CARO 2020 order**

According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Gross Amount (Rs. In million)</b>	<b>Amount paid under Protest (Rs. In million)</b>	<b>Period to which the amount relates (FY)</b>	<b>Forum where dispute is pending</b>
Income Tax Act, 1961	Income Tax	10.00	-	2003-2004	High Court of India
Income Tax Act, 1961	Income Tax	2.50	-	2004-2005	High Court of India
Income Tax Act, 1961	Income Tax	3.90	-	2004-2005	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	5.30	-	2005-2006	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	0.30	-	2006-2007	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	7.80	-	2007-2008	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	148.37	-	2008-2009	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	10.90	-	2009-2010	Transfer Pricing Officer
Income Tax Act, 1961	Income Tax	0.80	-	2009-2010	Deputy Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	40.50	-	2009-2010	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	13.40	-	2010-2011	Transfer Pricing Officer
Income Tax Act, 1961	Income Tax	34.50	-	2010-2011	Deputy Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	5.30	-	2011-2012	Transfer Pricing Officer
Income Tax Act, 1961	Income Tax	224.40	-	2017-2018	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1.10	-	2020-2021	Commissioner of Income Tax (Appeals)
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	25.75	-	1990-1991, 1992-1993, 1993-1994, 1996-1997 and 1999-2000	Commercial Tax Officer, Hosur

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Gross Amount (Rs. In million)</b>	<b>Amount paid under Protest (Rs. In million)</b>	<b>Period to which the amount relates (FY)</b>	<b>Forum where dispute is pending</b>
Goods and Services Tax Act, 2017	Goods and Services Tax	1.80	-	2017-2018	Deputy Commissioner
Goods and Services Tax Act, 2017	Goods and Services Tax	6.14	-	2018-2019	Deputy Commissioner
Central Excise Act, 1944	Excise Duty	111.91	-	Nov'2013 - Jun'2017	Additional Director General-DGGSTI, New Delhi
Customs Act, 1962	Customs Duty	0.10	-	1987-1988	Assistant Commissioner of Central Excise, Hosur
Customs Act, 1962	Customs Duty	20.00	-	2008	Commissioner of Customs
Customs Act, 1962	Customs Duty	14.10	-	2007-2008	Commissioner of Customs

**Clause xi(a) of the CARO 2020 order**

To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit, except for misappropriation of funds by an employee of the Company, through manipulation of existing controls around vendor payments on multiple occasions during the current and preceding financial years as identified by the management subsequent to 31 March 2023 but before the adoption of financial statements for FY 2022-2023, causing losses to the Company aggregating to Rs. 194.4 million. Further, the Company has taken disciplinary proceeding against the concerned employee and has implemented additional supervisory and monitoring controls around vendor payment process during the year.

**As at and for the year ended 31 March 2023:**

**Clause vii(a) of the CARO 2020 order**

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

**Clause vii(b) of the CARO 2020 order**

According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:



**Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)**

**CIN No. : U29308TN2018FTC126510**

**Material accounting policies and other explanatory notes to Restated Consolidated Financial Information**

**(All amounts in INR Millions, unless otherwise stated)**

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Gross Amount (Rs. In million)</b>	<b>Amount paid under Protest (Rs. In million)</b>	<b>Period to which the amount relates (FY)</b>	<b>Forum where dispute is pending</b>
Income Tax Act, 1961	Income Tax	10.00	-	2003-2004	High Court of India
Income Tax Act, 1961	Income Tax	2.50	-	2004-2005	High Court of India
Income Tax Act, 1961	Income Tax	3.90	-	2004-2005	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	5.30	-	2005-2006	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	0.30	-	2006-2007	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	7.80	-	2007-2008	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	148.37	-	2008-2009	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	10.90	-	2009-2010	Transfer Pricing Officer
Income Tax Act, 1961	Income Tax	0.80	-	2009-2010	Deputy Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	40.50	-	2009-2010	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	13.40	-	2010-2011	Transfer Pricing Officer
Income Tax Act, 1961	Income Tax	34.50	-	2010-2011	Deputy Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	5.30	-	2011-2012	Transfer Pricing Officer
Income Tax Act, 1961	Income Tax	224.40	-	2017-2018	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1.10	-	2020-2021	Commissioner of Income Tax (Appeals)
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	25.75	-	1990-1991, 1992-1993, 1993-1994, 1996-1997 and 1999-2000	Commercial Tax Officer, Hosur
Goods and Services Tax Act, 2017	Goods and Services Tax	1.80	-	2017-2018	Deputy Commissioner

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Gross Amount (Rs. In million)</b>	<b>Amount paid under Protest (Rs. In million)</b>	<b>Period to which the amount relates (FY)</b>	<b>Forum where dispute is pending</b>
Central Excise Act, 1944	Excise Duty	111.90	-	Nov'2013 - Jun'2017	Additional Director General-DGGSTI, New Delhi
Customs Act, 1962	Customs Duty	0.10	-	1987-1988	Assistant Commissioner of Central Excise, Hosur
Customs Act, 1962	Customs Duty	20.00	-	2008	Commissioner of Customs
Customs Act, 1962	Customs Duty	14.10	-	2007-2008	Commissioner of Customs

**Clause xi(a) of the CARO 2020 order**

To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit, except for misappropriation of funds by an employee of the Company, through manipulation of existing controls around vendor payments on multiple occasions during the current and preceding financial years as identified by the management subsequent to 31 March 2023 causing losses to the Company aggregating to Rs. 194.4 million. Further, the Company has taken disciplinary proceeding against the concerned employee and has implemented additional supervisory and monitoring controls around vendor payment process during the year.

**Clause xx(b) of the CARO 2020 order**

The Company has transferred the remaining unspent amount under sub-section (5) of section 135 of the Act, in respect of ongoing project, within a period of 30 days from the end of financial year to a special account in compliance with the provision of sub-section (6) of section 135 of the Act.

The Restated Consolidated Financial Information do not require any adjustments for the above-mentioned Matters.

These Restated Consolidated Financial Information have been prepared on accrual basis and on a historical cost basis, except for certain items of financial assets and financial liabilities measured at fair value / amortised cost. Refer note 29.

These Restated Consolidated Financial Information have been approved by the Board of Directors of the Group on 29 June 2025.

## **2.2 Summary of Material Accounting Policies**

### **a) Basis of Consolidation**

The Restated Consolidated Financial Information incorporate the financial statements of the Company and entities controlled by the Company (its Subsidiaries) up to 31 March each year. Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affects its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of Subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Group gains control until the date when the Company ceases to control the Subsidiary.

Where necessary, adjustments are made to the financial statements of Subsidiaries to bring the accounting policies used into line with the Company's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in Subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of the Subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's interests in Subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the Subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

When the Company loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Company had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind ASs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

### **Business Combinations under Common Control**

Business combinations involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, are considered as common control business combinations. Such business combinations involving entities or businesses under common control shall be accounted for using the pooling of interest method.

The assets and liabilities of the combining entities or businesses are reflected at their carrying amounts, barring certain assets and liabilities not taken over in terms of business transfer agreements. No adjustments are made to reflect fair values or recognise any new assets or liabilities. The only adjustments that are made are to harmonize accounting policies. The financial information in the financial statements in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. The identity of the

reserves appearing in the financial statements of the transferor is preserved and appears in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor, for case of acquisition of stake in equity.

The differences, if any, between the amount of consideration paid or payable in cash or and the amount of share capital of the transferor and further adjusted for harmonization of the accounting policies, has been transferred to 'Capital reserve on business combination under common control and presented separately from other capital reserves.

During the financial year ended 31 March 2025 Tenneco Clean Air India Limited, acquired businesses by way of acquisition of equity stake from companies which were ultimately controlled by the same parties both before and after the business combination as explained in note 2.1 above. These transactions were in the nature of acquisition of the equity stake from the existing shareholders.

Pursuant to the requirements of Appendix C of the Ind AS 103, these business combinations under common control are accounted for using the pooling of interest method as explained above. The details of the business combinations, the carrying value of the assets, liabilities and reserves acquired and harmonized as per the revised accounting policies, and the resultant capital reserve are given in note 40.

**b) Current and non-current classification**

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Act. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

**c) Use of estimates and judgements**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognised in the current and future periods.

**d) Property, plant and equipment**

*Recognition and initial measurement*

Property plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in Restated Consolidated Statement of Profit and Loss as incurred.

*Subsequent measurement (depreciation and useful lives)*

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives (as set out below) prescribed in Schedule II to the Companies Act, 2013:

Asset Class	Estimated useful life (in years)
Plant and machinery	5-15 years
Furniture and fixtures	10 years
Office equipment	5 years
Computers	3 years
Vehicles	8 years
Buildings	30 Years

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

*De-recognition*

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

**e) Intangible assets**

*Recognition and initial measurement*

Intangible assets (Computer softwares) are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

*Subsequent measurement (amortisation)*

The cost of capitalised software is amortised over a period of 5 years from the date of its acquisition.

**f) Impairment of non-financial assets**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

**g) Impairment of financial assets**

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired.

Ind AS 109 requires expected credit losses to be measured through a loss allowance. Group performs credit assessment for customers on an annual basis. Group recognizes credit risk, on the basis of lifetime expected losses and where receivables are due for more than twelve months.

For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life-time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying

amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

## **h) Financial instruments**

### *Initial recognition and measurement*

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Trade receivable that do not contain significant financing component are initially recognised at transaction price. Subsequent measurement of financial assets and financial liabilities is described below.

### **Non-derivative financial assets**

#### *Subsequent measurement*

- i. **Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost if both the following conditions are met:
  - The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
  - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

- ii. **Financial assets carried at fair value through other comprehensive income (FVOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

- iii. **Financial assets carried at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

- iv. **Derecognition of financial assets**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

### **Non-derivative financial liabilities**

#### *Subsequent measurement*

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

#### *De-recognition of financial liabilities*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The

difference in the respective carrying amounts is recognised in the Restated Consolidated Statement of Profit and Loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of assets and liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**i) Fair value measurement**

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

I. In the principal market for the asset or liability, or

II. In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**j) Leases**

*The Group as a lessee*

The Group's leased asset classes primarily consist of leases for land and building. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these short term or low value asset leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

**k) Inventories**

**Inventories are valued as follows:**

Raw materials, components, stores and spares and packing material.	Lower of cost and net realisable value. Cost represents purchase price and other direct costs and is determined on a moving weighted average cost basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
Work-in-progress	Lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a moving weighted average basis.
Finished Goods: - Manufactured	Lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to Restated Consolidated Statement of Profit and Loss.

**l) Revenue Recognition**

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. A performance obligation is a promise in a contract to transfer a distinct good (or a bundle of goods) to the customer. A contract's transaction price is allocated to each distinct performance obligation and recognised as revenue, as or when, the performance obligation is satisfied. Revenue towards satisfaction of a performance obligation is measured at the amount of



transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the Contract. The Group recognises revenue from the following major sources:

**i) Sale of products:**

Revenue from sale of products is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. It is measured at consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. The Company recognises revenue when it transfers control over a product to a customer i.e. when goods are delivered at the delivery point, as per terms of the agreement, which could be either customer premises or carrier premises who will deliver goods to the customer. When payments received from customers exceed revenue recognised to date on a particular contract, any excess (a contract liability) is reported in the Balance Sheet under other current liabilities.

*Satisfaction of performance obligations*

The Group's revenue is derived from the single performance obligation to transfer primarily products under arrangements in which the transfer of control of the products and the fulfilment of the Group's performance obligation occur at the same time. Revenue from the sale of goods is recognised when the Group has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Group will collect the consideration to which it is entitled to in exchange for the goods.

Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms. For the Group, generally the criteria to recognise revenue has been met when its products are delivered to its customers or to a carrier who will transport the goods to its customers, this is the point in time when the Group has completed its performance obligations. Revenue is measured at the transaction price of the consideration received or receivable, the amount the Company expects to be entitled to.

*Payment terms*

The sale of goods is typically made under credit payment terms differing from customer to customer and ranges between 30-60 days.

**ii) Interest:**

Interest income is recorded on accrual basis.

**iii) Revenue from services:**

Revenue from sale of services is recognised upon rendering the services based on agreements/ arrangements with the concerned parties. For fixed price contracts, revenue is recognised based on the actual service provided till the end of the reporting period as a proportion of the total services to be provided overtime since the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

The Group provide designing services for customised tools to its customers and recognises its revenue over time using an input method to measure progress towards complete satisfaction of tool designing.

Where the Group cannot reasonably measure the outcome of a performance obligation, but the Group expects to recover the costs incurred in satisfying the performance obligation, in those circumstances, the Group recognises revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

**iv) Revenue from development of customer paid tools:**

The Group incurs pre-production tooling costs related to the products developed for its customers under supply arrangements. Tooling income (net) represents amounts recovered from customers, which are in excess of development costs incurred by the Group to manufacture such tools, similarly tooling cost (net) represents costs incurred by the Group in excess of amounts recovered from customers. The Group recognizes such tooling income (net)/ tooling cost (net) when the control of the goods have passed on to the customer. The Group expenses all pre-production tooling costs related to customer owned tools for which reimbursement is not contractually guaranteed by the customer or for which the customer has not provided a non-cancellable right to use the tooling, at the time of their estimation. When it is probable that total development costs will exceed the tooling revenue, the expected loss is recognized as an expense in the Restated Consolidated Statement of Profit and Loss in the period in which such probability occurs.

The tooling income (net) is deferred and recognized over the initial contract period over which supply of goods using developed tools will be made available to the customer. The contract period is generally 3 to 5 years, so tooling income is recognised accordingly. The deferred portion of such income is recognised as deferred income in financial statements.

**v) Contract assets**

A contract asset is the Group's right to consideration in exchange for goods or services that the Group has transferred to the customer. A contract asset becomes a receivable when the Group's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables. The Contract asset in case of Group comprises of deferred income which relates to expenses incurred but not billed yet as per the terms of contract.

The Group's contract assets are disclosed in Note 6(b) , Note 6(f) and Note 18.

**vi) Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract. The Contract liability comprises of unearned income which relates to excess of invoicing over cost incurred for a particular project.

The Group's contract liabilities are disclosed in Note 14, Note 15 and Note 18.

**vii) Export Benefits/Incentives**

Export entitlements under the Duty Entitlement Pass Book (DEPB) Scheme/ Duty Drawback scheme are recognised in the Restated Consolidated Statement of Profit and Loss when the same is received by the company.

**m) Statement of Cash flows**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

**n) Foreign Currency Transactions**

*Functional and presentation currency*

The Restated Consolidated Financial Information are presented in Indian Rupee ('INR or Rs') which is also the functional and presentation currency of the Group.

*Transactions and balances*

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on such conversion and settlement at rates different from those at which they were initially recorded, are recognised in the Restated Consolidated Statement of Profit and Loss in the year in which they arise.

**o) Retirement and Other Employee Benefits**

**(i) Defined Contribution Plans:**

These are plans in which the Group pays pre-defined amounts to funds administered by government authority/ Company and does not have any legal or constructive obligation to pay additional sums. These comprise contributions in respect of Employees' Provident Fund and Employees' State Insurance. The Group's payments to the defined contribution plans are recognised as employee benefit expenses when they are due.

**(ii) Defined Benefit Plans:**

Gratuity liability under the Payment of Gratuity Act is accrued on the basis of an actuarial valuation made at the end of each financial year. The actuarial valuation is done as per projected unit credit method. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to other comprehensive income in the year in which such gains or losses are determined.

**(iii) Short term compensated absences are provided for based on estimates. Long term compensation liability for leave encashment is determined in accordance with Group policy and is measured on the basis of valuation by an independent actuary at the end of the financial year. The actuarial valuation is done as per projected unit credit method.**

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to Restated Consolidated Statement of Profit and Loss in the year in which such gains or losses are determined.

**(iv) Share based payments:**

Share-based compensation benefits are provided to employees via plans of Tenneco LLC., Restricted Stock Units.

**Restricted Stock Units (RSUs):**

The fair value of RSUs is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the RSUs vested. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of RSUs that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. This has been discontinued since 2024.

**(v) Bonus Plans:**

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

**p) Income Taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside Statement of Profit and Loss (either in other comprehensive income or in equity).

**q) Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**r) Provisions, contingent liabilities and contingent assets**

Provisions are recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are discounted to their present values, where the time value of money is material. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. In cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no provision is recognised.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

**s) Cash and Cash Equivalents**

Cash and cash equivalent comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**t) Significant management judgement in applying accounting policies and estimation uncertainty**

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

*Significant management judgements*

**Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

**Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Classification of leases** – The Group enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialised nature of the leased asset.

**Impairment of financial assets** – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets.

**Provisions** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from this judgement.

*Significant estimates*

**Recoverability of advances/receivables** - At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

**Useful lives of depreciable/amortisable assets** – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets.

Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

**Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**u) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment and amortised over the period of the facility to which it relates.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Restated Consolidated Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

**v) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are paid as per the terms of contracts with the supplier. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**w) Dividend**

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Group's Board of Directors. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits. The Group declares and pays dividends in Indian rupees. Group is required to pay / distribute dividend after deducting applicable taxes.

**x) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

The directors of Tenneco Clean Air India Limited assess the financial performance and position of the Company and make strategic decisions. The directors who have been identified as being the Chief Operating Decision Maker consist of Chief Executive Officer, the Vice President & General Manager India and Finance Director. Refer Note 35 for segment information presented.

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3(a) Property, Plant and Equipment

Particulars	Freehold Land	Buildings	Plant and machinery	Office equipment	Furniture and fixtures	Computer	Vehicles	Total
<b>Deemed cost</b>								
Opening carrying amount as on 01 April 2022	5.17	1,496.76	7,327.66	9.21	94.66	174.52	18.55	9,126.53
Additions	-	29.92	517.14	2.22	2.46	30.08	0.49	582.31
Disposals/adjustments	-	(3.45)	(158.60)	(1.11)	(22.85)	(27.86)	(0.62)	(214.49)
<b>Closing carrying amount as on 31 March 2023</b>	<b>5.17</b>	<b>1,523.23</b>	<b>7,686.20</b>	<b>10.32</b>	<b>74.27</b>	<b>176.74</b>	<b>18.42</b>	<b>9,494.35</b>
Ind AS transition adjustments (Refer note 1 below)	-	(6.79)	(141.76)	(0.50)	(1.56)	(3.29)	(0.33)	(154.23)
Opening carrying amount as on 01 April 2023	5.17	1,516.44	7,544.44	9.82	72.71	173.45	18.09	9,340.12
Additions	-	12.39	718.64	0.93	5.81	59.71	0.86	798.34
Disposals/adjustments	-	(0.58)	(20.29)	(0.67)	(0.31)	(0.60)	-	(22.45)
<b>Closing carrying amount as on 31 March 2024</b>	<b>5.17</b>	<b>1,528.25</b>	<b>8,242.79</b>	<b>10.08</b>	<b>78.21</b>	<b>232.56</b>	<b>18.95</b>	<b>10,116.01</b>
Opening carrying amount as on 01 April 2024	5.17	1,528.25	8,242.79	10.08	78.21	232.56	18.95	10,116.01
Additions	-	92.35	510.78	1.15	16.66	63.38	8.34	692.66
Disposals/adjustments*	-	(2.82)	(54.94)	(1.83)	-	(0.03)	-	(59.62)
<b>Closing carrying amount as on 31 March 2025</b>	<b>5.17</b>	<b>1,617.78</b>	<b>8,698.63</b>	<b>9.40</b>	<b>94.87</b>	<b>295.91</b>	<b>27.29</b>	<b>10,749.05</b>
<b>Accumulated depreciation</b>								
Opening accumulated depreciation as on 01 April 2022	-	256.33	2,467.16	2.98	53.93	88.46	7.06	2,875.92
Depreciation charge for the year	-	60.27	861.80	1.83	9.20	30.98	2.21	966.29
Disposals	-	(0.78)	(146.18)	(0.91)	(22.01)	(27.02)	(0.58)	(197.48)
<b>Closing accumulated depreciation as on 31 March 2023</b>	<b>-</b>	<b>315.82</b>	<b>3,182.78</b>	<b>3.90</b>	<b>41.12</b>	<b>92.42</b>	<b>8.69</b>	<b>3,644.73</b>
Ind AS transition adjustments (Refer note 1 below)	-	(6.79)	(141.76)	(0.50)	(1.56)	(3.29)	(0.33)	(154.23)
Opening accumulated depreciation as on 01 April 2023	-	309.03	3,041.02	3.40	39.56	89.13	8.36	3,490.50
Depreciation charge for the year	-	61.15	877.03	1.52	8.37	32.68	2.24	982.99
Disposals	-	(0.60)	(9.18)	(0.68)	(0.15)	(0.41)	-	(11.02)
<b>Closing accumulated depreciation as on 31 March 2024</b>	<b>-</b>	<b>369.58</b>	<b>3,908.87</b>	<b>4.24</b>	<b>47.78</b>	<b>121.40</b>	<b>10.60</b>	<b>4,462.47</b>
Opening accumulated depreciation as on 01 April 2024	-	369.58	3,908.87	4.24	47.78	121.40	10.60	4,462.47
Depreciation charge for the year	-	63.07	853.78	1.60	8.56	48.08	2.17	977.26
Disposals	-	(1.24)	(36.10)	(1.71)	-	-	-	(39.05)
<b>Closing accumulated depreciation as on 31 March 2025</b>	<b>-</b>	<b>431.41</b>	<b>4,726.55</b>	<b>4.13</b>	<b>56.34</b>	<b>169.48</b>	<b>12.77</b>	<b>5,400.68</b>
<b>Net carrying amount as on 31 March 2023</b>	<b>5.17</b>	<b>1,207.41</b>	<b>4,503.42</b>	<b>6.42</b>	<b>33.15</b>	<b>84.32</b>	<b>9.73</b>	<b>5,849.62</b>
<b>Net carrying amount as on 31 March 2024</b>	<b>5.17</b>	<b>1,158.67</b>	<b>4,333.92</b>	<b>5.84</b>	<b>30.43</b>	<b>111.16</b>	<b>8.35</b>	<b>5,653.54</b>
<b>Net carrying amount as on 31 March 2025</b>	<b>5.17</b>	<b>1,186.37</b>	<b>3,972.08</b>	<b>5.27</b>	<b>38.53</b>	<b>126.43</b>	<b>14.52</b>	<b>5,348.37</b>

\*Note: On 17 February 2025, a fire incident occurred at the Parwanoo Plating Plant of Federal-Mogul Bearings India Limited (FMBIL), a subsidiary of the Company. The incident resulted in damage to plant and machinery, with a net carrying value of Rs.9.91 million. Additionally, the fire caused a business loss amounting to Rs.32.01 million. The incident was promptly reported to the insurance company. The Company has adequate insurance coverage for both the asset damage and business interruption losses. Post balance sheet date, the insurance company has made an interim disbursement of Rs.15 million against the machinery replacement claim.

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3(b) Capital Work in Progress (CWIP)

Particulars	Capital Work in Progress (CWIP)
<b>Balance as at 01 April 2022</b>	<b>156.62</b>
Additions during the year	611.03
Capitalised during the year	(582.81)
<b>Balance as at 31 March 2023</b>	<b>184.84</b>
Additions during the year	959.43
Capitalised during the year	(778.09)
<b>Balance as at 31 March 2024</b>	<b>366.18</b>
Additions during the period	632.76
Capitalised during the period	(688.27)
<b>Balance as at 31 March 2025</b>	<b>310.67</b>

Capital Work in Progress (CWIP) Ageing Schedule  
As at 31 March 2025

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	271.65	27.14	11.60	-	310.39
Projects temporarily suspended	-	-	-	0.28	0.28

As at 31 March 2024

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	349.06	15.24	1.60	-	365.90
Projects temporarily suspended	-	-	0.28	-	0.28

As at 31 March 2023

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	165.85	11.42	-	6.53	183.80
Projects temporarily suspended	-	-	1.04	-	1.04

For Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following is the CWIP completion schedule:

As at 31 March 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and machinery	13.42	13.82	-	-	27.23

As at 31 March 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and machinery	1.14	4.83	-	-	5.97

Notes:

- In respect of the subsidiaries, for transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 1 April 2023 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date. For the purpose of preparing these financial statements, the Group has considered transition date to be 1 April 2022. Refer Note 41 for First Time Adoption of Ind AS.
- Refer to Note 32(a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- Buildings includes buildings which are developed on the leasehold land classified under right of use assets (Refer Note 4).
- The Group has not revalued its property, plant and equipment during each reporting year.
- There is no property, plant and equipment that is pledged or under lien.
- There are no impairment losses recognised during each reporting year.



4 Right-of-use assets

Following are the changes in the carrying value of right of use assets:

Particulars	Vehicles	Leasehold land	Buildings	Total
<b>Gross carrying value</b>				
As at 01 April 2022	24.00	305.20	195.31	524.51
Additions	7.46	-	102.96	110.42
Disposals	(0.62)	-	(26.65)	(27.27)
<b>As at 31 March 2023</b>	<b>30.84</b>	<b>305.20</b>	<b>271.62</b>	<b>607.66</b>
Ind AS transition adjustments (Refer note (a) below)	-	(0.16)	(0.09)	(0.25)
As at 01 April 2023	30.84	305.04	271.53	607.41
Additions	7.02	-	6.26	13.28
Disposals	-	-	(2.25)	(2.25)
<b>As at 31 March 2024</b>	<b>37.86</b>	<b>305.04</b>	<b>275.54</b>	<b>618.44</b>
As at 01 April 2024	37.86	305.04	275.54	618.44
Additions	8.34	-	102.37	110.71
Disposals	(4.72)	-	(49.20)	(53.92)
<b>As at 31 March 2025</b>	<b>41.48</b>	<b>305.04</b>	<b>328.71</b>	<b>675.23</b>
<b>Accumulated depreciation</b>				
As at 01 April 2022	10.41	26.27	112.75	149.43
Depreciation charge for the year	6.32	3.51	24.37	34.20
Disposals/adjustments	(0.44)	-	(16.47)	(16.91)
<b>As at 31 March 2023</b>	<b>16.29</b>	<b>29.78</b>	<b>120.65</b>	<b>166.72</b>
Ind AS transition adjustments (Refer note (a) below)	-	(0.16)	(0.09)	(0.25)
As at 01 April 2023	16.29	29.62	120.56	166.47
Depreciation charge for the year	6.96	3.23	36.45	46.64
Disposals/adjustments	-	-	(0.03)	(0.03)
<b>As at 31 March 2024</b>	<b>23.25</b>	<b>32.85</b>	<b>156.98</b>	<b>213.08</b>
As at 01 April 2024	23.25	32.85	156.98	213.08
Depreciation charge for the year	7.49	3.23	37.49	48.21
Disposals/adjustments	(4.00)	-	(39.55)	(43.55)
<b>As at 31 March 2025</b>	<b>26.74</b>	<b>36.08</b>	<b>154.92</b>	<b>217.74</b>
<b>Net carrying amount as on 31 March 2023</b>	<b>14.55</b>	<b>275.42</b>	<b>150.97</b>	<b>440.94</b>
<b>Net carrying amount as on 31 March 2024</b>	<b>14.61</b>	<b>272.19</b>	<b>118.56</b>	<b>405.36</b>
<b>Net carrying amount as on 31 March 2025</b>	<b>14.74</b>	<b>268.96</b>	<b>173.79</b>	<b>457.49</b>

Note:

- (a) In respect of the subsidiaries, the date of transition to Ind AS is 1 April 2023. In preparing these financial statements, the Group has considered transition date to be 1 April 2022.
- (b) The Group has not revalued its right-of-use assets during each reporting year.

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Restated Consolidated Statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Non-current lease liabilities	146.07	110.43	140.70
Current lease liabilities	50.85	40.53	32.08
<b>Total</b>	<b>196.92</b>	<b>150.96</b>	<b>172.78</b>

The Group has taken building and vehicles on lease for an average lease term of 26 months to 60 months. Gross carrying value of leasehold land includes amounts which were paid upfront, at the commencement date of the lease along with relevant initial direct costs to acquire leasehold rights. The Group has entered into long term leases of around 95-99 years for land leases.

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The following is the movement in lease liabilities:

Particulars	Amount
As at 01 April 2022	102.42
Additions	108.34
Finance cost accrued during the year (Refer note 23)	8.67
Derecognised during the year	(12.00)
Payment of lease liabilities	(34.65)
<b>Balance as at 31 March 2023</b>	<b>172.78</b>
As at 01 April 2023	172.78
Additions	12.40
Finance cost accrued during the year (Refer note 23)	13.92
Derecognised during the year	(1.26)
Payment of lease liabilities	(46.88)
<b>Balance as at 31 March 2024</b>	<b>150.96</b>
As at 01 April 2024	150.96
Additions	108.28
Finance cost accrued during the period (Refer note 23)	13.57
Derecognised during the period	(13.65)
Payment of lease liabilities	(62.24)
<b>Balance as at 31 March 2025</b>	<b>196.92</b>

The table below provides details regarding the contractual maturities of lease liabilities of non-cancellable contractual commitments as on an undiscounted basis.

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Less than one year	65.08	52.37	45.54
One to five years	165.51	128.49	129.01
More than five years	5.10	1.22	41.92
	<b>235.69</b>	<b>182.08</b>	<b>216.47</b>

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The following are the amounts recognised in profit or loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation expense of right-of-use assets	48.21	46.64	34.20
Interest expense on lease liabilities (Refer note 23)	13.57	13.92	8.67
Expense relating to short-term leases (included in other expenses) (Refer note 25)	15.97	28.36	49.16
<b>Total</b>	<b>77.75</b>	<b>88.92</b>	<b>92.03</b>

Lease related disclosures

- The Group has leases for Land, Buildings and Vehicles. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability.
- Total cash outflow for leases for the year ended 31 March 2025 was Rs. 62.24 million, Rs. 46.88 million in 31 March 2024 and Rs. 34.65 million in 31 March 2023.
- The Group has short term lease agreements in which there are no lock in periods. The disclosure requirement related to total commitment of short term leases is thus not applicable to the Group.

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## 5 Intangible assets

Particulars	Computer Software
<b>Deemed cost</b>	
<b>Gross carrying amount</b>	
Opening gross carrying amount as on 1 April 2022	124.56
Additions	3.19
Disposals/Adjustments	(30.91)
<b>Closing gross carrying amount as on 31 March 2023</b>	<b>96.84</b>
Ind AS transition adjustments (Refer note 1 below)	(2.42)
Opening gross carrying amount as on 1 April 2023	94.42
Additions	4.76
Disposals/Adjustments	(0.18)
<b>Closing gross carrying amount as on 31 March 2024</b>	<b>99.00</b>
Opening gross carrying amount as on 1 April 2024	99.00
Additions	2.65
Disposals/Adjustments	(0.03)
<b>Closing gross carrying amount as on 31 March 2025</b>	<b>101.62</b>
<b>Accumulated amortisation</b>	
Opening accumulated amortisation as on 1 April 2022	100.74
Amortisation charge for the year	8.70
Disposals	(30.58)
<b>Closing accumulated amortisation as on 31 March 2023</b>	<b>78.86</b>
Ind AS transition adjustments (Refer note 1 below)	(2.42)
Opening accumulated amortisation as on 1 April 2023	76.44
Amortisation charge for the year	6.30
Disposals	(0.18)
<b>Closing accumulated amortisation as on 31 March 2024</b>	<b>82.56</b>
Opening accumulated amortisation as on 1 April 2024	82.56
Amortisation charge for the year	6.25
Disposals	-
<b>Closing accumulated amortisation as on 31 March 2025</b>	<b>88.81</b>
<b>Net carrying amount as on 31 March 2023</b>	<b>17.98</b>
<b>Net carrying amount as on 31 March 2024</b>	<b>16.44</b>
<b>Net carrying amount as on 31 March 2025</b>	<b>12.81</b>

**Notes:**

- 1.) In respect of the subsidiaries, for transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as of 01 April 2023 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date. For the purpose of preparing these financial statements, the Group has considered transition date to be 1 April 2022. Refer Note 41 for First Time Adoption of Ind AS.
- 2.) No Intangible assets are pledged as security by the Group.
- 3.) There are no Intangible assets Under Development as at each reporting year.
- 4.) The Group has not revalued its Intangible Assets as on each reporting year and therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

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6 Financial assets

6(a) Investments

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Non-Current</b>			
<b>Investments at fair value through profit or loss</b>			
(i) Investment in equity shares of other entity, unquoted Nil equity shares (31 March 2024: 869,900; 31 March 2023: 745,900) fully paid of Rs. 10 each in Maple Renewable Power Private Limited	-	8.70	7.46
(ii) Investment in equity shares of other entity, unquoted 3,545 equity shares (31 March 2024: 3,545; 31 March 2023: Nil) fully paid of Rs. 53.03 each in Caparo Power Limited	0.19	0.19	-
(iii) Investment in equity shares of other entity, unquoted 62,000 equity shares (31 March 2024: Nil; 31 March 2023: Nil) fully paid of Rs. 10 each in Yash Metal Resources Private Limited	3.10	-	-
<b>Total</b>	<b>3.29</b>	<b>8.89</b>	<b>7.46</b>
<b>Aggregate amount of unquoted investments</b>	<b>3.29</b>	<b>8.89</b>	<b>7.46</b>
<b>Aggregate amount of impairment in the value of investments</b>	<b>-</b>	<b>-</b>	<b>-</b>

6(b) Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Trade receivables from external parties	5,951.15	5,093.50	5,234.77
Trade receivables from related parties [Refer Note 28(c)]	973.75	563.91	452.67
Less: Allowance for expected credit loss	(52.59)	(59.79)	(55.62)
<b>Total receivables</b>	<b>6,872.31</b>	<b>5,597.62</b>	<b>5,631.82</b>
<b>Break-up of security details:</b>			
Unsecured, considered good	6,872.31	5,597.62	5,631.82
Trade receivables which have a significant increase in credit risk	45.13	44.17	38.68
Trade receivables - credit impaired	7.46	15.62	16.94
<b>Total</b>	<b>6,924.90</b>	<b>5,657.41</b>	<b>5,687.44</b>
Less: Allowance for expected credit loss	(52.59)	(59.79)	(55.62)
<b>Total Trade receivables</b>	<b>6,872.31</b>	<b>5,597.62</b>	<b>5,631.82</b>

The average credit period on sales of goods is 30-90 days

Trade Receivables Ageing (on the basis of due date of payment):

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	3,310.25	3,525.57	26.57	7.26	0.49	2.17	6,872.31
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	10.53	18.60	12.55	2.55	0.90	-	45.13
(iii) Undisputed Trade Receivables – credit impaired	-	0.46	0.88	3.58	1.42	1.12	7.46
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	<b>3,320.78</b>	<b>3,544.63</b>	<b>40.00</b>	<b>13.39</b>	<b>2.81</b>	<b>3.29</b>	<b>6,924.90</b>
Less: Expected credit loss allowance							(52.59)
							<b>6,872.31</b>

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As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	2,305.39	3,213.21	63.91	9.19	0.55	5.37	5,597.62
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	4.87	12.23	14.28	12.14	0.65	-	44.17
(iii) Undisputed Trade Receivables – credit impaired	-	-	1.70	8.65	3.44	1.83	15.62
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	2,310.26	3,225.44	79.89	29.98	4.64	7.20	5,657.41
Less: Expected credit loss allowance							(59.79)
							5,597.62

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	2,196.58	3,418.74	9.29	4.99	1.61	0.61	5,631.82
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	3.14	12.56	9.14	13.26	0.43	0.15	38.68
(iii) Undisputed Trade Receivables – credit impaired	-	-	0.82	11.46	4.01	0.65	16.94
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	2,199.72	3,431.30	19.25	29.71	6.05	1.41	5,687.44
Less: Expected credit loss allowance							(55.62)
							5,631.82

**Notes:**

- (1) Refer Note 30 for allowance for expected credit loss.
- (2) Refer Note 28(c) for balances due from related parties.

**6(c) Cash and cash equivalents**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balances with scheduled banks			
- in current accounts	1,009.22	1,421.70	2,433.61
Bank deposits with original maturity less than 3 months	1,849.76	409.03	1,681.15
<b>Total</b>	<b>2,858.98</b>	<b>1,830.73</b>	<b>4,114.76</b>

**6(d) Bank balances other than 6(c) above**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Bank deposit held as margin money with original maturity less than 12 months	1.55	0.22	2.88
Bank deposits with original maturity more than 3 months but less than 12 months	1.81	5.61	9.60
<b>Total</b>	<b>3.36</b>	<b>5.83</b>	<b>12.48</b>

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6(e) Loans

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Non-Current</b>			
Loan to employees	2.64	3.16	3.05
<b>Total</b>	<b>2.64</b>	<b>3.16</b>	<b>3.05</b>
<b>Current</b>			
Loan to employees	4.75	10.35	11.10
<b>Total</b>	<b>4.75</b>	<b>10.35</b>	<b>11.10</b>

6(f) Other financial assets

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Non-Current</b>			
<b>Unsecured, considered good</b>			
<b>At amortised cost</b>			
Security deposits	82.73	69.66	59.54
Deposits with original maturity more than 12 months (including accrued interest)	26.80	2.40	5.15
Other receivables (Refer note 40)	8,312.20	2,559.03	2,559.03
<b>Total</b>	<b>8,421.73</b>	<b>2,631.09</b>	<b>2,623.72</b>
<b>Current</b>			
<b>At amortised cost</b>			
<b>Unsecured, considered good</b>			
Interest accrued on bank deposits	10.42	2.46	3.94
Interest accrued on loans	1.02	0.71	-
Security deposits	0.13	5.14	5.52
Export incentive recoverable	5.96	1.46	2.91
Deposits held as margin money with original maturity of more than 12 months (including accrued interest)	1.64	5.00	-
Receivable from related party*	93.32	39.35	23.96
Unbilled revenue (Refer note 18)	244.22	129.08	412.32
Claims recoverable	10.51	0.60	0.35
<b>Total</b>	<b>367.22</b>	<b>183.80</b>	<b>449.00</b>

\* Includes amount of Rs.73.81 Millions relating to Initial Public Offer related expenses incurred during the year ended 31 March 2025 which the Company will recover from the Selling Shareholders.

7 Deferred tax assets (net)

Particulars	Opening as at 01 April 2022	Recognised in statement of profit and loss	Recognised in OCI	Closing balance as at 31 March 2023
<b>Deferred tax assets</b>				
Unabsorbed depreciation	30.23	(23.88)	-	6.35
Provision for employee benefits	78.69	3.46	1.74	83.89
Provision for doubtful advances and expected credit loss	68.65	0.71	-	69.36
Provision for Inventory obsolescence	17.98	18.07	-	36.05
Demerger expenses	7.21	(3.61)	-	3.60
MAT Credit	36.26	(20.63)	-	15.63
Lease Liabilities	10.53	1.80	-	12.33
Others	16.37	8.00	(1.48)	22.89
	<b>265.92</b>	<b>(16.08)</b>	<b>0.26</b>	<b>250.10</b>
<b>Deferred tax liabilities</b>				
Property, plant and equipment and Intangible assets on account of difference in Written Down Value (WDV)	198.23	(37.56)	-	160.67
Right of Use Assets	9.47	1.50	-	10.97
	<b>207.70</b>	<b>(36.06)</b>	<b>-</b>	<b>171.64</b>
<b>Net Deferred tax assets / (liabilities)</b>	<b>58.22</b>	<b>19.98</b>	<b>0.26</b>	<b>78.46</b>

Closing Balance as on 31 March 2023 disclosed as:

Deferred tax asset	82.33
Deferred tax liability	(3.87)
	<b>78.46</b>

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Particulars	Opening as at 01 April 2023	Recognised in Statement of Profit and Loss	Recognised in OCI	Closing balance as at 31 March 2024
<b>Deferred tax assets</b>				
Unabsorbed depreciation	6.35	9.91	-	16.26
Provision for employee benefits	83.89	(4.21)	8.76	88.43
Provision for doubtful advances and expected credit loss	69.36	(7.12)	-	62.24
Provision for Inventory obsolescence	36.05	(2.30)	-	33.75
Demerger expenses	3.60	(3.60)	-	-
MAT Credit	15.63	(15.63)	-	(0.00)
Lease Liabilities	12.33	(1.93)	-	10.40
Others	22.89	42.67	-	65.56
	<b>250.10</b>	<b>17.79</b>	<b>8.76</b>	<b>276.64</b>
<b>Deferred tax liabilities</b>				
Property, plant and equipment and Intangible assets on account of difference in Written	160.67	(5.58)	-	155.09
Right of Use Assets	10.97	(2.30)	-	8.67
	<b>171.64</b>	<b>(7.88)</b>	<b>-</b>	<b>163.76</b>
<b>Net Deferred tax assets / (liabilities)</b>	<b>78.46</b>	<b>25.67</b>	<b>8.76</b>	<b>112.88</b>

**Closing Balance as on 31 March 2024 disclosed as:**

Deferred tax asset	122.97
Deferred tax liability	(10.09)
	<b>112.88</b>

Particulars	Opening as at 01 April 2024	Recognised in statement of profit and loss	Recognised in OCI	Closing balance as at 31 March 2025
<b>Deferred tax assets</b>				
Unabsorbed depreciation	16.26	(13.60)	-	2.66
Provision for employee benefits	88.43	23.79	12.92	125.13
Provision for doubtful advances and expected credit loss	62.24	12.14	-	74.38
Provision for Inventory obsolescence	33.75	(13.76)	-	19.99
MAT Credit	(0.00)	17.83	-	17.83
Lease Liabilities	10.40	11.59	-	21.99
Others	65.56	2.40	0.16	68.10
	<b>276.64</b>	<b>40.39</b>	<b>13.08</b>	<b>330.08</b>
<b>Deferred tax liabilities</b>				
Property, plant and equipment and Intangible assets on account of difference in Written	155.09	(64.71)	-	90.38
Right of Use Assets	8.67	13.82	-	22.49
	<b>163.76</b>	<b>(50.89)</b>	<b>-</b>	<b>112.87</b>
<b>Net Deferred tax assets / (liabilities)</b>	<b>112.88</b>	<b>91.28</b>	<b>13.08</b>	<b>217.21</b>

**Closing Balance as on 31 March 2025 disclosed as:**

Deferred tax asset	218.26
Deferred tax liability	(1.05)
	<b>217.21</b>

**8 Current Tax Assets (Net)**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Current Tax Assets (Net)	183.20	221.94	331.59
<b>Total</b>	<b>183.20</b>	<b>221.94</b>	<b>331.59</b>

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**9 Other Non current Assets**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Amount paid under protest	6.98	6.98	6.59
Capital advances	39.05	69.16	112.36
Prepaid expenses	2.60	3.86	0.82
Balances with government authorities	0.08	0.08	1.61
Excess of fund payment over gratuity liability	0.78	-	-
Others (includes excess CSR spent, advances, etc.)	27.95	17.34	17.25
<b>Total</b>	<b>77.44</b>	<b>97.42</b>	<b>138.63</b>

**10 Inventories (Valued at lower of cost and net realisable value)**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Raw materials and components (includes stock in transit of Rs. 513.58 Million (31 March 2024: Rs. 1,151.90 Million, 31 March 2023: Rs.1,123.30 Million)	1,821.70	2,317.01	2,789.41
Work-in-progress	422.06	423.68	434.52
Finished Goods (includes stock in transit of Rs. 101.18 Million (31 March 2024: Rs.105.19 Million, 31 March 2023: Rs.119.13 Million)	348.91	399.26	520.72
Stores and spares (includes stock in transit of Rs. Nil (31 March 2024: Nil, 31 March 2023: Rs.1.28 Million)	136.47	97.29	116.18
Stock-in-trade (includes stock in transit of Rs. 9.21 Million (31 March 2024: Rs.15.10 Million, 31 March 2023: Rs.1.28 Million)	40.17	40.41	71.36
Packing Material	7.96	15.79	16.62
<b>Total</b>	<b>2,777.27</b>	<b>3,293.44</b>	<b>3,948.81</b>

The cost of inventories recognised as an expense includes Rs.8.03 million (31 March 2024: 10.70 million; 31 March 2023: Rs. 23.19 million ) in respect of write-downs of inventory to net realisable value.

**11 Other current assets**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Prepaid expenses	52.80	63.35	57.13
Advance to employees			
-Considered good	2.10	2.90	2.32
Advance to suppliers			
-Considered good	268.34	633.52	242.18
-Considered doubtful	10.19	29.94	30.90
	<b>278.53</b>	<b>663.46</b>	<b>273.08</b>
Less: Provision for doubtful advances	(10.19)	(29.94)	(30.90)
	<b>268.34</b>	<b>633.52</b>	<b>242.18</b>
Balances with government authorities*			
-Considered good	46.72	204.37	141.20
-Considered doubtful	14.06	11.42	8.89
	<b>60.78</b>	<b>215.79</b>	<b>150.09</b>
Less: Provision for doubtful advances	(14.06)	(11.42)	(8.89)
	<b>46.72</b>	<b>204.37</b>	<b>141.20</b>
Export incentive recoverable	4.44	3.14	1.01
Others	12.95	6.58	4.52
<b>Total</b>	<b>387.35</b>	<b>913.86</b>	<b>448.36</b>

\*It includes Goods and Services tax paid on finished goods in transit as at the year end.

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12(a) Equity Share Capital

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Authorised share capital</b> 780,050,000 Equity shares of Rs. 10 each (780,050,000 Equity shares of Rs. 10 each as at 31 March 2024 and 31 March 2023)	7,800.50	7,800.50	7,800.50
	<b>7,800.50</b>	<b>7,800.50</b>	<b>7,800.50</b>
<b>Issued, subscribed and fully paid share capital</b> 403,604,310 Equity shares of Rs. 10 each (214,088,829 Equity shares of Rs. 10 each as at 31 March 2024, 313,406,120 Equity shares of Rs. 10 each as at 31 March 2023)	4,036.04	2,140.89	3,134.06
	<b>4,036.04</b>	<b>2,140.89</b>	<b>3,134.06</b>

(i) Movements in share capital

Particulars	Number of shares	Amount
<b>As at 01 April 2022</b>	<b>313,406,120</b>	<b>3,134.06</b>
Movement during the year	-	-
<b>As at 31 March 2023</b>	<b>313,406,120</b>	<b>3,134.06</b>
Movement during the year	(99,317,291)	(993.17)
<b>As at 31 March 2024</b>	<b>214,088,829</b>	<b>2,140.89</b>
Movement during the year (refer note 40)	189,515,480	1,895.15
<b>As at 31 March 2025</b>	<b>403,604,309</b>	<b>4,036.04</b>

**Terms/rights attached to equity shares and preference shares**

**Equity Shares:** The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Shares held by holding company and subsidiaries of holding company

Name of the shareholder	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
<b>Equity Shares of Rs.10/- fully paid:</b>						
Tenneco Mauritius Holdings Limited, the Immediate Parent company	344,808,654	85.43%	198,684,964	92.80%	290,851,410	92.80%
Tenneco Mauritius Limited	26,734,261	6.62%	15,403,865	7.20%	22,554,710	7.20%
Federal-Mogul Pty Limited	14,478,794	3.59%	-	-	-	-
Federal-Mogul Investment B V	10,607,654	2.63%	-	-	-	-
Tenneco LLC (formerly known as Tenneco Inc. upto 29 April 2025)	6,974,946	1.73%	-	-	-	-

(iii) Details of shares held by shareholders holding more than 5% of the shares in the Company

Name of the shareholder	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
<b>Equity shares of Rs.10 each fully paid</b>						
Tenneco Mauritius Holdings Limited, the Immediate Parent company	344,808,654	85.43%	198,684,964	92.80%	290,851,410	92.80%
Tenneco Mauritius Limited	26,734,261	6.62%	15,403,865	7.20%	22,554,710	7.20%

As per records of the Company, including register of shareholders / members and other declarations received from shareholders regarding beneficial interests, the above shareholding represents both legal and beneficial owners of shares.

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## (iv) Others

- (a) Pursuant to the order dated 20 April 2021, for approval of reduction in share capital of the Company by the Hon'ble National Company Law Tribunal, Chennai, the paid up share capital of the Company has been reduced from Rs. 7,777.1 million divided into 777,713,120 equity shares of Rs. 10/- each to Rs. 3,134.1 million divided into 313,406,120 equity shares of Rs. 10/- each (refer note 46)
- (b) Pursuant to the order dated 23 November 2023, for approval of reduction in share capital of the Company by the Hon'ble National Company Law Tribunal, Chennai, the paid up share capital of the Company has been reduced from Rs. 3,134.1 million divided into 313,406,120 equity shares of Rs. 10/- each to Rs. 2,140.9 million divided into 21,408,8829 equity shares of Rs. 10/- each (refer note 46)
- (c) Pursuant to share swap agreements dated 25 March 2025 between the Company and the shareholders of Tenneco Automotive India Private Limited, Federal-Mogul Ignition Products India Limited, Federal Mogul Sealings India Limited and Federal Mogul Bearings India Limited (hereinafter referred to as the subsidiaries), the Company acquired control of these subsidiaries in exchange for issue of its own equity shares and accordingly issued an aggregate of 189,515,480 equity shares of the Company having a face value of Rs.10/- (Rupees Ten) per equity share by the Company at a price of Rs. 288.85 per equity share. (refer note 40)

## (v) Details of shareholding of Promoters\*

Name of the Promoter	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Number of	% holding	Number of	% holding	Number of	% holding
Tenneco Mauritius Holdings Limited, the Immediate Parent company	344,808,654	85.43%	198,684,964	92.80%	290,851,410	92.80%
Tenneco Mauritius Limited	26,734,261	6.62%	15,403,865	7.20%	22,554,710	7.20%

\*Promoter here means Promoter defined under Companies Act, 2013.

Note: The Company has identified Tenneco Mauritius Holdings Limited, Tenneco Mauritius Limited, Federal-Mogul Pty Limited, Federal-Mogul Investment B V and Tenneco LLC (formerly known as Tenneco Inc. upto 29 April 2025) as 'Promoters' in line with the definition provided under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") vide its resolution passed in the Board meeting dated 15 May 2025.

## 12(b) Other Equity

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Securities Premium	765.92	769.66	769.66
Retained Earnings	7,727.18	6,338.43	7,967.56
Capital Reserve	3.84	3.84	(338.33)
Capital Reserve on Business Combination under Common Control	3,544.28	(1,370.19)	(1,370.19)
Deemed Equity Contribution from Parent Company	21.79	21.79	21.79
Capital Redemption Reserve	0.65	0.65	0.65
Share Application Money Pending Allotment	-	1,895.15	1,895.15
<b>Total Reserves and Surplus</b>	<b>12,063.66</b>	<b>7,659.33</b>	<b>8,946.29</b>

## (i) Securities Premium

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	769.66	769.66	769.66
Less: Share issue expenses	(3.74)	-	-
<b>Balance as at the end of the year</b>	<b>765.92</b>	<b>769.66</b>	<b>769.66</b>

Note: Pursuant to the Share Swap agreement, the Company has issued 189,515,480 New Equity Shares during the year ended 31 March 2025. The Company has incurred Rs. 3.74 million for issue of such shares and the same is adjusted against securities premium.

## (ii) Retained earnings:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	6,338.43	7,967.56	6,900.76
Profit for the year	5,520.63	4,166.58	3,810.79
Remeasurement gain / loss (net of taxes)	(39.46)	(8.00)	(1.60)
Utilisation for buyback of shares	-	(198.63)	-
Stock compensation	-	-	61.89
Dividend paid	(4,092.42)	(5,589.08)	(2,804.28)
<b>Balance as at the end of the year</b>	<b>7,727.18</b>	<b>6,338.43</b>	<b>7,967.56</b>

## (iii) Capital Reserve

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	3.84	(338.33)	(338.33)
Adjusted against capital reduction (Refer note 46)	-	342.17	-
<b>Balance as at the end of the year</b>	<b>3.84</b>	<b>3.84</b>	<b>(338.33)</b>

## (iv) Capital Reserve on Business Combination under Common Control

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	(1,370.19)	(1,370.19)	(1,370.19)
Adjustment for sale of investment by subsidiary (Refer note 40)	4,914.47	-	-
<b>Balance as at the end of the year</b>	<b>3,544.28</b>	<b>(1,370.19)</b>	<b>(1,370.19)</b>

(v) **Deemed Equity Contribution from Parent Company**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	21.79	21.79	21.79
Movement during the year	-	-	-
<b>Balance as at the end of the year</b>	<b>21.79</b>	<b>21.79</b>	<b>21.79</b>

(vi) **Share Application Money Pending Allotment**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	1,895.15	1,895.15	1,895.15
Add: movement during the year	(1,895.15)	-	-
<b>Balance as at the end of the year</b>	<b>-</b>	<b>1,895.15</b>	<b>1,895.15</b>

(vii) **Capital Redemption Reserve**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	0.65	0.65	0.65
Add: movement during the year	-	-	-
<b>Balance as at the end of the year</b>	<b>0.65</b>	<b>0.65</b>	<b>0.65</b>

(viii) **Stock Compensation Reserve**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	-	-	55.40
Add: Share based payments (refer note 22)	-	-	6.49
Less: Transfer to retained earnings on cancellation of RSU plan	-	-	(61.89)
<b>Balance as at the end of the year</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Nature and Purpose of reserves**(i) **Securities Premium:**

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

(ii) **Retained earnings:**

Retained earnings are the profits/(loss) that the Group has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

(iii) **Capital Reserve:**

Capital Reserve is reserve created while transferring assets and liabilities from Tenneco Automotive India Private Limited under the scheme of demerger approved by National Company Law Tribunal. Refer note 46 in relation to the approval of the capital reduction scheme and its consequent impact on the capital reserve.

(iv) **Capital Reserve on Business Combination under Common Control:**

The assets and liabilities of the acquired entities are reflected at their carrying amounts. The difference between the amount of consideration paid / payable and the net assets taken over further adjusted for harmonization of the accounting policies, has been transferred to 'Capital reserve on business combination under common control. Refer note 40.

(v) **Deemed Equity Contribution from Parent Company:**

Deemed Equity Contribution from Parent Company reserve is used to recognise the grant date fair value of Restricted Stock Units (RSUs) issued to employees by Tenneco LLC under 'Tenneco Inc.' Restricted Stock Units (RSUs) plan (Refer note 33).

(vi) **Share Application Money Pending Allotment:**

Pursuant to the Share Swap agreement, the Company has issued 189,515,480 New Equity Shares during the year ended 31 March 2025. The effect of the Share Swap agreement is given in accordance with Appendix C of Ind AS 103 and restated in the comparative financial years. Therefore, 189,515,480 Equity Shares (being additional number of Equity Shares) has been disclosed as share application money pending allotment in comparative years. Please Refer note 40 for details.

(vii) **Capital Redemption Reserve**

Capital redemption reserve is the accumulation of profit on forfeiture of preference shares.

(viii) **Stock Compensation Reserve**

Stock compensation reserve is used to recognise the grant date fair value of Restricted Stock Units (RSUs) issued to employees by Tenneco LLC under 'Tenneco Inc.' Restricted Stock Units (RSUs) plan. Refer note 33.

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13 Financial Liabilities

13(a) Trade Payables

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Dues of micro enterprises and small enterprises (Refer note below)	1,201.27	1,218.91	1,419.26
Dues of creditors other than micro enterprises and small enterprises	6,248.31	5,815.79	6,615.54
Dues of related parties [Refer Note 28(c)]	974.63	1,696.96	907.78
<b>Total</b>	<b>8,424.21</b>	<b>8,731.66</b>	<b>8,942.58</b>

Trade Payables Ageing:  
As at 31st March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	878.99	319.03	1.82	0.44	0.98	1,201.27
(ii) Others	1,020.41	1,524.65	4,645.35	15.77	6.05	10.71	7,222.94
iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>1,020.41</b>	<b>2,403.64</b>	<b>4,964.38</b>	<b>17.59</b>	<b>6.49</b>	<b>11.69</b>	<b>8,424.21</b>

As at 31st March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	782.86	432.12	1.54	1.26	1.13	1,218.91
(ii) Others	497.30	1,156.38	5,811.54	22.48	13.55	10.24	7,511.49
iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	1.26	-	-	-	1.26
<b>Total</b>	<b>497.30</b>	<b>1,939.24</b>	<b>6,244.92</b>	<b>24.02</b>	<b>14.81</b>	<b>11.37</b>	<b>8,731.66</b>

As at 31st March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	72.35	1,343.38	2.29	0.57	0.67	1,419.26
(ii) Others	181.04	349.16	6,846.43	73.41	28.62	44.66	7,523.32
iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>181.04</b>	<b>421.51</b>	<b>8,189.81</b>	<b>75.70</b>	<b>29.19</b>	<b>45.33</b>	<b>8,942.58</b>

The average credit period on purchases is 30-90 days

For explanations on the Group's liquidity risk management processes Refer Note 30

Trade payables from related parties are disclosed separately under Note 28

Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Group, the following are the details:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
a. The principal amount remaining unpaid as at the	1,201.27	1,218.91	1,419.26
b. Interest due on above principal and remaining	0.16	3.12	0.87
c. The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	5.27	9.17	-
d. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	34.46	39.01	33.01
e. The amount of interest accrued and remaining unpaid at the end of each accounting year; and	147.36	121.54	97.01
f. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	4.09	8.50	17.44

13(b) Lease Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Non-current	146.07	110.43	140.70
Current	50.85	40.53	32.08
<b>Total</b>	<b>196.92</b>	<b>150.96</b>	<b>172.78</b>

13(c) Current Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>At amortised cost</b>			
<b>Secured</b>			
Factored receivable	-	-	89.12
Loans repayable on demand from Banks	-	-	50.60
<b>Total</b>	<b>-</b>	<b>-</b>	<b>139.72</b>

Note:

Factored receivables is secured by first charge on trade receivable subject to factoring arrangement. Loans repayable on demand from Banks are secured by receivables, inventories and movable tangible assets.

13(d) Vendor Bill financing

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>At amortised cost</b>			
Vendor Bill financing	503.44	481.32	518.26
<b>Total</b>	<b>503.44</b>	<b>481.32</b>	<b>518.26</b>

Note:

Vendor bill financing refers to the balances payable to the banks post suppliers discounting their invoices under supplier financing arrangements. This facility is to enable select vendors to receive early payment for their invoices directly from the bank and the Group makes the payments within the due dates agreed with the supplier and there are no special guarantees to secure the payments to be made.

13(e) Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>At amortised cost</b>			
Capital creditors	73.23	81.68	131.70
Security deposits	1.67	1.32	1.53
Others	13.00	8.70	7.31
<b>Total</b>	<b>87.90</b>	<b>91.70</b>	<b>140.54</b>

14 Other non-current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deferred income (tooling contracts) (Refer Note 18(d))	241.43	176.64	167.08
<b>Total</b>	<b>241.43</b>	<b>176.64</b>	<b>167.08</b>

15 Other current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Statutory dues	406.96	396.35	490.44
Advance from customers (Refer Note 18(d))	346.33	248.96	252.63
Unspent corporate social responsibility (Refer Note 25(b))	-	1.17	-
Customer security deposit	2.21	2.43	6.58
Unearned revenue (Refer Note 18(d))	319.79	419.10	658.19
Payable to related party (Refer Note 28(c))	12.19	-	-
Other liabilities	0.92	0.65	2.95
<b>Total</b>	<b>1,088.40</b>	<b>1,068.66</b>	<b>1,410.79</b>

**16 Provisions**

Particulars	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Non Current	Current	Non Current	Current	Non Current	Current
Provision for employee benefits (Refer Note 36)						
Gratuity	195.67	20.70	146.62	19.48	112.24	22.98
Compensated absences	98.41	162.61	68.15	130.29	68.85	121.73
Provision for Warranty	-	141.92	-	158.67	-	213.52
Provision for regulatory matters	-	16.30	-	18.94	-	6.24
Provision for litigation related to labour law	7.89	-	7.89	-	8.22	-
<b>Total</b>	<b>301.97</b>	<b>341.53</b>	<b>222.66</b>	<b>327.38</b>	<b>189.31</b>	<b>364.47</b>

**Provision for warranties**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Opening balance</b>	158.67	213.52	157.01
Add: Provision made during the year	60.51	13.84	121.06
Less: Provision utilised during the year	(77.26)	(68.69)	(64.55)
<b>Closing balance</b>	<b>141.92</b>	<b>158.67</b>	<b>213.52</b>

**Provision for regulatory matters**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Opening balance</b>	18.94	6.24	5.33
Add: Provision made during the year	-	12.70	1.50
Less: Provision utilised during the year	(2.64)	-	(0.59)
<b>Closing balance</b>	<b>16.30</b>	<b>18.94</b>	<b>6.24</b>

**Provision for litigation related to labour law**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Opening balance</b>	7.89	8.22	7.22
Add: Provision made during the year	-	-	1.00
Less: Provision utilised during the year	-	(0.33)	-
<b>Closing balance</b>	<b>7.89</b>	<b>7.89</b>	<b>8.22</b>

**17 Current Tax Liabilities**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Current tax Liabilities (net of advance tax)	996.62	288.08	152.55
<b>Total</b>	<b>996.62</b>	<b>288.08</b>	<b>152.55</b>

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**18 Revenue from operations**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Sale of products</b>			
Manufactured goods	47,348.37	53,355.59	46,881.45
Traded goods	390.45	435.83	537.60
Tool sales	144.28	127.49	33.43
	<b>47,883.10</b>	<b>53,918.91</b>	<b>47,452.48</b>
<b>Sale of services</b>			
Design and development services	216.55	212.25	189.51
Business support services	415.01	132.07	166.21
Information technology enabled services	94.77	154.60	148.58
Engineering services	89.54	75.83	30.25
	<b>815.87</b>	<b>574.75</b>	<b>534.55</b>
<b>Other operating revenue</b>			
Scrap sales	159.43	153.88	153.95
Claim received from customers	-	-	86.25
Export Incentives	45.90	28.58	46.45
	<b>205.33</b>	<b>182.46</b>	<b>286.65</b>
<b>Total</b>	<b>48,904.30</b>	<b>54,676.12</b>	<b>48,273.68</b>

**a. Revenue from Contracts with Customers**

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- Identify the contract(s) with customer;
- Identify separate performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations; and
- Recognise revenue when a performance obligation is satisfied.

**b. Disaggregation of revenue**

Revenue recognised mainly comprises of sale of products which majorly comprises of exhaust treatment systems, mufflers, shock absorbers, struts, exhaust pipes, spark plugs, ignition coil, sealed beam and seal and other automotive components. Set out below is the disaggregation of the Group's revenue from contracts with customers:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Revenue from contracts with customers</b>			
Sale of products and service			
Domestic	45,777.05	52,169.91	44,944.71
Export	2,921.92	2,323.75	3,042.32
Other Operating revenue	205.33	182.46	286.65
<b>Total revenue covered under Ind AS 115</b>	<b>48,904.30</b>	<b>54,676.12</b>	<b>48,273.68</b>

**c. Timing of revenue recognition**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Revenue by time</b>			
Revenue recognised at point in time	48,521.26	54,255.75	47,953.26
Services transferred over time	383.04	420.37	320.42
<b>Total</b>	<b>48,904.30</b>	<b>54,676.12</b>	<b>48,273.68</b>

**d. Contract balances**

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance. Contract assets (unbilled receivables) are transferred to receivables when the rights become unconditional and contract liabilities are recognised as and when the performance obligation is satisfied.

Refer details of unbilled revenue in Note 6(f) and trade receivables in Note 6(b) and contract liabilities (deferred income, advance from customer and unearned revenue) in Note 14 and Note 15.

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e. Reconciliation of revenue recognised in the restated statement of profit and loss with the contracted price

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Contracted price with the customers	49,220.35	55,184.30	48,490.55
Reduction towards variables considerations (Discounts, rebates, refunds, credits, price concessions)	(316.05)	(508.18)	(216.87)
<b>Revenue from contract with customers (as per restated profit and loss account)</b>	<b>48,904.30</b>	<b>54,676.12</b>	<b>48,273.68</b>

f. Satisfaction of performance obligations

The Company's revenue is derived from the single performance obligation to transfer primarily its products under arrangements in which the transfer of control of the products and the fulfilment of the Company's performance obligation occur at the same time. Revenue from the sale of goods is recognized when the Company has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Company will collect the consideration to which it is entitled to in exchange for the goods.

Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms. Revenue is measured at the transaction price of the consideration received or receivable, the amount the Company expects to be entitled to.

Revenue from sale of services is recognised upon rendering the services based on agreements/ arrangements with the concerned parties. For fixed price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided overtime since the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

g. Payment terms

The sale of goods is typically made under credit payment terms differing from customer to customer and ranges between 30-90 days (excluding transit days).

19 Other Income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Interest income			
- On deposits with bank	63.67	147.36	64.45
- On unwinding of security deposit	0.54	1.09	0.74
- On financial assets at amortised cost	21.32	0.96	0.67
- On income tax refund	3.88	10.33	0.03
- On other than bank deposits	2.61	0.75	-
Management services (Refer note 28)	4.16	3.38	3.47
Liabilities written back	11.42	33.99	19.30
Foreign currency fluctuation gain (net)	-	-	70.07
Gain on termination of lease	2.41	-	2.12
Dividend income (refer note 19.1)	294.19	497.54	431.88
Miscellaneous income	5.95	2.36	3.15
<b>Total</b>	<b>410.15</b>	<b>697.76</b>	<b>595.88</b>

Note 19.1: This represents dividend income received by Tenneco Automotive India Private Limited from Motocare India Private Limited for the respective years prior to the reorganization as explained in Note 2.1 above.

20 Cost of materials consumed

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Raw materials at the beginning of the year	2,317.01	2,789.41	2,158.62
Add : Purchases (net)	31,318.09	37,882.64	34,599.71
Less: Raw material at the end of the year	(1,821.70)	(2,317.01)	(2,789.41)
<b>Total Cost of raw materials consumed</b>	<b>31,813.40</b>	<b>38,355.04</b>	<b>33,968.92</b>

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**21 Change in inventories of finished goods, work-in-progress & traded goods**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Opening Balances			
Work in progress	423.68	434.52	326.22
Finished goods	399.26	520.72	511.71
Stock-in-trade	40.41	71.36	89.00
<b>Total (A)</b>	<b>863.35</b>	<b>1,026.60</b>	<b>926.93</b>
Closing Balances			
Work in progress	422.06	423.68	434.52
Finished goods	348.91	399.26	520.72
Stock-in-trade	40.17	40.41	71.36
<b>Total (B)</b>	<b>811.14</b>	<b>863.35</b>	<b>1,026.60</b>
<b>(Increase) / Decrease in inventories (A-B)</b>	<b>52.21</b>	<b>163.25</b>	<b>(99.67)</b>

**22 Employee benefits expense**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Salaries, wages and bonus	2,515.59	2,046.00	2,030.99
Contribution to provident and other funds (Refer Note 36)	152.60	139.59	140.60
Gratuity expense	5.11	4.76	4.33
Employee share-based payments (Refer Note 33)	-	-	6.49
Workmen and staff welfare expenses	305.94	336.10	303.35
<b>Total</b>	<b>2,979.24</b>	<b>2,526.45</b>	<b>2,485.76</b>

**23 Finance costs**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Interest			
- on delayed payment of taxes	25.56	35.19	28.95
- on lease liability	13.57	13.92	8.67
- on factored receivables / borrowings	123.48	151.64	115.04
- on Inter-corporate deposits	-	0.13	27.44
- others	40.05	50.75	35.48
<b>Total</b>	<b>202.66</b>	<b>251.63</b>	<b>215.58</b>

**24 Depreciation and amortisation expense**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation on property, plant and equipment (Refer Note 3(a))	977.26	982.99	966.29
Amortisation on intangible assets (Refer Note 5)	6.25	6.30	8.70
Amortisation on right of use asset (Refer Note 4)	48.21	46.64	34.20
<b>Total</b>	<b>1,031.72</b>	<b>1,035.93</b>	<b>1,009.19</b>

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**25 Other expenses**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Rent (Refer Note 4)	15.97	28.36	49.16
Rates and taxes	58.17	28.41	18.53
Power and fuel	484.22	457.45	428.97
Travelling expenses	185.44	135.01	104.34
Insurance	52.79	44.42	38.18
Stores and spares consumed	637.50	671.51	652.18
Packing Materials consumed	457.45	446.58	414.16
Sub-contracting expenses	865.60	908.04	776.11
Communication expenses	16.67	20.79	18.28
Printing and stationery	14.68	16.35	23.11
Professional and consultancy charges	203.95	128.18	88.44
Payment to auditors (Refer details (a) below)	19.23	26.24	16.71
Freight and Forwarding charges	332.65	357.37	466.37
Bad debts written off	13.18	0.04	8.98
Provision for expected credit loss	2.54	10.32	(11.84)
Provision for doubtful advances	(19.76)	0.25	29.22
Provision for accounts payables	-	-	194.45
Provision for doubtful balances with government authorities	2.65	2.53	8.89
Security Service charges	8.56	9.59	8.25
Exchange differences (net)	22.80	41.61	16.70
Corporate social responsibility expenses (refer note (b) below)	91.32	66.77	39.17
Management support charges (Refer Note 28)	189.02	357.17	362.40
Corporate support services (Refer Note 28)	70.52	62.93	51.25
Royalty expense (Refer Note 28)	1,102.74	2,574.47	1,119.31
Research and Development expense	66.86	113.24	93.44
Repairs and maintenance:			
- Buildings	37.08	27.06	29.86
- Plant and machinery	325.30	331.61	311.07
- Others	60.38	55.07	59.21
Loss on sale/disposal of property, plant and equipment	0.31	5.14	8.10
Provision for Warranty Expenses	59.02	5.95	121.06
Miscellaneous expenses	184.16	171.37	153.64
<b>Total</b>	<b>5,561.00</b>	<b>7,103.83</b>	<b>5,697.70</b>

**(a) Details of payment to auditors (excluding applicable taxes and out of pocket expenses)**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
As statutory auditor*:			
-Audit fee	6.89	18.42	6.28
-Tax audit fee	1.20	0.95	0.95
-Group reporting fee	0.70	0.85	0.74
-Reimbursement of expenses	0.68	0.26	0.07
-Other services	0.66	0.66	0.73
<b>Total</b>	<b>10.13</b>	<b>21.14</b>	<b>8.77</b>

\*Note: The above fee of 31 March 2025 excludes the provision made towards IPO related expenses amounting to Rs. 5 million which will be recoverable from selling shareholders.

As component auditor:			
-Audit fee	6.80	4.80	7.51
-Other services	2.30	0.30	0.43
<b>Total</b>	<b>9.10</b>	<b>5.10</b>	<b>7.94</b>

**(b) Expenditure towards Corporate Social Responsibility**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
a) Gross amount required to be spent by the Company as per Section 135 of Companies Act, 2013 during the year	91.32	66.77	39.17
b) Amount spent during the year	103.14	68.22	39.20

Particulars	Year ended 31 March 2025		
	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above*	103.14	-	103.14
	<b>103.14</b>	<b>-</b>	<b>103.14</b>

Particulars	Year ended 31 March 2024		
	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above*	67.05	1.17	68.22
	<b>67.05</b>	<b>1.17</b>	<b>68.22</b>

Particulars	Year ended 31 March 2023		
	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above*	39.20	-	39.20
	<b>39.20</b>	<b>-</b>	<b>39.20</b>

The company does not have ongoing projects as at 31 March 2025, 31 March 2024 and 31 March 2023.

#### Nature of CSR Activity

\*The Company's Corporate social responsibility activities involve promotion of education, environment protection, protection of wild life and preventive healthcare.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
(i) The amount of shortfall at the end of the year out of amount required to be spent by the Company during the year,	-	-	-
(ii) total of previous years shortfall,	-	-	-
(iii) reason for shortfall,	NA	NA	NA

#### 26 Income tax expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Current tax	1,878.16	1,354.28	1,280.23
- Current tax expenses	1,878.16	1,354.28	1,280.23
Short Provision of tax relating to earlier years	9.85	34.57	6.77
Deferred tax charge/(credit)	(91.28)	(25.67)	(19.98)
<b>Income tax expense reported in the Restated Statement of Profit and Loss</b>	<b>1,796.73</b>	<b>1,363.18</b>	<b>1,267.02</b>

#### Income Tax relating to Other Comprehensive Income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Remeasurement gain / (loss) of defined benefit obligations	13.08	8.76	0.26
<b>Income tax expense charged to Other Comprehensive Income</b>	<b>13.08</b>	<b>8.76</b>	<b>0.26</b>

#### Reconciliation of tax expense and the accounting profit multiplied by tax rate

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Accounting profit before income tax</b>	<b>7,328.16</b>	<b>5,531.05</b>	<b>5,077.45</b>
India's statutory income tax rate	25.17%	25.17%	25.17%
Computed Tax Expense	1,844.35	1,392.17	1,277.99
<b>Tax effect on permanent non deductible expenses:</b>			
Current tax relating to prior years	9.85	34.57	6.77
Effect of expenses/provision not deductible in determining taxable profit	45.76	48.94	24.59
Effect of unused tax losses and tax offsets not recognised as deferred tax assets	(3.55)	(1.81)	1.66
MAT credit adjustment	(17.83)	-	3.66
CSR expenditure	0.84	0.34	0.30
Dividend income	(74.04)	(125.22)	(108.70)
Provision for accounts payable	-	-	48.90
Others	(8.65)	14.19	11.85
<b>Income tax expense reported in the Restated Statement of Profit and Loss</b>	<b>1,796.73</b>	<b>1,363.18</b>	<b>1,267.02</b>
<b>Tax rate</b>			
Base rate	22.00%	22.00%	22.00%
Surcharge	2.20%	2.20%	2.20%
Education cess	0.97%	0.97%	0.97%
<b>Total</b>	<b>25.17%</b>	<b>25.17%</b>	<b>25.17%</b>

Note:

Deferred tax asset on unabsorbed depreciation has been recognised since it is probable that the asset will be realised. The amount of unabsorbed depreciation on which deferred tax asset is recognised is Rs. 24.65 million. (31 March 2024: Rs.24.65 million; 31 March 2023: 18.27 million.

Unabsorbed depreciation is allowed to be carried forward for an unlimited period as per the provisions of income Tax Act.

**27 Earnings per Share**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Profit for the year as per Statement of Profit and Loss attributable to Owners of the Parent	5,520.63	4,166.58	3,810.79
Weighted average number of equity shares for calculating basic and diluted EPS*	403,604,309	467,916,325	502,921,600
Face value of per equity share (Rs.)	10	10	10
<b>Basic and Diluted Earnings per share (Rs.)</b>	<b>13.68</b>	<b>8.90</b>	<b>7.58</b>

\*Basic and Diluted EPS presented above have been retrospectively adjusted on account of business combination pursuant to the Share Swap Arrangement (refer note 40).

Particulars	Number of shares	Days outstanding considered for calculation of Weighted Average number of shares	Weighted Average number of shares
<b>As at 1 April 2022</b>	<b>313,406,120</b>		
Add: Movement on account of business combination (refer note 40)	189,515,480	365	
<b>As at 31 March 2023</b>	<b>502,921,600</b>		<b>502,921,600</b>
Less: Movement during the year (refer note 46(b))	(99,317,291)	129	
<b>As at 31 March 2024</b>	<b>403,604,309</b>		<b>467,916,325</b>
Movement during the year	-		
<b>As at 31 March 2025</b>	<b>403,604,309</b>		<b>403,604,309</b>

**28 Related Party Disclosures**

**(a) Name of related parties and nature of relationship:**

(i) Description of relationship	Name of related parties
Immediate Parent Company:	Tenneco Mauritius Holdings Limited, Mauritius  Tenneco Mauritius Holdings Limited, Mauritius is an indirect subsidiary of Tenneco LLC, Delaware which is owned through a set of holding entities by AP IX Pegasus Holdings L.P. Delaware. AP IX Pegasus Holdings L.P. Delaware is owned by certain funds which are managed and/or advised by affiliates of Apollo Global Management Inc.

**(ii) Parties under common control with whom transactions have taken place during the year**

Description of relationship	Name of related parties
Fellow Subsidiaries	Tenneco Mauritius Limited Federal-Mogul Pty Limited Federal-Mogul Investment B V Tenneco Automotive Europe BV., Belgium Tenneco Japan Ltd Tenneco GmbH Tenneco Emission Control (PTY) Ltd Monroe Czechia S.R.O., Czech Republic Tenneco Korea Ltd, South Korea Tenneco Automotive Polska Sp. Zoo Tenneco Silesia SP. Z.O.O Walker Exhaust (Thailand) Co., Ltd., Thailand Tenneco (Suzhou) Co., Ltd., China Shanghai Tenneco Exhaust System Co., Ltd., China Tenneco (Suzhou) Emission System Co., Ltd., China Tenneco Zwickau GmbH Federal Mogul Motorparts LLC Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA) Tenneco Automotive Trading Company LLC (formerly known as Tenneco Automotive Trading Company) Tenneco Walker (U.K.) Ltd Federal-Mogul Sealing Systems GmbH Federal-Mogul Powertrain LLC Federal-Mogul Holding Ltd, Mauritius Tenneco Automotive Portugal – Componentes para Automóvel Unipessoal, Lda. Federal - Mogul Italy S.r.l Federal-Mogul Bimet, S.A Motocare India Private Limited Federal-Mogul of South Africa (Propriety) Limited

	<p>Federal-Mogul Goetze (India) Limited  Federal-Mogul Wiesbaden GmbH, Germany  Federal-Mogul Operations France S.A.S  Federal-Mogul Shanghai Compound Material Co., Ltd  Federal-Mogul Sejong Co., Ltd  Federal-Mogul Sealing System (Nanchang) Co., Ltd., China  Federal-Mogul Powertrain Italy Srl  Federal Mogul Global Aftermarket EMEA BV  Federal Mogul Yura (Qingdao) Ignition Co., Ltd  Federal-Mogul de Mexico S. de RL de CV  Federal-Mogul Holding Deutschland GmbH  Yura Federal Mogul Sejong Ignition Limited Liability Company  Advanced Suspension Technology LLC ( formerly, DriV Automotive Inc.)  Federal Mogul Ignition GmbH  Tenneco Automotive Brazil Ltd  Monroe Mexico S. de R. L de C.V  Fric Rot S.A.I.C., Argentina  Tenneco Automotive Eastern Europe Sp z. o. o.  Tenneco Ride Control South Africa (PTY) Ltd., South Africa  Tenneco (Beijing) Ride Control System Co. Ltd, China  Tenneco (Changzhou) Ride Control System Co., Ltd., China  Federal Mogul Coventry Limited, UK  Tenneco (Suzhou) Ride Control Co., Ltd. China  The Pullman Company LLC (formerly, The Pullman Company)  Monroe Australia Pty Ltd  Federal Mogul Ignition Products SAS  Driv Japan Ltd., Japan  Federal-Mogul (China) Co., Ltd  Tenneco Industria de Autopecas Ltda, Brazil  (Merged with Tenneco Sistemas Automotivos Ltda w.e.f 6 February, 2024)  Tenneco Sistemas Automotivos LTDA  Federal-Mogul Motorparts (Singapore) Pte. Ltd  Federal-Mogul Ignition LLC</p>
(iii) Key Management Personnel	<p>Gangasagar Neminath Hemade, Director (upto May 15, 2025)  Rishi Verma, Managing Director (upto May 15, 2025)  Nadella Phani Kishor Rao, Director (upto May 15, 2025)  Digambar Jagannath Parkhi, Director (upto May 15, 2025)  Priya Dekate, Company Secretary (upto May 05, 2025)  Arvind Chandrasekharan, CEO and Whole time Director (w.e.f. May 05, 2025)  Mahender Chhabra, Chief Financial Officer (w.e.f. June 05, 2025)  Utsav Baijal, Non-Executive Director (w.e.f. May 15, 2025)  Manavendra Singh Sial, Non-Executive Director (w.e.f. May 15, 2025)  Prakash Mahesh, Non-Executive Director (w.e.f. May 15, 2025)  Nathan Patrick Bowen, Non-Executive Director (w.e.f. May 15, 2025)  Jaidit Singh Brar, Independent Director (w.e.f. May 05, 2025)  Gopika Pant, Independent Director (w.e.f. May 05, 2025)  Niranjan Kumar Gupta, Independent Director (w.e.f. May 05, 2025)  Garima Sharma, Company Secretary (w.e.f. May 05, 2025)</p>

28 Related Party Disclosures (contd...)

A. Related Party transaction after elimination

(b) Transactions during the year with the related parties:

Nature of transaction	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>(i) Sale of products</b>				
Tenneco Japan Ltd	Fellow subsidiary	16.57	46.80	151.24
Tenneco Industria de Autopecas Ltda, Brazil	Fellow subsidiary	-	-	122.44
Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	274.11	151.28	1.42
Tenneco Zwickau GmbH	Fellow subsidiary	22.81	0.01	0.43
Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	0.37	-	0.30
Tenneco GmbH	Fellow subsidiary	0.21	-	0.87
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	0.14	-	-
Federal Mogul Global Aftermarket EMEA BV	Fellow subsidiary	49.23	38.60	33.39
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow subsidiary	0.32	-	0.97
Federal Mogul Motorparts LLC	Fellow subsidiary	2.15	2.53	4.45
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	-	-	3.51
Federal-Mogul de Mexico S. de RL de CV	Fellow subsidiary	-	-	0.14
Motocare India Private Limited	Fellow subsidiary	2,315.97	1,757.26	610.37
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	10.17	1.27	0.04
Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	-	-	2.37
Federal-Mogul (China) Co., Ltd	Fellow subsidiary	-	-	1.09
Federal-Mogul Powertrain LLC	Fellow subsidiary	-	-	1.49
Tenneco LLC	Controlling Party	3.73	8.77	2.97
Federal-Mogul Bimet, S.A	Fellow subsidiary	38.73	48.37	39.75
Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	38.51	11.36	5.30
Federal-Mogul of South Africa (Propriety) Limited	Fellow subsidiary	52.88	35.64	43.86
Federal-Mogul Sejong Co., Ltd	Fellow subsidiary	13.98	24.08	24.79
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	67.96	45.60	63.42
Advanced Suspension Technology LLC ( formerly, DrIV Automotive Inc.)	Fellow subsidiary	26.13	73.00	259.54
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	15.00	50.33	57.70
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow subsidiary	21.87	21.48	37.78
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	0.22	0.29	0.33
Monroe Mexico S. de R. L de C.V	Fellow subsidiary	3.58	64.05	55.29
Driv Japan Ltd., Japan	Fellow subsidiary	24.49	29.42	6.01
Tenneco Automotive Brazil Ltd	Fellow subsidiary	1.32	24.60	30.09
Fric Rot S.A.I.C., Argentina	Fellow subsidiary	22.26	12.95	4.91
Tenneco Automotive Trading Company LLC (formerly known as Tenneco Automotive Trading Company)	Fellow subsidiary	-	1.56	5.25
Federal-Mogul Motorparts (Singapore) Pte. Ltd	Fellow subsidiary	2.14	-	-
Federal-Mogul Ignition LLC	Fellow subsidiary	45.07	55.25	76.16
		<b>3,069.92</b>	<b>2,504.50</b>	<b>1,647.67</b>
<b>(ii) Sale of services</b>				
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	13.95	20.30	13.84
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	68.94	19.67	13.60
Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	5.18	0.58	-
Tenneco GmbH	Fellow subsidiary	10.31	8.63	6.71
Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow subsidiary	6.58	7.17	4.37
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	10.66	-	3.69
Tenneco LLC	Controlling Party	94.77	154.60	148.70
Federal-Mogul Powertrain LLC	Fellow subsidiary	219.45	-	33.12
Federal Mogul Motorparts LLC	Fellow subsidiary	5.41	-	11.01
Tenneco Japan Ltd	Fellow subsidiary	1.48	-	2.46
Tenneco Automotive Brazil Ltd	Fellow subsidiary	-	-	2.17
		<b>436.73</b>	<b>210.95</b>	<b>239.67</b>
<b>(iii) Purchase of goods</b>				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	2.88	0.89	4.10
Walker Exhaust (Thailand) Co., Ltd., Thailand	Fellow subsidiary	-	-	0.11
Tenneco Japan Ltd	Fellow subsidiary	-	0.42	0.03
Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	31.79	28.83	14.61
Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	-	13.50	-
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	15.52	13.90	4.90
Tenneco (Suzhou) Co., Ltd., China	Fellow subsidiary	1.05	0.73	3.19
Tenneco GmbH	Fellow subsidiary	-	-	1.41
Tenneco Silesia SP. Z.O.O	Fellow subsidiary	22.97	38.13	36.80

28 Related Party Disclosures (contd...)

A. Related Party transaction after elimination

(b) Transactions during the year with the related parties:

Nature of transaction	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Tenneco Zwickau GmbH	Fellow subsidiary	0.17	-	1.85
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	192.77	118.85	99.44
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow subsidiary	4.24	3.22	1.73
Advanced Suspension Technology LLC ( formerly, Driv Automotive Inc.)	Fellow subsidiary	2.49	9.49	6.41
Monroe Czechia S.R.O., Czech Republic	Fellow subsidiary	0.34	0.90	3.04
Tenneco (Changzhou) Ride Control System Co., Ltd., China	Fellow subsidiary	1.57	0.20	0.50
Tenneco Automotive Brazil Ltd	Fellow subsidiary	2.49	2.21	0.90
Monroe Mexico S. de R. L de C.V	Fellow subsidiary	-	-	0.05
Driv Japan Ltd., Japan	Fellow subsidiary	-	0.28	-
Tenneco (Beijing) Ride Control System Co. Ltd, China	Fellow subsidiary	-	-	0.41
Tenneco (Suzhou) Ride Control Co., Ltd. China	Fellow subsidiary	0.07	2.64	-
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	1.10	0.45	0.18
Federal Mogul Coventry Limited, UK	Fellow subsidiary	2.96	3.40	1.65
The Pullman Company LLC (formerly, The Pullman Company)	Fellow subsidiary	-	1.67	5.47
		<b>282.41</b>	<b>239.71</b>	<b>186.78</b>
<b>(iv) Purchase of services</b>				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	0.11	4.71	26.33
Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	2.92	4.27	-
Tenneco GmbH	Fellow subsidiary	10.75	20.20	94.52
Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow subsidiary	3.41	1.69	6.25
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	0.24	-	2.21
Tenneco Japan Ltd	Fellow subsidiary	-	1.37	0.09
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	4.50	-	-
Tenneco Silesia SP. Z.O.O	Fellow subsidiary	0.96	-	-
		<b>22.89</b>	<b>32.24</b>	<b>129.40</b>
<b>(v) Royalty Expenses</b>				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	1,003.04	2,373.67	888.93
Tenneco GmbH	Fellow subsidiary	-	101.06	158.41
Federal-Mogul Powertrain LLC	Fellow subsidiary	99.70	99.74	71.97
		<b>1,102.74</b>	<b>2,574.47</b>	<b>1,119.31</b>
<b>(vi) Management support charges</b>				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	169.60	339.22	362.40
Tenneco LLC	Controlling Party	19.42	17.95	-
		<b>189.02</b>	<b>357.17</b>	<b>362.40</b>
<b>(vii) Management services (income)</b>				
Federal-Mogul Powertrain LLC	Fellow subsidiary	4.00	1.95	1.73
Federal Mogul Ignition GmbH	Fellow subsidiary	-	0.41	-
Advanced Suspension Technology LLC ( formerly, Driv Automotive Inc.)	Fellow subsidiary	0.16	0.57	0.60
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	-	0.45	1.14
		<b>4.16</b>	<b>3.38</b>	<b>3.47</b>
<b>(viii) Reimbursement of expenses paid</b>				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	17.04	9.76	11.05
Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	0.52	0.31	-
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	-	0.51	0.09
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	-	-	0.53
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	2.40	2.40	3.79
Tenneco Silesia SP. Z.O.O	Fellow subsidiary	-	0.36	-
Tenneco Korea Ltd, South Korea	Fellow subsidiary	-	-	1.94
Driv Japan Ltd., Japan	Fellow subsidiary	2.26	-	1.01
Fric Rot S.A.I.C., Argentina	Fellow subsidiary	0.80	-	-
Federal-Mogul Powertrain Italy Srl	Fellow subsidiary	-	-	0.02
Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	-	-	0.43
Federal-Mogul Powertrain LLC	Fellow subsidiary	60.67	-	-
		<b>83.69</b>	<b>13.34</b>	<b>18.86</b>

28 Related Party Disclosures (contd...)

A. Related Party transaction after elimination

(b) Transactions during the year with the related parties:

Nature of transaction	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>(ix) Reimbursement of expenses received</b>				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	-	7.87	29.89
Federal Mogul Motorparts LLC	Fellow subsidiary	-	0.45	2.56
Tenneco GmbH	Fellow subsidiary	-	0.62	-
Tenneco Japan Ltd	Fellow subsidiary	-	3.64	3.50
Tenneco Silesia SP. Z.O.O	Fellow subsidiary	-	0.29	-
Federal-Mogul Holding Ltd, Mauritius	Fellow subsidiary	-	0.32	24.28
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	3.09	13.93	7.83
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	-	0.18	0.22
Federal-Mogul Powertrain LLC	Fellow subsidiary	36.19	66.84	14.32
Advanced Suspension Technology LLC ( formerly, DrIV Automotive Inc.)	Fellow subsidiary	1.09	3.77	4.02
Federal Mogul Ignition GmbH	Fellow subsidiary	-	2.75	-
Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	2.45	1.88	-
Tenneco LLC	Controlling Party	(1.31)	2.84	5.34
Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow subsidiary	-	-	0.68
Federal-Mogul (China) Co., Ltd	Fellow subsidiary	1.34	1.34	0.12
Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	3.59	0.05	-
Federal-Mogul of South Africa (Propriety) Limited	Fellow subsidiary	-	0.17	-
Motocare India Private Limited	Fellow subsidiary	-	9.84	-
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	0.61	-	-
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow subsidiary	-	1.28	-
		<b>47.05</b>	<b>118.06</b>	<b>92.77</b>
<b>(x) Purchase of raw material, components and finished goods</b>				
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	54.24	36.63	49.29
Federal-Mogul de Mexico S. de RL de CV	Fellow subsidiary	38.28	41.77	40.13
Federal - Mogul Italy S.r.l	Fellow subsidiary	80.78	69.67	26.40
Federal Mogul Ignition Products SAS	Fellow subsidiary	0.08	0.07	-
Federal Mogul Ignition GmbH	Fellow subsidiary	1.25	1.60	0.53
Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow subsidiary	0.13	1.75	1.56
Federal-Mogul Powertrain Italy Srl	Fellow subsidiary	29.27	18.08	31.86
Federal-Mogul Powertrain LLC	Fellow subsidiary	0.00	2.23	0.25
Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	8.08	0.77	0.77
Tenneco LLC	Controlling Party	11.16	7.32	(0.25)
Federal-Mogul Bimet, S.A	Fellow subsidiary	74.03	58.85	63.87
Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	0.00	0.36	0.31
Federal-Mogul Operations France S.A.S	Fellow subsidiary	4.76	7.52	9.60
Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	10.36	31.80	42.71
Federal-Mogul Sejong Co., Ltd	Fellow subsidiary	455.27	442.64	537.08
Federal-Mogul Shanghai Compound Material Co., Ltd	Fellow subsidiary	356.84	330.19	298.39
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow subsidiary	2.34	-	-
Federal Mogul Motorparts LLC	Fellow subsidiary	1.04	-	-
Federal-Mogul Ignition LLC	Fellow subsidiary	747.70	694.97	734.34
		<b>1,875.61</b>	<b>1,746.22</b>	<b>1,836.84</b>
<b>(xi) Corporate support services</b>				
Federal Mogul Holding Deutschland GmbH	Fellow subsidiary	70.52	62.93	51.25
		<b>70.52</b>	<b>62.93</b>	<b>51.25</b>
<b>(xii) Purchases of Services/traded goods</b>				
Federal-Mogul Powertrain LLC	Fellow subsidiary	0.80	3.56	1.01
Federal Mogul Motorparts LLC	Fellow subsidiary	0.32	-	-
		<b>1.12</b>	<b>3.56</b>	<b>1.01</b>
<b>(xiii) Loans (repaid)/taken during year</b>				
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	-	-	(330.00)
		-	-	<b>(330.00)</b>
<b>(xiv) Interest expense</b>				
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	-	-	22.04
		-	-	<b>22.04</b>



28 Related Party Disclosures (contd...)

A. Related Party transaction after elimination

(b) Transactions during the year with the related parties:

Nature of transaction	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>(xv) Purchase of capital goods</b>				
Tenneco GmbH	Fellow subsidiary	-	1.21	-
Tenneco Walker (U.K.) Ltd	Fellow subsidiary	-	1.53	9.65
Tenneco Automotive Portugal – Componentes para Automóvel Unipessoal, Lda.	Fellow subsidiary	-	2.24	-
Tenneco Japan Ltd	Fellow subsidiary	-	-	2.75
Tenneco Emission Control (PTY) Ltd	Fellow subsidiary	-	2.69	3.83
Tenneco LLC	Controlling Party	2.59	4.40	4.85
Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	-	1.00	-
Federal-Mogul Powertrain LLC	Fellow subsidiary	-	1.06	-
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	-	-	0.41
Advanced Suspension Technology LLC ( formerly, DriV Automotive Inc.)	Fellow subsidiary	-	7.29	11.32
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	-	-	1.83
Monroe Australia Pty Ltd	Fellow subsidiary	-	11.60	-
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	13.68	-	-
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	1.26	-	-
Federal Mogul Ignition GmbH	Fellow subsidiary	1.48	-	-
Federal-Mogul Ignition LLC	Fellow subsidiary	-	-	16.08
		<b>19.01</b>	<b>33.02</b>	<b>50.72</b>
<b>(xvi) Dividend paid</b>				
Federal-Mogul Investment B V	Fellow subsidiary	-	160.59	-
Tenneco LLC	Controlling Party	-	171.37	-
Tenneco Mauritius Holdings Limited	Immediate Parent Company	3,298.14	4,880.75	2,602.45
Tenneco Mauritius Limited	Fellow subsidiary	255.71	378.46	201.83
Federal-Mogul Pty Ltd	Fellow subsidiary	538.57	-	-
		<b>4,092.42</b>	<b>5,591.17</b>	<b>2,804.28</b>
<b>(xvii) Purchase of goods (Repairs and maintenance)</b>				
Tenneco GmbH	Fellow subsidiary	-	0.71	-
		-	<b>0.71</b>	-
<b>(xviii) Income from Business support services</b>				
Tenneco LLC	Controlling Party	8.27	13.29	18.78
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	42.06	40.83	30.12
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	20.24	19.74	26.35
Federal Mogul Motorparts LLC	Fellow subsidiary	2.50	1.89	-
		<b>73.07</b>	<b>75.75</b>	<b>75.25</b>
<b>(xix) Technical support services</b>				
Driv Japan Ltd., Japan	Fellow subsidiary	-	-	0.72
Fric Rot S.A.I.C., Argentina	Fellow subsidiary	-	-	0.22
		-	-	<b>0.94</b>
<b>(xx) Dividend received</b>				
Motocare India Private Limited	Fellow subsidiary	294.19	497.54	431.88
		<b>294.19</b>	<b>497.54</b>	<b>431.88</b>

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28 Related Party Disclosures (contd...)

(c) Amounts outstanding with related parties

Nature of outstanding	Nature of related party relationship	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>(i) Trade Payable</b>				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	232.18	1,160.50	457.47
Monroe Czechia S.R.O., Czech Republic	Fellow Subsidiary	0.01	0.18	1.35
Tenneco GmbH	Fellow Subsidiary	0.20	4.70	55.55
Tenneco Japan Ltd	Fellow Subsidiary	-	0.05	0.17
Walker Exhaust (Thailand) Co., Ltd., Thailand	Fellow Subsidiary	-	-	0.06
Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	4.00	11.10	11.57
Tenneco Emission Control (PTY) Ltd	Fellow Subsidiary	-	2.69	-
Tenneco (Suzhou) Co., Ltd., China	Fellow Subsidiary	0.32	0.10	0.22
Tenneco Silesia SP. Z.O.O	Fellow Subsidiary	2.61	7.94	17.20
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	3.66	5.54	5.01
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	-	3.14	-
Tenneco Industria de Autopecas Ltda, Brazil	Fellow Subsidiary	-	-	0.01
Tenneco Zwickau GmbH	Fellow Subsidiary	-	-	0.32
Tenneco Automotive U.K. Ltd	Fellow Subsidiary	-	-	9.85
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow Subsidiary	17.39	7.30	13.19
Federal Mogul Holding Deutschland GmbH	Fellow Subsidiary	70.52	14.86	-
Federal-Mogul de Mexico S. de RL de CV	Fellow Subsidiary	11.61	16.63	7.51
Federal - Mogul Italy S.r.l	Fellow Subsidiary	8.38	9.54	2.05
Federal Mogul Ignition Products SAS	Fellow Subsidiary	0.08	-	-
Federal-Mogul Powertrain LLC	Fellow Subsidiary	79.73	84.54	14.83
Federal Mogul Ignition GmbH	Fellow Subsidiary	1.48	0.04	0.53
Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow Subsidiary	0.14	-	0.45
Federal-Mogul Powertrain Italy Srl	Fellow Subsidiary	30.31	10.29	1.97
Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	8.57	-	1.03
Tenneco LLC	Controlling Party	29.25	31.63	13.19
Federal-Mogul Bimet, S.A	Fellow Subsidiary	(0.15)	(2.52)	13.93
Federal-Mogul Operations France S.A.S	Fellow Subsidiary	1.11	2.32	1.17
Federal-Mogul Wiesbaden GmbH, Germany	Fellow Subsidiary	(38.32)	14.19	5.61
Federal-Mogul of South Africa (Propriety) Limited	Fellow Subsidiary	-	(15.13)	-
Tenneco Sistemas Automotivos LTDA	Fellow Subsidiary	(0.35)	(3.76)	0.31
Federal-Mogul Sejong Co., Ltd	Fellow Subsidiary	133.78	79.90	48.63
Federal-Mogul Shanghai Compound Material Co., Ltd	Fellow Subsidiary	142.47	114.40	56.60
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	34.09	28.96	19.27
Advanced Suspension Technology LLC ( formerly, DrIV Automotive Inc.)	Fellow Subsidiary	2.31	1.73	2.90
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	2.01	0.99	-
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	0.81	0.87	0.56
Driv Japan Ltd., Japan	Fellow Subsidiary	0.61	2.13	2.28
Tenneco Automotive Brazil Ltd	Fellow Subsidiary	0.36	0.96	0.53
Tenneco Korea Ltd, South Korea	Fellow Subsidiary	-	0.54	0.53
Tenneco (Changzhou) Ride Control System Co., Ltd., China	Fellow Subsidiary	1.20	0.10	-
Tenneco (Suzhou) Ride Control Co., Ltd. China	Fellow Subsidiary	0.02	-	1.87
Federal Mogul Coventry Limited, UK	Fellow Subsidiary	0.52	0.52	0.13
The Pullman Company LLC (formerly, The Pullman Company)	Fellow Subsidiary	-	-	5.59
Tenneco Mauritius Holdings Limited	Immediate Parent Company	42.20	-	-
Tenneco Mauritius Limited	Fellow Subsidiary	3.27	-	-
Federal Mogul Motorparts LLC	Fellow Subsidiary	1.33	-	-
Federal-Mogul Ignition LLC	Fellow Subsidiary	146.92	99.99	134.35
<b>Total</b>		<b>974.63</b>	<b>1,696.96</b>	<b>907.78</b>

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**Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)**  
**CIN No. : U29308TN2018FTC126510**  
**Notes to Restated Consolidated Financial Information**  
**(All amounts in INR Millions, unless otherwise stated)**

<b>(ii) Trade Receivable</b>				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	105.91	18.98	32.36
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	13.92	34.09	13.41
Tenneco GmbH	Fellow Subsidiary	1.55	1.57	0.12
Tenneco Japan Ltd	Fellow Subsidiary	17.95	2.24	37.36
Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	-	-	0.16
Tenneco Industria de Autopecas Ltda, Brazil	Fellow Subsidiary	-	-	75.26
Shanghai Tenneco Exhaust System Co., China	Fellow Subsidiary	8.24	16.83	9.06
Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	1.18	0.24	5.81
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	5.41	0.89	4.38
Federal-Mogul Powertrain LLC	Fellow Subsidiary	213.55	3.89	34.40
Federal Mogul Global Aftermarket EMEA BV	Fellow Subsidiary	19.95	15.42	6.03
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow Subsidiary	-	0.04	0.04
Federal Mogul Motorparts LLC	Fellow Subsidiary	2.36	7.73	4.34
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow Subsidiary	-	0.07	0.07
Federal Mogul Holding Deutschland GmbH	Fellow Subsidiary	7.82	7.82	5.57
Motocare India Private Limited	Fellow Subsidiary	331.66	288.68	98.21
Federal Mogul Ignition GmbH	Fellow Subsidiary	-	0.05	-
Advanced Suspension Technology LLC ( formerly, DrIV Automotive Inc.)	Fellow Subsidiary	4.64	5.91	37.99
Federal-Mogul (China) Co., Ltd	Fellow Subsidiary	0.93	0.79	0.39
Federal-Mogul Powertrain Solutions India Private Limited	Fellow Subsidiary	-	0.23	0.23
Tenneco LLC	Controlling Party	13.46	11.97	18.05
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	24.48	30.98	19.50
Tenneco Automotive Trading Company LLC (formerly known as Tenneco Automotive Trading Company)	Fellow Subsidiary	-	-	1.77
Federal-Mogul Motorparts (Singapore) Pte. Ltd	Fellow Subsidiary	0.63	-	-
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	0.35	3.05	8.82
Monroe Mexico S. de R. L de C.V	Fellow Subsidiary	7.92	9.07	17.09
Driv Japan Ltd., Japan	Fellow Subsidiary	5.61	28.42	1.64
Tenneco Automotive Brasil Ltd., Brazil	Fellow Subsidiary	0.43	7.41	7.57
Fric Rot S.A.I.C., Argentina	Fellow Subsidiary	12.21	11.42	2.45
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	0.06	0.09	0.20
Federal-Mogul of South Africa (Propriety) Limited	Fellow Subsidiary	8.69	-	-
Tenneco Zwickau GmbH	Fellow Subsidiary	15.02	-	-
Federal-Mogul Ignition LLC	Fellow Subsidiary	22.46	22.36	10.39
Tenneco Sistemas Automotivos LTDA	Fellow Subsidiary	127.36	33.67	-
		<b>973.75</b>	<b>563.91</b>	<b>452.67</b>
<b>(iii) Advances received</b>				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	-	0.10	-
Federal-Mogul Investment BV	Fellow Subsidiary	1.13	-	-
Federal-Mogul Pty Ltd	Fellow Subsidiary	8.82	-	-
Tenneco LLC	Controlling Party	2.24	-	-
Federal Mogul Motorparts LLC	Fellow Subsidiary	0.16	-	-
		<b>12.35</b>	<b>0.10</b>	<b>-</b>
<b>(iv) Advances paid</b>				
Monroe Czechia S.R.O., Czech Republic	Fellow subsidiary	-	-	0.04
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	-	-	0.05
Shanghai Tenneco Exhaust System Co., China	Fellow subsidiary	0.11	0.11	0.20
Tenneco GmbH	Fellow subsidiary	-	0.43	-
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	41.01	-	-
		<b>41.12</b>	<b>0.54</b>	<b>0.29</b>
<b>(v) Other receivables</b>				
Advanced Suspension Technology LLC ( formerly, DrIV Automotive Inc.)	Fellow subsidiary	10.51	9.02	4.62
Federal-Mogul Powertrain LLC	Fellow subsidiary	9.00	16.20	11.07
Federal Mogul Ignition GmbH	Fellow subsidiary	-	1.40	-
Federal Mogul Goetze (India) Limited	Fellow subsidiary	-	12.69	8.27
Federal-Mogul Motorparts India Limited (Refer note 40)	Fellow subsidiary	8,293.51	2,559.03	2,559.03
		<b>8,313.02</b>	<b>2,598.34</b>	<b>2,582.99</b>
<b>(vi) Capital Creditors</b>				
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	-	0.31	-
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	-	1.83	2.14
Advanced Suspension Technology LLC ( formerly, DrIV Automotive Inc.)	Fellow subsidiary	-	0.47	11.32
		<b>-</b>	<b>2.61</b>	<b>13.46</b>
<b>(vii) Loss allowance for trade receivables</b>				
Loss allowance	Controlling Party/ Fellow subsidiary	10.92	12.10	1.02
		<b>10.92</b>	<b>12.10</b>	<b>1.02</b>

(d) **Key Managerial Personnel ('KMP')\***

Remuneration to KMP	Designation	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Gangasagar Neminath Hemade	Director	48.94	27.25	41.81
Rishi Verma	Managing Director	54.72	22.02	16.25
Priya Dekate (from 29 September 2022)	Company Secretary	0.62	0.54	0.24
Nadella Phani Kishor Rao	Director	13.85	10.27	7.55
Digambar Jagannath Parkhi	Director	18.21	13.64	10.07
		<b>136.34</b>	<b>73.72</b>	<b>75.92</b>

\* Key Managerial personnel who are under the employment of the Group are entitled to post-employment benefits and other long term employee benefits recognised as per Ind AS 19 'Employee benefits' in the financial statements. As these employee benefits are lump sums amounts are provided on the basis of actuarial valuation, the same is not included above, however the amount of post employment benefits paid to them as part of their full and final settlement are included in the remuneration. There are no termination benefits and share based payment made to the Key Managerial Personnel during the year.

(e) **Funding arrangement:**

- Federal-Mogul Sealings India Limited has availed unsecured loan of Rs. 150 million from the Parent repayable on demand during 31 March 2025 at 8.50% p.a. (31 March 2024: Rs Nil million; 31 March 2023: Rs 170 million). The loan outstanding as on 31 March 2025 is Rs. 305 million. (31 March 2024: Rs 155 million; 31 March 2023: Rs 170 million).
- Federal-Mogul Sealings India Limited has availed unsecured loan of Rs. Nil million from Federal-Mogul Ignition Products India Limited repayable on demand during 31 March 2025 at 8.75% p.a. (31 March 2024: Rs 40 million; 31 March 2023: Rs 160 million). The loan outstanding as on 31 March 2025 is Rs. Nil million. (31 March 2024: Rs 200 million; 31 March 2023: Rs 160 million).

(f) **Additional information:**

- The information above has been determined to the extent such parties have been identified by the Group and relied upon by the auditors.
- Related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

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28 Related Party Disclosures (contd...)

B. Related party transactions eliminated during the year while preparing the Restated Consolidated summary statements

(a) Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)

Nature of transaction/Balance with related parties	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Transactions with the related parties</b>				
<b>(i) Purchase of goods</b>				
Federal-Mogul Sealings India Limited	Subsidiary	-	0.18	-
		-	<b>0.18</b>	-
<b>(ii) Inter company deposit given / (received)</b>				
Federal-Mogul Sealings India Limited (Refer note 28(e))	Subsidiary	150.00	(15.00)	170.00
		<b>150.00</b>	<b>(15.00)</b>	<b>170.00</b>
<b>(iii) Interest Received on Inter company deposit given</b>				
Federal-Mogul Sealings India Limited	Subsidiary	12.30	14.86	1.25
		<b>12.30</b>	<b>14.86</b>	<b>1.25</b>
<b>(iv) Inter company deposit repayment</b>				
Federal-Mogul Sealings India Limited (Refer note 28(e))	Subsidiary	35.00	15.00	-
		<b>35.00</b>	<b>15.00</b>	-
<b>(v) Reimbursement of expenses paid</b>				
Tenneco Automotive India Private Limited	Subsidiary	0.69	-	-
		<b>0.69</b>	-	-
<b>(vi) Reimbursement of expenses received</b>				
Tenneco Automotive India Private Limited	Subsidiary	0.24	-	-
		<b>0.24</b>	-	-
<b>Balances with related parties</b>				
<b>(i) Inter corporate Loan given (including interest accrued)</b>				
Federal-Mogul Sealings India Limited	Subsidiary	305.00	157.22	171.24
		<b>305.00</b>	<b>157.22</b>	<b>171.24</b>
<b>(ii) Trade receivables</b>				
Tenneco Automotive India Private Limited	Subsidiary	-	7.36	7.36
		-	<b>7.36</b>	<b>7.36</b>

(b) Federal-Mogul Ignition Products India Limited

Nature of transaction/Balance with related parties	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Transactions with the related parties</b>				
<b>(i) Loan Given / (received)</b>				
Federal-Mogul Sealings India Limited (Refer note 28(e))	Fellow subsidiary	(200.00)	40.00	160.00
		<b>(200.00)</b>	<b>40.00</b>	<b>160.00</b>
<b>(ii) Interest on Loan</b>				
Federal-Mogul Sealings India Limited	Fellow subsidiary	16.15	17.04	1.35
		<b>16.15</b>	<b>17.04</b>	<b>1.35</b>
<b>Balances with related parties</b>				
<b>(i) Loan given (including interest accrued)</b>				
Federal-Mogul Sealings India Limited	Fellow subsidiary	-	202.59	161.03
		-	<b>202.59</b>	<b>161.03</b>

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(c) Federal-Mogul Sealings India Limited

Nature of transaction/Balance with related parties	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Transactions with the related parties</b>				
<b>(i) Loans (repaid)/taken during year</b>				
Federal-Mogul Ignition Products India Limited	Fellow subsidiary	(200.00)	40.00	160.00
Tenneco Clean Air India Limited.	Holding Company	150.00	(15.00)	170.00
		<b>(50.00)</b>	<b>25.00</b>	<b>330.00</b>
<b>(ii) Interest expense</b>				
Federal-Mogul Ignition Products India Limited	Fellow subsidiary	16.15	17.04	1.22
Tenneco Clean Air India Limited	Holding Company	12.30	14.86	1.12
		<b>28.45</b>	<b>31.90</b>	<b>2.34</b>
<b>Balances with related parties</b>				
<b>(i) Receivables</b>				
Federal-Mogul Ignition Products India Limited	Fellow subsidiary	-	0.02	0.05
		-	<b>0.02</b>	<b>0.05</b>
<b>(ii) ICD payable (including accrued interest)</b>				
Federal-Mogul Ignition Products India Limited	Fellow subsidiary	-	202.57	161.02
Tenneco Clean Air India Limited	Holding Company	305.00	157.22	171.12
		<b>305.00</b>	<b>359.79</b>	<b>332.14</b>

(d) Tenneco Automotive India Private Limited

Nature of transaction/Balance with related parties	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Transactions with the related parties</b>				
<b>(i) Reimbursement of expenses paid</b>				
Tenneco Clean Air India Limited.	Holding Company	0.24	-	-
		<b>0.24</b>	-	-
<b>(ii) Reimbursement of expenses received</b>				
Tenneco Clean Air India Limited.	Holding Company	0.69	-	-
		<b>0.69</b>	-	-
<b>Balances with related parties</b>				
<b>(i) Payables</b>				
Tenneco Clean Air India Limited	Holding Company	-	7.36	7.36
		-	<b>7.36</b>	<b>7.36</b>

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**29 Fair value disclosures****i) Fair values hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are classified into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

**Level 1:** quoted prices (unadjusted) in active markets for financial instruments.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**ii) Fair value of instruments measured at amortised cost**

Cash and cash equivalents, other bank balances, trade receivables, other current financial assets, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**Financial instruments by category**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Financial assets</b>			
<b>Measured at Amortised cost</b>			
Loans	7.39	13.51	14.15
Trade receivables	6,872.31	5,597.62	5,631.82
Cash and cash equivalents	2,858.98	1,830.73	4,114.76
Other bank balances	3.36	5.83	12.48
Other financial assets	8,788.95	2,814.89	3,072.72
<b>Measured at fair value through profit or loss</b>			
Investments	3.29	8.89	7.46
<b>Total</b>	<b>18,534.28</b>	<b>10,271.47</b>	<b>12,853.39</b>

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Financial liabilities</b>			
<b>Measured at Amortised cost</b>			
Trade payable	8,424.21	8,731.66	8,942.58
Borrowings	-	-	139.72
Lease Liabilities	196.92	150.96	172.78
Vendor Bill financing	503.44	481.32	518.26
Other financial liabilities	87.90	91.70	140.54
<b>Total</b>	<b>9,212.47</b>	<b>9,455.64</b>	<b>9,913.88</b>

**iii) Level of Hierarchy**

Particulars	Level 2		
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Financial assets</b>			
Investments	3.29	8.89	7.46
<b>Total</b>	<b>3.29</b>	<b>8.89</b>	<b>7.46</b>

There have been no transfers between Level 1, Level 2 and Level 3 for year ended 31 March 2025, 31 March 2024 and 31 March 2023.

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**30 Financial risk management****Risk Management**

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

**A) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The Group is exposed to credit risk from its operating activities (primarily trade receivables).

**Cash and cash equivalents and bank deposits**

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

**Trade receivables**

The Group closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Group assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become six months past due.

**Other financial assets measured at amortised cost**

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

**Expected credit losses:**

The Group provides for expected credit losses based on the following:

The Group recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein Group has defined percentage of provision by analysing historical trend of default based on the criteria defined above. And such provision percentage determined have been considered to recognise life time expected credit losses on trade receivables.

**As at 31 March 2025**

Particulars	Not due	< 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	> 3 years
Gross amount of trade receivables where no default (as defined above) has occurred	3,320.78	3,544.63	40.00	13.39	2.81	3.29
Expected credit loss( loss allowance provision)	10.53	19.06	13.43	6.13	2.31	1.12
Rate of expected credit loss (%)	0.32%	0.54%	33.57%	45.80%	82.34%	34.10%

**As at 31 March 2024**

Particulars	Not due	< 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	> 3 years
Gross amount of trade receivables where no default (as defined above) has occurred	2,310.26	3,225.44	79.89	29.98	4.64	7.20
Expected credit loss( loss allowance provision)	4.88	12.23	15.98	20.80	4.09	1.82
Rate of expected credit loss (%)	0.21%	0.38%	20.01%	69.38%	88.15%	25.23%

**As at 31 March 2023**

Particulars	Not due	< 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	> 3 years
Gross amount of trade receivables where no default (as defined above) has occurred	2,199.72	3,431.30	19.25	29.71	6.05	1.41
Expected credit loss( loss allowance provision)	3.14	12.56	9.96	24.73	4.44	0.80
Rate of expected credit loss (%)	0.14%	0.37%	51.74%	83.23%	73.41%	56.83%



**Reconciliation of loss provision – lifetime expected credit losses**

Particulars	Amount
<b>Loss allowance on 01 April 2022</b>	<b>62.46</b>
Movement in Expected credit loss allowance	(6.84)
<b>Loss allowance as on 31 March 2023</b>	<b>55.62</b>
Movement in Expected credit loss allowance	4.17
<b>Loss allowance as on 31 March 2024</b>	<b>59.79</b>
Movement in Expected credit loss allowance	(7.20)
<b>Loss allowance as on 31 March 2025</b>	<b>52.59</b>

**B) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

**Maturities of financial liabilities**

The tables below analyses the Group's financial liabilities into relevant maturity classification based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. For balances due within 12 months amounts equal their carrying values as the impact of discounting is not significant.

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
<b>31 March 2025</b>				
Trade payable	8,424.21	-	-	<b>8,424.21</b>
Lease liabilities	65.08	165.51	5.10	<b>235.69</b>
Vendor Bill financing	503.44	-	-	<b>503.44</b>
Other financial liabilities	87.90	-	-	<b>87.90</b>
<b>Total</b>	<b>9,080.63</b>	<b>165.51</b>	<b>5.10</b>	<b>9,251.24</b>

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
<b>31 March 2024</b>				
Trade payable	8,731.66	-	-	<b>8,731.66</b>
Lease liabilities	52.37	128.49	1.22	<b>182.08</b>
Vendor Bill financing	481.32	-	-	<b>481.32</b>
Other financial liabilities	91.70	-	-	<b>91.70</b>
<b>Total</b>	<b>9,357.05</b>	<b>128.49</b>	<b>1.22</b>	<b>9,486.76</b>

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
<b>31 March 2023</b>				
Trade payable	8,942.58	-	-	<b>8,942.58</b>
Lease liabilities	45.54	129.01	41.92	<b>216.47</b>
Borrowings	139.72	-	-	<b>139.72</b>
Vendor Bill financing	518.26	-	-	<b>518.26</b>
Other financial liabilities	140.54	-	-	<b>140.54</b>
<b>Total</b>	<b>9,786.64</b>	<b>129.01</b>	<b>41.92</b>	<b>9,957.57</b>

**C) Market Risk****a) Foreign currency risk**

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar, Euro and Chinese Yuan. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of any of the Group. Considering the low volume of foreign currency transactions, the Group's exposure to foreign currency risk is limited and the Group hence does not currently use any derivative instruments or forward contracts to manage its exposure. Also, the Group does not use forward contracts and swaps for speculative purposes.

## (i) Foreign currency risk exposure:

The Group's exposure to foreign currency risk at the end of the reporting period are as follows

Particulars	Foreign currency	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Financial liabilities</b>				
Trade payables	USD Equivalent in Rs. Millions	9.17 787.16	18.57 1,543.99	7.36 609.07
	EUR Equivalent in Rs. Millions	4.25 393.07	20.26 1,842.42	19.31 1,725.55
	GBP Equivalent in Rs. Millions	0.02 2.07	0.05 4.85	0.03 3.42
	CNY Equivalent in Rs. Millions	8.75 106.48	9.37 109.94	3.95 48.54
	ZAR Equivalent in Rs. Millions	- -	11.86 2.69	- -
	KRW Equivalent in Rs. Millions	1,259.80 78.34	907.79 56.10	132.61 8.34
<b>Financial assets</b>				
Trade receivables	USD Equivalent in Rs. Millions	11.41 974.57	6.21 514.04	6.62 544.56
	EUR Equivalent in Rs. Millions	1.14 104.78	0.66 59.27	0.64 56.88
	GBP Equivalent in Rs. Millions	- -	- -	- 0.02
EEFC Bank a/c	USD Equivalent in Rs. Millions	1.73 148.04	0.85 71.15	3.20 248.51
	EUR Equivalent in Rs. Millions	0.04 3.31	0.18 15.69	0.20 17.36
Capital Creditors	USD Equivalent in Rs. Millions	- -	0.02 1.42	0.15 12.01
	EUR Equivalent in Rs. Millions	0.06 5.13	0.08 7.75	0.11 9.45

**Sensitivity**

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>(a) Trade payables</b>			
<b>USD sensitivity</b>			
INR/USD- increase by 0.50%	(3.94)	(7.72)	(3.05)
INR/USD- decrease by 0.50%	3.94	7.72	3.05
<b>EUR sensitivity</b>			
INR/EUR- increase by 0.50%	(1.97)	(9.21)	(8.63)
INR/EUR- decrease by 0.50%	1.97	9.21	8.63
<b>GBP sensitivity</b>			
INR/GBP- increase by 0.50%	(0.01)	(0.02)	(0.02)
INR/GBP- decrease by 0.50%	0.01	0.02	0.02
<b>CNY sensitivity</b>			
INR/CNY- increase by 0.50%	(0.53)	(0.55)	(0.24)
INR/CNY- decrease by 0.50%	0.53	0.55	0.24
<b>ZAR sensitivity</b>			
INR/ZAR- increase by 0.50%	-	(0.01)	-
INR/ZAR- decrease by 0.50%	-	0.01	-
<b>KRW sensitivity</b>			
INR/KRW- increase by 0.50%	(0.39)	(0.28)	(0.04)
INR/KRW- decrease by 0.50%	0.39	0.28	0.04
<b>(b) Trade receivables</b>			
<b>USD sensitivity</b>			
INR/USD- increase by 0.50%	4.87	2.57	2.72
INR/USD- decrease by 0.50%	(4.87)	(2.57)	(2.72)
<b>EUR sensitivity</b>			
INR/EUR- increase by 0.50%	0.52	0.30	0.28
INR/EUR- decrease by 0.50%	(0.52)	(0.30)	(0.28)
<b>GBP sensitivity</b>			
INR/GBP- increase by 0.50%	-	-	0.00
INR/GBP- decrease by 0.50%	-	-	(0.00)
<b>(c) EEFC Bank a/c</b>			
<b>USD sensitivity</b>			
INR/USD- increase by 0.50%	0.74	0.36	1.24
INR/USD- decrease by 0.50%	(0.74)	(0.36)	(1.24)
<b>EUR sensitivity</b>			
INR/EUR- increase by 0.50%	0.02	0.08	0.09
INR/EUR- decrease by 0.50%	(0.02)	(0.08)	(0.09)
<b>(d) Capital creditors</b>			
<b>USD sensitivity</b>			
INR/USD- increase by 0.50%	-	(0.01)	(0.06)
INR/USD- decrease by 0.50%	-	0.01	0.06
<b>EUR sensitivity</b>			
INR/EUR- increase by 0.50%	(0.03)	(0.04)	(0.05)
INR/EUR- decrease by 0.50%	0.03	0.04	0.05

\* Holding all other variables constant

**b) Interest rate risk****i) Liabilities**

The Group does not have any long term borrowings. Hence, it is not exposed to any interest rate risks.

**ii) Assets**

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

**c) Price risk**

The Group does not have any significant investments in equity instruments which create an exposure to price risk.

**31 Capital management**

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Total debt (including lease liabilities)	196.92	150.96	312.50
Less: Cash and bank balances	2,858.98	1,830.73	4,114.76
<b>Net debt</b>	<b>(2,662.06)</b>	<b>(1,679.77)</b>	<b>(3,802.26)</b>

Total equity (as shown on the face of balance sheet)

16,123.67

9,813.47

12,094.54

Debt to equity ratio:

0.01

0.02

0.03

Net debt to equity ratio:

(0.17)

(0.17)

(0.31)

**32 Commitments and Contingent liabilities****a) Contractual commitments**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Property, plant and equipment (net of advances paid)	100.34	140.32	275.05
	<b>100.34</b>	<b>140.32</b>	<b>275.05</b>

**b) Contingent liabilities**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Stamp Duty on demerger (including penalty)	196.57	196.57	-
Income Tax matters*	736.60	683.02	568.06
Customs**	134.10	210.38	205.40
Central excise**	5.54	5.54	5.50
Goods & Service tax#	68.28	42.19	30.26
Others	23.59	30.24	44.51
	<b>1,164.68</b>	<b>1,167.94</b>	<b>853.73</b>

\*Primarily includes corporate tax matters and also certain transfer pricing matters.

\*\*Inclusive of contingent liabilities taken over pursuant to the scheme of arrangement. Certain of the above claims are still in the name of the Tenneco Automotive India Private Limited ('Demerged Company'). The above amounts do not include interest and penalty amounts which may be payable till the date of settlements, if any.

#Primarily includes suppressed turnover and GST credit availment.

The above amounts do not include interest and penalty amounts which may be payable till the date of settlements, if any. The Group believes that none of these matters, either individually or in aggregate, are expected to have any material adverse effect on its financial statements.

**33 Share based payments****A. Restricted Stock Units (RSUs)**

Tenneco LLC maintains stock based compensation plans approved by their shareholders, in terms of which stock options are granted to their employees including employees of the subsidiaries. Accordingly Tenneco LLC had granted restricted stock units to directors of the Company which are settled in cash by Tenneco LLC. These awards (i.e., RSUs) generally require, among other things, that the award holder remain in service with the Company during the restriction period, which is currently three years, with a portion of the award vesting equally each year. The fair value of restricted stock units, determined by Tenneco LLC., is equal to the average of the high and low trading price of Tenneco LLC., stock at the date of grant. RSUs (both cash-settled and share-settled) are time based service awards and generally vest according to a three year graded vesting schedule.

Since the Company does not have an obligation to settle Tenneco LLC's RSUs to its (i.e., Company's) employees, the Company measures the services received from its employees in accordance with the requirements applicable to equity-settled share-based payment transactions and recognises a corresponding increase in equity as a deemed capital contribution from Tenneco LLC.

During the last year, the RSU's are settled by the Tenneco LLC. There was no cross charge from Tenneco LLC to the company for the purpose of settling the RSU's.

**Details of number of RSUs granted to the employees of the company:**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
RSUs granted and outstanding at the beginning of the year	-	-	13,291
RSUs granted during the year	-	-	-
RSUs cancelled during the year	-	-	(13,291)
<b>RSUs granted and outstanding at the end of the year</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*Since the RSU's are administered and controlled by the Tenneco LLC, the above information is presented only to the extent available with the Company.

**B. Expenses arising from share based payment transactions recognised during the year as part of employee benefit expense is as follows :**

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Restricted stock units	-	-	6.49
	-	-	<b>6.49</b>

**34 Assets held for sale**

During the year ended 31 March 2025, the Board of Directors of the Tenneco Automotive India Private Limited (TAIPL), at its meeting held on 10 January 2025, passed a resolution to sell the entire shareholding in Maple Renewable Power Private Limited ("MRPPL"). Accordingly, TAIPL issued a notice of termination of the agreement via letter dated 7 March 2025 to divest its investment in MRPPL. This investment as at 31 March 2025 is pending to be transferred. Consequently, the investment has been classified as an "Asset Held for Sale".

Subsequently, on 16 May 2025, TAIPL sold its entire shareholding in MRPPL for a total consideration of Rs.8.70 million.

The investment in Maple Renewable Power Private Limited as at 31 March 2025 has the following disclosures:

Particulars	As at 31 March 2025
Assets held for sale (Investment)	8.70
<b>Total</b>	<b>8.70</b>
Liabilities directly associated with assets held for sale	8.70
<b>Total</b>	<b>8.70</b>

**35 Segment information**

The Group deals in only business segment of manufacturing and sale of automotive components and chief operating decision maker (CODM) reviews the operations of the Group as a whole, hence there is no reportable segment as per Ind AS 108 "Operating Segments". The management considers that the various goods and services provided by the Group constitutes single business segment, since the risks and rewards from these goods and services are not different from one another. Accordingly, the Group has disclosed entity wide disclosure in respect of geographical spread as below

Revenue breakdown of external customers individually contributing to more than 10% of revenue from operations:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Number of customers	3	4	3
Revenue from operations	22,662.44	31,476.93	20,480.07

Geographical information in respect of revenue from customer is given below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
India	45,982.38	52,352.37	45,231.36
Other countries	2,921.92	2,323.75	3,042.32
	<b>48,904.30</b>	<b>54,676.12</b>	<b>48,273.68</b>

Carrying amount of segment debtors by geographical market (net of provision)

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
India	5,792.95	5,024.51	5,032.54
Other countries	1,079.36	573.16	599.28
	<b>6,872.31</b>	<b>5,597.67</b>	<b>5,631.82</b>

The Group has common assets for producing goods for India and outside countries. Hence, separate figures for assets/additions to property, plant and equipment cannot be furnished.

**36 Employee benefit obligations**

The Group has classified various benefits provided to employees as under:

**(i) Defined Contribution Plan**

Amount recognised in the statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Employer's contribution to provident fund	100.34	91.52	95.03
Employee state insurance	3.71	5.29	5.75
Pension contribution	0.51	0.66	0.69
<b>Total</b>	<b>104.56</b>	<b>97.47</b>	<b>101.47</b>

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## (ii) Defined Benefit Plan

## A. Gratuity

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of services, gets a gratuity on departure at 15 days basic salary (last drawn) for each completed year of service on terms not less favorable than the provisions of the payment of Gratuity Act, 1972.

The following tables summaries the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the Statement of Assets and Liabilities for the plan.

## (i) Amount recognised in the statement of profit and loss is as under:

Description	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Current service cost	37.62	32.04	30.88
Interest expense on defined benefit obligation	29.07	27.06	23.70
Interest income on plan assets	(18.65)	(16.98)	(15.45)
<b>Amount recognised in the statement of profit and loss</b>	<b>48.04</b>	<b>42.12</b>	<b>39.13</b>

## (ii) Remeasurement (gains) / loss recognised in other comprehensive income:

Description	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Actuarial (gain) on obligations arising from changes in demographic adjustments	(6.31)	(16.97)	(0.18)
Actuarial (gain) on obligations arising from changes in experience adjustments	22.81	5.10	(1.01)
Actuarial (gain) on obligations arising from changes in financial assumptions	36.91	29.02	2.03
<b>Remeasurements of the post employment defined benefit plans (gain)</b>	<b>53.41</b>	<b>17.15</b>	<b>0.84</b>
Return on plan assets (greater)/ less than discount rate	(0.79)	(0.25)	1.24
<b>Remeasurements of the post employment defined benefit plans (gain) recognised in OCI</b>	<b>52.62</b>	<b>16.90</b>	<b>2.08</b>

## (iii) Movement in the liability recognised in the balance sheet is as under:

Description	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Present value of defined benefit obligation as at the beginning of the year	413.30	367.45	332.93
Current service cost	37.63	32.04	30.88
Past service cost	-	-	-
Interest cost	29.07	27.06	23.70
Remeasurements of the post employment defined benefit plans (gain)	53.41	17.15	0.84
Benefits paid directly by the Group	(14.42)	(13.88)	(2.87)
Benefits paid from the fund	(17.83)	(16.52)	(18.03)
<b>Present value of defined benefit obligation as at the end of the year</b>	<b>501.16</b>	<b>413.30</b>	<b>367.45</b>
<b>Current portion</b>	<b>20.70</b>	<b>19.48</b>	<b>22.98</b>
<b>Non-Current portion</b>	<b>195.67</b>	<b>146.62</b>	<b>112.24</b>

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## (iv) Movement in the plan assets recognised in the balance sheet is as under:

Description	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Fair Value of plan assets at beginning of year	247.20	232.23	215.39
Interest income on plan assets	18.09	17.91	15.22
Contributions by employer	48.87	25.61	23.58
Benefits paid	(29.99)	(28.60)	(20.72)
Increase (decrease) due to effect of any business combination / divestitures / transfers	(0.17)	(0.20)	-
Remeasurements of the post employment defined benefit plans loss/(gain)	0.79	0.25	(1.24)
<b>Fair Value of plan Assets at the end of the year</b>	<b>284.79</b>	<b>247.20</b>	<b>232.23</b>

## (v) Plan (assets)/ liability

Description	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Defined benefit obligation	501.16	413.30	367.45
Fair valuation of plan assets	284.79	247.20	232.23
	<b>216.37</b>	<b>166.10</b>	<b>135.22</b>

## (vi) Actuarial assumptions

Description	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Discount rate	6.5% p.a. - 6.55% p.a.	7.13% p.a. - 7.20% p.a.	7.30% p.a. - 7.60% p.a.
Normal retirement age	58 years	58 years	58 years
Mortality rate	Indian Assured Lives Mortality (IALM) (2006- 08) (modified) Ult.	Indian Assured Lives Mortality (IALM) (2006- 08) (modified) Ult.	Indian Assured Lives Mortality (IALM) (2006- 08) (modified) Ult.
Disability rate	5.0% of mortality rate	5.0% of mortality rate	5.0% of mortality rate
Employee turnover#	7.5% p.a. - 15% p.a.	6.35% p.a. - 15% p.a.	5% p.a.
Expected rate of return on Plan Assets	6.5% p.a. - 7.13% p.a.	7.20% p.a. - 7.35% p.a.	6.92% p.a. - 7.60% p.a.
Salary increase rate^#	10%p.a.	8%p.a. - 12%p.a.	8%p.a. - 10%p.a.

^The estimates of seniority, future salary increases, considered in actuarial valuation, take account of price inflation, promotions and other relevant factors, such as supply and demand in the employment market.

# Rate of employee turnover and salary increase depends upon various factors namely nature of employee, location etc.



## (vii) A quantitative sensitivity analysis for significant assumptions:

Description	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Impact of the change in discount rate</b>			
- Impact due to increase of 0.50 %-1.00%	306.73	261.66	224.41
- Impact due to decrease of 0.50 %-1.00%	392.48	335.99	290.22
<b>Impact of the change in salary increase</b>			
- Impact due to increase of 0.50 %-1.00%	315.90	278.57	236.95
- Impact due to decrease of 0.50 %-1.00%	376.36	314.64	271.77

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The weighted average duration of the defined benefit obligation is 6 years as on 31 March 2025 (31 March 2024: 9 years; 31 March 2023: 12 years)

## The following pay-outs are expected in future years:

Description	Year ended 31 March 2025
Within 1 Year	58.04
1-3 Years	132.56
Later than 3 Years	465.60

Description	Year ended 31 March 2024
Within 1 Year	46.00
1-3 Years	62.62
Later than 3 Years	329.66

Description	Year ended 31 March 2023
Within 1 Year	30.30
1-3 Years	33.99
Later than 3 Years	255.01

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**B. Compensated absences**

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end

The principal assumptions used in determining compensated absences are shown below:

Description	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Discount rate	6.5% p.a. - 6.55% p.a.	7.13% p.a. - 7.20% p.a.	7.30% p.a. - 7.60% p.a.
While in service Availment Rate	0% p.a. - 7.00% p.a.	0% p.a. - 7.00% p.a.	0% p.a. - 7.98% p.a.
Mortality rate	Indian Assured Lives Mortality (IALM) (2006- 08) (modified) Ult.	Indian Assured Lives Mortality (IALM) (2006- 08) (modified) Ult.	Indian Assured Lives Mortality (IALM) (2006- 08) (modified) Ult.
Disability rate	5.0% of mortality rate	5.0% of mortality rate	5.0% of mortality rate
Normal retirement age	58 years	58 years	58 years
Employee turnover#	7.5% p.a. - 15% p.a.	6.35% p.a. - 15% p.a.	5% p.a. - 13.30% p.a.
Salary increase rate^#	10%p.a.	8%p.a. - 12%p.a.	8%p.a. - 10%p.a.

The following pay-outs are expected in future years:

Description	Year ended 31 March 2025
Within 1 Year	4.74
1-3 Years	8.78
Later than 3 Years	29.80

Description	Year ended 31 March 2024
Within 1 Year	3.04
1-3 Years	4.84
Later than 3 Years	22.82

Description	Year ended 31 March 2023
Within 1 Year	2.39
1-3 Years	5.15
Later than 3 Years	20.88

^\*The estimates of seniority, future salary increases, considered in actuarial valuation, take account of price inflation, promotions and other relevant factors, such as supply and demand in the employment market.

# Rate of employee turnover and salary increase depends upon various factors namely nature of employee, location etc.

37 Per transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961, the Group is required to use certain specific methods in computing arm's length prices of international transactions with associated enterprises and maintain adequate documentation in this respect. Since law requires existence of such information and documentation to be contemporaneous in nature, the Group has appointed independent consultants for conducting a Transfer Pricing Study (the 'Study') to determine whether the transactions with associate enterprises undertaken during the financial year are on an 'arms length basis'. Management is of the opinion that the Group's international transactions are at arm's length and that the results of the on-going study will not have any impact on the financial statements and the independent consultants appointed have also preliminarily confirmed that they do not expect any transfer pricing adjustments.

38 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	Leases	Short-term Borrowings	Interest
<b>Opening Balance 1 April 2022</b>	<b>102.42</b>	<b>719.25</b>	<b>19.90</b>
<b>Non cash changes due to</b>			
- Recognition of lease liabilities	108.34	-	-
- Movement in Short term borrowings during the year (net)	-	8.60	-
- Interest expense	8.67	-	156.79
- Deletion	(12.00)	(338.80)	-
<b>Cash flows during the year due to</b>			
- Movement in Short term borrowings during the year (net)	-	(249.31)	-
- Repayment of lease liabilities	(28.40)	-	-
- Payment of interest	(6.25)	-	(161.85)
<b>Closing Balance as on 31 March 2023</b>	<b>172.78</b>	<b>139.74</b>	<b>14.84</b>
<b>Opening Balance 1 April 2023</b>	<b>172.78</b>	<b>139.74</b>	<b>14.84</b>
<b>Non cash changes due to</b>			
- Recognition of lease liabilities	12.40	-	-
- Interest expense	13.92	-	196.37
- Deletion	(1.26)	(8.65)	-
<b>Cash flows during the year due to</b>			
- Movement in Short term borrowings during the year (net)	-	(131.09)	-
- Repayment of lease liabilities	(37.53)	-	-
- Payment of interest	(9.35)	-	(196.37)
<b>Closing Balance as on 31 March 2024</b>	<b>150.96</b>	<b>(0.00)</b>	<b>14.84</b>
<b>Opening Balance 1 April 2024</b>	<b>150.96</b>	<b>(0.00)</b>	<b>14.84</b>
<b>Non cash changes due to</b>			
- Recognition of lease liabilities	108.28	-	-
- Interest expense	13.57	-	141.24
- Deletion	(13.65)	-	-
<b>Cash flows during the year due to</b>			
- Movement in Short term borrowings during the year (net)	-	-	-
- Repayment of lease liabilities	(52.98)	-	-
- Payment of interest	(9.26)	-	(141.24)
<b>Closing Balance as on 31 March 2025</b>	<b>196.92</b>	<b>-</b>	<b>14.84</b>

### 39 Ratio Analysis and its elements

#### a) Current Ratio = Current assets divided by Current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Current Assets	13,271.24	11,835.63	14,616.33
Current Liabilities	11,492.95	11,029.33	11,700.99
<b>Ratio (in times)</b>	<b>1.15</b>	<b>1.07</b>	<b>1.25</b>
<b>% Change from previous period/year</b>	<b>8%</b>	<b>-14%</b>	

#### b) Return on Equity Ratio = Net profit after tax divided by average equity

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Restated Profit for the period/year	5,531.43	4,167.87	3,810.43
Average Equity*	12,968.57	10,954.01	11,589.13
<b>Ratio</b>	<b>0.43</b>	<b>0.38</b>	<b>0.33</b>
<b>% Change from previous period/year</b>	<b>12%</b>	<b>16%</b>	

\*Average equity represents the average of opening and closing total equity.

#### c) Inventory Turnover Ratio = Cost of goods sold divided by average inventory

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Cost of goods sold*	32,211.67	38,924.99	34,383.88
Average Inventory	3,035.36	3,621.13	3,598.38
<b>Ratio (in times)</b>	<b>10.61</b>	<b>10.75</b>	<b>9.56</b>
<b>% Change from previous period/year</b>	<b>-1%</b>	<b>12%</b>	

\* 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

#### d) Trade Receivables turnover ratio = Credit Sales divided by average trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Credit sales*	48,904.30	54,676.12	48,273.68
Average Trade Receivables#	6,234.97	5,614.72	5,517.93
<b>Ratio (in times)</b>	<b>7.84</b>	<b>9.74</b>	<b>8.75</b>
<b>% Change from previous period/year</b>	<b>-19%</b>	<b>11%</b>	

\* Credit sales includes sale of products, services and scrap sales.

# Trade receivables is included gross of ECL and net of customer advances. Average Trade receivables represents the average of opening and closing trade receivables.

#### e) Trade payables turnover ratio = Credit purchases divided by average trade payables

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Credit purchases*	31,664.15	38,289.34	35,114.34
Average Trade Payables#	9,070.32	9,336.91	8,703.02
<b>Ratio (in times)</b>	<b>3.49</b>	<b>4.10</b>	<b>4.03</b>
<b>% Change from previous period/year</b>	<b>-15%</b>	<b>2%</b>	

\*Credit purchases includes purchase of stock-in-trade, raw materials and packing materials

# Average Trade payable included payables for purchases and vendor bill financing. Average Trade payable represents the average of opening and closing trade payables.

f) Net Capital Turnover Ratio = Sales divided by Net Working capital

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Revenue from operations (A)	48,904.30	54,676.12	48,273.68
Current Assets (B)	13,271.24	11,835.63	14,616.33
Current Liabilities (C)	11,492.95	11,029.33	11,700.99
Net Working Capital (D = B-C)	1,778.29	806.30	2,915.34
<b>Ratio (in times) (E= A/D )</b>	<b>27.50</b>	<b>67.81</b>	<b>16.56</b>
<b>% Change from previous period/year</b>	<b>-59%</b>	<b>310%</b>	

Reason for change more than 25%:

For the year ended 31 March 2025, change is mainly on account of decrease in revenue and increase in trade receivables.

For the year ended 31 March 2024, change is mainly on account of increase in revenue.

g) Net profit ratio = Net profit after tax divided by Sales

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Restated Profit for the period/year	5,531.43	4,167.87	3,810.43
Sales	48,904.30	54,676.12	48,273.68
<b>Ratio</b>	<b>11%</b>	<b>8%</b>	<b>8%</b>
<b>% Change from previous period/year</b>	<b>48%</b>	<b>-3%</b>	

Reason for change more than 25%:

For the year ended 31 March 2025, change is mainly on account of improved profitability.

h) Return on Capital employed (pre -tax) = Earnings before interest and taxes (EBIT) divided by Capital Employed

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Restated Profit before Tax (A)	7,328.16	5,531.05	5,077.45
Finance Cost (B)	202.66	251.63	215.58
Other income (C)	410.15	697.76	595.88
<b>Operating EBIT (D) = (A+B-C)</b>	<b>7,120.67</b>	<b>5,084.92</b>	<b>4,697.15</b>
<b>Tangible Net Worth * (E)</b>	<b>12,343.83</b>	<b>11,039.76</b>	<b>13,702.10</b>
Total Borrowings ** (F)	196.92	150.96	312.50
Deferred Tax Liability (G)	1.05	10.09	3.87
<b>Capital Employed (H) = (E+F+G)</b>	<b>12,541.80</b>	<b>11,200.81</b>	<b>14,018.47</b>
<b>Ratio (in %)</b>	<b>57%</b>	<b>45%</b>	<b>34%</b>
<b>% Change from previous period/year</b>	<b>25%</b>	<b>35%</b>	

\* Tangible net worth = Total equity- Intangible assets- Deferred Tax Assets- Capital Redemption Reserve- Capital Reserve on Business Combination under Common Control-Capital Reseve

\*\* Total Borrowings includes Current and Non Current Borrowings and Lease Liabilities

Reason for change more than 25%:

For the year ended 31 March 2024, the change is mainly on account of decrease in capital employed.

i) Debt Equity ratio = Total debts divided by Total Equity

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Total Debt*	196.92	150.96	312.50
Total Equity	16,123.67	9,813.47	12,094.54
<b>Ratio</b>	<b>0.01</b>	<b>0.02</b>	<b>0.03</b>
<b>% Change from previous period/year</b>	<b>-21%</b>	<b>-40%</b>	

\* Total Debt includes Current and Non Current Borrowings and Lease Liabilities

Reason for change more than 25%:

For the year ended 31 March 2024, the change is mainly on account of decrease in equity arising due to capital reduction scheme and dividend paid.

j) Debt service coverage ratio= Earnings available for debt services divided by total interest and principal repayments.

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Restated Profit for the period/year (A)	5,531.43	4,167.87	3,810.43
<b>Add: Non cash operating expenses and finance cost</b>			
Depreciation and Amortisation cost (B)	1,031.72	1,035.93	1,009.19
Finance cost (C )	202.66	251.63	215.58
Total Non-cash operating expenses and finance cost (Pre tax) (D= B+C)	1,234.38	1,287.56	1,224.77
Total Non-cash operating expenses and finance cost (Post tax) (E = D (1-Tax rate))	923.69	963.48	916.50
<b>Earnings available for debt services (F = A+E)</b>	<b>6,455.12</b>	<b>5,131.35</b>	<b>4,726.93</b>
<b>Debt service</b>			
Lease Repayment (G)	62.24	46.88	34.65
Principal repayments & interest thereon (H)	169.42	371.66	1,236.08
Total Interest and principal repayments (I = G+H)	231.66	418.54	1,270.73
<b>Ratio (In times) (J = F/ I)</b>	<b>27.86</b>	<b>12.26</b>	<b>3.72</b>
<b>% Change from previous period/year</b>	<b>127%</b>	<b>230%</b>	

Reason for change more than 25%:

For the year ended 31 March 2025, the change is mainly on account of increase in profit for the year.

For the year ended 31 March 2024, the change is mainly on account of decrease in debt service payments.

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**40 Business Combinations**

- On 24 March 2025, Tenneco Automotive India Private Limited ("TAIPL") has transferred its entire shareholding of 20,664,039 equity shares in Motocare India Private Limited (erstwhile subsidiary of TAIPL, hereinafter referred to as MIPL) to Federal-Mogul Motorparts India Limited (fellow subsidiary), for a consideration of Rs. 8,293.51 millions. The profit on sale of investment i.e., the difference between consideration received and the carrying value of investment, i.e., Rs. 2,559 million amounting to Rs. 5,734.51 millions has been recognised in Exceptional item as "Gain on sale of Investment" in standalone books of TAIPL.
- Subsequently, on 26 March 2025, the Company ("the Transferee Company"), directly acquired the shareholding in the businesses of entities namely Federal-Mogul Ignition Products India Limited, Federal Mogul Sealings India Limited, Federal Mogul Bearings India Limited & Tenneco Automotive India Private Limited (together referred as "Transferor Companies") which were ultimately controlled by the same parties who control it, both before and after the business combination. The consideration to be paid was determined based on a share-swap ratio. As per the share swap ratio approved by the Board in its meeting held on 26 March 2025, Transferee Company has issued 189,515,480 Equity Shares of Rs 10 each ("New Equity Shares") to Shareholders of Transferor Companies. The Company had acquired the entire shareholding of TAIPL through a share swap arrangement as stated above; however the investment in MIPL was not acquired by the Company as part of this share swap arrangement. On sale of the investment, the total consideration receivable formed part of the net assets acquired of TAIPL and hence the difference between the total consideration receivable and actual value of investment, aggregating to Rs. 4,914.47 Million (net of taxes) is recognised in 'Capital Reserve on Business Combination under Common Control' in the Restated Consolidated Financial Information of the Group.

Pursuant to the requirements of Appendix C of the Ind AS 103, business combinations under common control are accounted for using the pooling of interest method. Consequently, the financial statement of the Group, includes the financial information of the businesses transferred by the Acquiree Companies to the Acquirer Company and has been restated from the earliest period presented in the consolidated financial statement of the Group.

The details of the business combination, the carrying value of the assets, liabilities and reserves acquired and harmonized as per the revised accounting policies, and the resultant capital reserve are given below.

Identifiable assets acquired and liabilities assumed and capital reserve arising on business combination as at April 01, 2022:

Particulars	Federal-Mogul Ignition Products India Limited	Federal Mogul Sealings India Limited	Federal Mogul Bearings India Limited	Tenneco Automotive India Private Limited
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	339.63	235.97	390.39	2,428.94
Capital work in progress	27.53	8.92	10.29	83.35
Right-of-use assets	9.59		2.751	183.28
Intangible assets	2.83	2.22	1.71	1.20
Financial assets				
i. Loans	-	-	-	1.89
ii. Other financial assets	8.95	3.52	5.66	2,577.86
Deferred tax assets (net)	-			29.37
Current tax assets (net)	25.63	5.97	36.69	47.86
Other non-current assets	13.46	14.66	-	30.36
<b>Total non-current assets</b>	<b>427.62</b>	<b>271.26</b>	<b>447.49</b>	<b>5,384.11</b>
<b>Current assets</b>				
Inventories	353.79	111.45	415.38	770.32
Financial assets				
i. Investments				7.46
ii. Trade receivables	323.16	177.43	253.86	2,320.99
iii. Cash and cash equivalents	203.07	19.10	57.97	556.66
iv. Bank balances other than (iii) above	1.50	-	-	0.50
v. Loans	-	-	-	9.00
vi. Other financial assets	3.92		2.54	2.69
Other current assets	10.13	29.26	27.80	66.59
<b>Total current assets</b>	<b>895.57</b>	<b>337.24</b>	<b>757.55</b>	<b>3,734.21</b>
<b>Total assets</b>	<b>1,323.19</b>	<b>608.50</b>	<b>1,205.04</b>	<b>9,118.32</b>

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Particulars	Federal-Mogul Ignition Products India Limited	Federal Mogul Sealings India Limited	Federal Mogul Bearings India Limited	Tenneco Automotive India Private Limited
<b>EQUITY</b>				
<b>Equity</b>				
Other Equity	472.83	94.88	599.97	5,344.13
<b>Total equity</b>	<b>472.83</b>	<b>94.88</b>	<b>599.97</b>	<b>5,344.13</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
i. Lease Liabilities	0.04	-	-	30.60
Provisions	29.16	4.49	13.93	28.78
Deferred tax liabilities (net)	4.93	-	8.52	-
Other non-current liabilities	-	-	-	81.13
<b>Total non-current liabilities</b>	<b>34.13</b>	<b>4.49</b>	<b>22.45</b>	<b>140.51</b>
<b>Current liabilities</b>				
Financial liabilities				
i. Borrowings	-	330.00	-	338.83
ii. Lease liabilities	-	-	-	11.10
iii. Vendor Bill financing	-	-	-	381.49
iv. Trade payables				
(a) total outstanding dues of micro and small	41.15	32.95	8.79	405.12
(b) total outstanding dues of creditors other than	316.89	124.77	462.70	1,865.73
v. Other financial liabilities	6.39	1.29	3.03	121.11
Other current liabilities	14.09	11.37	4.58	221.70
Provisions	6.63	0.42	6.53	273.72
Current tax liabilities (net)	3.19	-	9.24	13.88
<b>Total current liabilities</b>	<b>388.33</b>	<b>500.80</b>	<b>494.87</b>	<b>3,632.68</b>
<b>Total equity and liabilities</b>	<b>895.30</b>	<b>600.17</b>	<b>1,117.29</b>	<b>9,117.32</b>
<b>Net assets and reserves transferred</b>	427.89	8.33	87.75	1.00
<b>New shares issued</b>	144.79	39.92	135.90	1,574.54
<b>Cancellation of existing share capital</b>	427.89	8.33	87.75	1.00
<b>Capital reserve</b>	283.11	(31.59)	(48.15)	(1,573.54)

Note: The Group has acquired all assets of TAIPL except for the investment in equity shares of MIPL which has been disposed off prior to acquisition of TAIPL.

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#### **41 First Time Adoption of Ind AS**

The Company entered into a share swap agreement on 25 March 2025 to obtain control of acquiree companies as explained in note 40 - Business combination. Within the group, the following companies have prepared their financial statements in accordance with Ind AS for the first time. The financial statements, for the year ended 31 March 2025, are the first financial statements prepared in accordance with Ind AS.

- Federal-Mogul Ignition Products India Limited
- Federal Mogul Sealings India Limited
- Federal Mogul Bearings India Limited

Within the group, the following company were already preparing their financial statements in accordance with the Ind AS.

- Tenneco Clean Air India Private Limited
- Tenneco Automotive India Private Limited

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, above companies adopted 31 March 2025 as reporting date for first time adoption of Indian Accounting Standard (Ind-AS) - notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules 2016 (as amended from time to time) as and consequently 1 April 2023 as the transition date for preparation of their respective statutory financial statements for the year ended 31 March 2025. The financial statements for the year ended 31 March 2025, were the first financial statements prepared in accordance with Ind-AS for above companies. Upto the financial year ended 31 March 2024, the financial statements were prepared in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "Previous GAAP" or "IGAAP").

Accordingly, the Group has prepared financial statements which comply with Ind AS applicable for the financial year ending on 31 March 2025, together with the comparative period data as at and for the year ended 31 March 2024, as described in the summary of material accounting policies.

Financial statements for the year ended 31 March 2023 have been prepared in accordance with requirements of SEBI Circular dated 31 March 2016 and Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 consistent with that used at the date of transition to Ind AS (1 April 2023) and as per the presentation, accounting policies and grouping/classifications followed as at and for the year ended 31 March 2025. In preparing these financial statements, the Group has considered transition date to be 1 April 2022.

An explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows is set out in the following tables and notes.

#### **A. Exemptions and Exceptions availed**

In preparing these Ind AS financial statements, the Group has availed certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and IGAAP have been recognised directly in equity (retained earnings). This note explains the adjustments made by the Group in restating its IGAAP financial statements, including the total equity as at 1 April 2022, 1 April 2023 and the total equity and total comprehensive income as at and for the year ended 31 March 2023 and 31 March 2024.

#### **A.1 Ind AS Optional Exemptions**

Set out below are the applicable Ind AS 101 optional exemptions applied in the transition from previous IGAAP to Ind AS.

##### **A.1.1 Deemed cost exemption**

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for its property, plant and equipment and intangible assets recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Group has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

##### **A.1.2 Leases**

An entity has to assess whether a contract or arrangement contains a lease as per Ind AS 116. As a first time adopter, entity has an option to make this assessment on the basis of facts and circumstances existing at the date of transition as per Ind AS 101. The Group has elected to apply this exemption for such contracts/arrangements.

Under Ind AS 101 an entity can elect not to apply the requirement to create a right of use asset and lease liability as on the date of transition with respect to the leases for which the lease term ends within 12 months of the date of transition. The Group has opted to apply this practical exemption and has not recognized a right of use asset and a corresponding lease liability in respect of leases where the lease term ends within 12 months from the date of transition.

In cases where the lease term ends beyond a period of 12 months from the date of transition, the Group has applied modified retrospective approach and measured its lease liability at the present value of the remaining lease payments discounted using the Group's incremental borrowing rate at the date of transition to Ind AS. Further, the right-to-use asset has been measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Balance Sheet immediately before the date of transition to Ind AS.

As on the transition date, the Group has applied modified retrospective approach and measured its lease liability at the present value of remaining lease payments by discounting of the remaining lease payments using the Group's incremental borrowing rate. Further, the right-to-use asset has been measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Balance Sheet immediately before the date of transition to Ind AS.

As a first time adopter, the Group has used the following optional exemptions permitted:

- Assessed whether contracts as at transition date contains a lease based on facts and circumstances existing as on that date
- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics.
- Not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term at the transition date
- Not to recognize right-of-use assets and liabilities for leases of low value assets
- Hindsight is considered in determining the lease term

##### **A.1.3 Revenue from contract with customers**

A first-time adopter is not required to restate contracts that were completed before the earliest period presented. A completed contract is a contract for which the entity has transferred all of the goods or services identified in accordance with previous GAAP.

As a first time adopter of Ind AS, the Group has decided to use the above exemption.

**A.2 Ind AS mandatory exceptions**

The Group has applied the following exceptions from full retrospective application of Ind AS which are mandatorily required under Ind AS 101:

**A.2.1 Estimates**

The Group's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2023 are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under IGAAP:

- Impairment of financial assets based on expected credit loss model

**A.2.2 Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Consequently, the Group has applied the above assessment based on facts and circumstances existing at the transition date.

**A.2.3 Impairment of financial assets**

Application of the impairment requirements of Ind AS 109 retrospectively.

The Group has applied impairment requirements of Ind AS 109 retrospectively using reasonable and supportable information to determine the credit risk at the date when the financial instruments were initially recognised, and to compare that to the credit risk at the date of transition to Ind AS. Requirements under Ind AS 109 for impairment are applied against trade receivables.

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**41 First Time Adoption of Ind AS (Contd..)****B: Reconciliations between IGAAP and Ind AS**

The following reconciliations provide the explanation and qualification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards".

- (a) Reconciliation of total equity as at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024.  
 (b) Reconciliation of total comprehensive income for the year ended 31 March 2023 and 31 March 2024.  
 (c) Reconciliation of consolidated statement of cash flows for the year ended 31 March 2023 and 31 March 2024.

Previous GAAP figures have been reclassified/regrouped wherever necessary to confirm with the financial statements prepared under Ind AS.

**Reconciliation of total equity as at 31 March 2024, 1 April 2023, 31 March 2023, and 1 April 2022 between previous GAAP and Ind AS:**

Sr No	Particulars	Note	As at 31 March 2024	As at 1 April 2023	As at 31 March 2023	As at 1 April 2022
I	<b>Total Equity under Previous GAAP</b>		1,933.67	1,965.58	1,965.58	1,690.82
II	<b>Ind AS Adjustments:</b>					
	Depreciation and interest on ROU asset and lease liability	a	(0.62)	(0.13)	(0.13)	-
	Reversal of Rent expenses on account of Ind AS 116	a	0.56	0.11	0.11	-
III	<b>Total equity of entities transition under Ind AS (I+II)</b>		<b>1,933.61</b>	<b>1,965.56</b>	<b>1,965.56</b>	<b>1,690.82</b>
	<b>Impact on account of consolidation and consolidation of entities already under Ind AS</b>		<b>7,879.86</b>		<b>10,128.98</b>	
	<b>Total equity under Ind AS</b>		<b>9,813.47</b>		<b>12,094.54</b>	

**Reconciliation of total comprehensive income as at 31 March 2024 and 31 March 2023:**

Sr No	Particulars	Note	As at 31 March 2024	As at 31 March 2023
I	<b>Profit after tax as per previous GAAP</b>		<b>300.09</b>	<b>274.76</b>
	<b>Ind AS Adjustments:</b>			
	Gratuity impact as per valuation	b	2.57	6.18
	Depreciation and interest on ROU asset and lease liability	a	(0.49)	(0.13)
	Reversal of Rent expenses on account of Ind AS 116	a	0.46	0.11
	Deferred tax impact	c	(0.33)	(1.29)
II	<b>Total adjustment to profit or loss</b>		<b>2.21</b>	<b>4.87</b>
III	<b>Profit after tax under Ind AS (I+II)</b>		<b>302.30</b>	<b>279.63</b>
	<b>Other comprehensive income</b>			
	Remeasurement of defined benefit plans	b	(2.57)	(6.18)
	Deferred tax impact	c	0.33	1.29
IV	<b>Total adjustment to other comprehensive income</b>		<b>(2.24)</b>	<b>(4.89)</b>
V	<b>Total comprehensive income under Ind AS (III+IV)</b>		<b>300.06</b>	<b>274.74</b>
	<b>Impact on account of consolidation and consolidation of entities already under Ind AS</b>		<b>3,859.68</b>	<b>3,533.87</b>
	<b>Total equity under Ind AS</b>		<b>4,159.74</b>	<b>3,808.61</b>

**Impact of Ind AS adoption on the statement of cash flows for the year ended 31 March 2024 and 31 March 2023:**

On Ind AS adoption, the cashflows from leases are recorded under financing activity whereas under previous GAAP they were recorded within operating activity. On adoption of Ind AS, the lease payments are presented under financing activities as principal elements of lease liability amounting to Rs. 0.45 millions (31 March 2023: Rs. 0.11 millions) and finance costs paid towards lease liabilities amounting to Rs. 0.11 millions (31 March 2023: 0.03 millions).

**C: Notes to First Time Adoption of Ind AS****a) Leases**

Under previous GAAP, the lease payment made for the properties taken on lease is recognised as Rent Expenses in the Statement of Profit and Loss for the period. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees. Under Ind AS, the Company should recognise right-to-use asset (ROU asset) and lease liability for the properties taken on lease subject to exemption provided in the Ind AS 116. On application of Ind AS 116, the nature of expenses has changed from lease rent to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability. There is no change in accounting by the lessor.

**b) Actuarial gains and losses**

The impact is on account of measurement of employee benefits obligations as per Ind AS 19. Under previous GAAP, actuarial gains and losses were recognised in profit and loss. Under Ind AS, the actuarial gains and losses forming part of remeasurement of the net defined benefit liability / asset, are recognised in the Other Comprehensive Income (OCI) under Ind AS instead of profit or loss.

**c) Deferred tax**

The previous GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using balance sheet approach which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. Various transitional adjustments has resulted in recognition of temporary differences.

- 42 Summarized below are the restatement adjustments made to the Audited Consolidated Financial Statements as at 31 March 2025, Audited Special Purpose Ind AS Consolidated Financial Statements as at and for the year ended 31 March 2024 and 31 March 2023 and their impact on equity and the profit/(loss) of the Group :

**Part A: Statement of Adjustments to Audited Special Purpose Consolidated Financial Statements**

**Reconciliation between audited equity and restated equity**

Sr. No.	Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
A	Total Equity as per Audited Consolidated Financial Statements/Audited Special Purpose Consolidated Financial	16,123.67	9,813.47	12,094.54
B	Adjustments	-	-	-
C	Total impact of adjustments (i+ii+iii+iv)	-	-	-
D	Total equity as per restated consolidated financial information (A+C)	16,123.67	9,813.47	12,094.54

**Reconciliation between audited comprehensive income and restated comprehensive income :**

Sr. No.	Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
A	Total Comprehensive income as per Audited Consolidated Financial Statements/Audited Special Purpose Consolidated Financial	5,491.89	4,159.73	3,808.61
B	Adjustments	-	-	-
C	Total impact of adjustments (i+ii+iii+iv)	-	-	-
D	Total equity as per restated comprehensive income (A+C)	5,491.89	4,159.73	3,808.61

**Part B: Reconciliation of Retained Earning as per Special Purpose Consolidated Financial Statements with Retained Earnings as per Restated Consolidated Financial Information as at March 31, 2023**

As specified in the requirements of SEBI Circular dated 31 March 2016 on Reports in Company Prospectuses (Revised 2019) issued by ICAI, the total equity balance computed under Restated Consolidated Financial Information for the year ended 31 March 2023 and total equity balance computed on transition date on 01 April 2023, differs due to preparation of Special Purpose financial statement (Ind AS) as at and for the year ended 31 March 2023 (considering transition date as 01 April 2022) and other restatement adjustments made for the year ended 31 March 2023. Accordingly, the closing total equity balance as at 31 March 2023 of the Restated Consolidated Financial Information has not been carried forward to opening Balance sheet as at 01 April 2023.

Particulars	Amount
Retained Earnings as at 31 March 2023 as per Restated Consolidated Financial Information	7,967.56
Adjustments:	-
Balance as at April 1, 2023 presented as comparatives as per Audited Special Purpose Ind AS Consolidated Financial Statements for the year ended March 31, 2023	7,967.56

**Part C : Non adjusting items**

**a) Material Regroupings**

Appropriate re-groupings have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss and Restated Consolidated Statement of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Ind AS financial information of the Group for the financial year ended 31 March 2025 prepared in accordance with amendment to Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

#### 43 Other Statutory Information

- i) No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- ii) The Group has no transactions/balances with companies struck off under section 248 of the Companies Act, 2013, except as disclosed below:
- | Name of Struck off Company       | Nature of transactions with struck off Company | Balance outstanding as on March 31, 2025 (Amount in INR) | Balance outstanding as on March 31, 2024 (Amount in INR) | Balance outstanding as on March 31, 2025 (in Million) | Balance outstanding as on March 31, 2024 (in Million) | Relationship |
|----------------------------------|--|--|--|---|---|--------------|
| Actisai Foodline Private Limited | Payable  | 27,490   | -  | 0.03  | -   | Vendor       |
- iii) There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- vi) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- vii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- viii) The Group have not been declared willful defaulter by any bank or financial institution or government or any government authority.
- ix) The Group has not entered into any scheme of arrangement in terms of sections 230 to 237 of the Companies Act, 2013, which has an accounting impact on current financial year.
- x) The Group has been sanctioned a working capital limit in excess of Rs 50 million by bank on the basis of security of current assets during the year. The Group has not utilised the said amount. Pursuant to the terms of the sanction letter, the Group is not required to file any quarterly return or statement with such banks or financial institutions till the time the said limit remains unutilised.
- xi) As per the MCA notification dated August 05, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain back-up on daily basis of such books of account and other relevant books and papers maintained in electronic mode that should be accessible in India at all the time. The Company does not maintain backup on Indian servers at present.
- xii) The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

- 43B** Title deeds of immovable properties are held in name of the Group except:  
Factory buildings and other buildings transferred to the Group as part of demerger, which are in the process of being registered in the name of the Group.

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Group
Leasehold land	Land	98.82	Tenneco Exhaust India Private Limited	No	2018	There was a name change from Tenneco Exhaust India Pvt Ltd to Tenneco Automotive India Pvt Ltd and from Tenneco Automotive to Tenneco Clean Air India Pvt Ltd. Hence, the property is in the name of the earliest company.

Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)  
CIN No. : U29308TN2018FTC126510  
Notes to Restated Consolidated Financial Information  
(All amounts in INR Millions, unless otherwise stated)

44 Statutory Group Information

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
<b>Parent</b>								
Tenneco Clean Air India Limited								
Balance as at March 31, 2025	364.29%	58,736.69	64.97%	3,060.80	18.61%	(7.36)	65.36%	3,053.44
Balance as at March 31, 2024	34.14%	3,349.89	58.42%	2,435.05	217.94%	(17.74)	58.11%	2,417.31
Balance as at March 31, 2023	36.28%	4,388.22	49.81%	1,898.10	-53.73%	0.86	49.85%	1,898.96
<b>Subsidiaries</b>								
1 Federal-Mogul Ignition Products India Limited								
Balance as at March 31, 2025	5.15%	829.69	4.16%	196.01	5.59%	(2.21)	4.15%	193.80
Balance as at March 31, 2024	11.97%	1,174.45	3.35%	139.53	4.67%	(0.38)	3.35%	139.15
Balance as at March 31, 2023	8.56%	1,035.31	3.51%	133.72	-54.98%	0.88	3.53%	134.60
2 Federal Mogul Sealings India Limited								
Balance as at March 31, 2025	1.13%	181.58	1.98%	93.18	2.18%	(0.86)	1.98%	92.32
Balance as at March 31, 2024	0.91%	89.25	0.07%	2.84	16.83%	(1.37)	0.04%	1.47
Balance as at March 31, 2023	0.73%	87.78	-0.32%	(12.14)	108.38%	(1.73)	-0.36%	(13.88)
3 Federal Mogul Bearings India Limited								
Balance as at March 31, 2025	5.51%	888.54	4.61%	217.33	-3.31%	1.31	4.68%	218.64
Balance as at March 31, 2024	6.83%	669.90	3.84%	159.92	5.90%	(0.48)	3.83%	159.44
Balance as at March 31, 2023	6.97%	842.46	4.16%	158.41	238.39%	(3.82)	4.06%	154.59
4 Tenneco Automotive India Private Limited								
Balance as at March 31, 2025	63.44%	10,228.72	146.00%	6,878.58	76.93%	(30.42)	146.58%	6,848.16
Balance as at March 31, 2024	46.16%	4,529.97	34.32%	1,430.54	-145.33%	11.83	34.67%	1,442.37
Balance as at March 31, 2023	47.47%	5,740.76	42.84%	1,632.70	-138.07%	2.21	42.92%	1,634.91
<b>Non-controlling interests in all subsidiaries</b>								
Balance as at March 31, 2025	0.15%	23.97	0.23%	10.80	0.20%	(0.08)	0.23%	10.72
Balance as at March 31, 2024	0.14%	13.25	0.03%	1.29	1.72%	(0.14)	0.03%	1.15
Balance as at March 31, 2023	0.12%	14.19	-0.01%	(0.36)	13.74%	(0.22)	-0.02%	(0.58)
<b>Inter-company elimination and consolidation Adjustments</b>								
Balance as at March 31, 2025	-339.66%	(54,765.53)	-121.95%	(5,745.31)	-0.20%	0.08	-122.98%	(5,745.23)
Balance as at March 31, 2024	-0.14%	(13.25)	-0.03%	(1.29)	-1.72%	0.14	-0.03%	(1.15)
Balance as at March 31, 2023	-0.12%	(14.19)	0.01%	0.36	-13.74%	0.22	0.02%	0.58
<b>Total</b>								
Balance as at March 31, 2025	100%	16,123.66	100%	4,711.39	100%	(39.54)	100%	4,671.85
Balance as at March 31, 2024	100%	9,813.46	100%	4,167.88	100%	(8.14)	100%	4,159.74
Balance as at March 31, 2023	100%	12,094.53	100%	3,810.78	100%	(1.60)	100%	3,809.19

- 45** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact after the Code becomes effective.

**46 Capital reduction**

(a) Board of directors of Group at its meeting held on 14 October 2019 have approved the Scheme of Reduction of Capital pursuant to the provision of Section 66 of the Companies Act, 2013. The said scheme has been approved by shareholder of the Group in its extra ordinary general meeting on 16 October 2019. The reduction in share capital of the Group has been approved by the Hon'ble National Group Law Tribunal, Chennai vide order dated 20 April 2021. Pursuant to the said order, the paid up share capital of the Group is reduced from Rs. 7,777.1 million divided into 777,713,120 equity shares of Rs. 10/- each to Rs. 3,134.1 million divided into 313,406,120 equity shares of Rs. 10/- each in the previous year. The resultant surplus of Rs. 4,643 Million is adjusted against Capital Reserve Account.

(b) Board of directors of Group at its meeting held on 07 June 2022 have approved the Scheme of Reduction of Capital pursuant to the provision of Section 66 of the Companies Act, 2013. The said scheme has been approved by shareholder of the Group in its extra ordinary general meeting on 08 June 2022. The reduction in share capital of the Group has been approved by the Hon'ble National Group Law Tribunal, Chennai vide order dated 23 November 2023. Pursuant to the said order, the paid up share capital of the Group is reduced from Rs. 3,134.1 million divided into 313,406,120 equity shares of Rs. 10/- each to Rs. 2,140.9 million divided into 214,088,829 equity shares of Rs. 10/- each in the previous year. The 99,317,291 equity shares have been reduced at a premium of Rs. 2 per share. The total outlay of Rs. 1,191.8 million is adjusted against Capital Reserve Account of Rs. 342.2 million and Rs. 849.6 million is returned to shareholders.

**47 Dividend paid during the year:**

Company Name	Year	Rs. (In Million)	Per Equity share
Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)	2025	2,404.43	5.96
	2024	2,606.00	12.17
	2023	1,558.50	4.97
Tenneco Automotive India Private Limited	2025	1,149.41	11,494.10
	2024	2,653.20	26,532.00
	2023	1,245.80	12,458.00
Federal-Mogul Ignition Products India Limited	2025	538.57	12.59
Federal Mogul Bearings India Limited	2024	332.00	37.83

- 48** As at 31 March 2025, the Group has an outstanding payable for import of goods and services for a period exceeding six month from date of shipment amounting to Rs.30.18 Million (subsequently paid Rs.1.64 million) (31 March 2024: Rs. 43.24 million; 31 March 2023: Rs.12.81 million) which exceeds the permissible time frame stipulated by Reserve Bank of India ('RBI') Master Direction No.17/2016-17, Import of Goods and services issued by the RBI dated 01 January 2016 (amended from time to time).

As at 31 March 2025, the Group has an outstanding receivable for export of goods and services for a period exceeding nine month from the date of shipment of goods or the date of invoice, whichever is later amounting to Rs.38.88 million (subsequently received Nil) (31 March 2024: Rs. 65.67 million; 31 March 2023: Rs.7.44 million) which exceeds the permissible time frame stipulated by Reserve Bank of India ('RBI') Master Circular No.10/2011-12, Export of Goods and services issued by the RBI dated 01 July 2011 (amended from time to time).

As per the assessment performed by the Group, the consequential impact of this matter, including the liability for penal charges, if any, on the financial statements is presently not expected to be material and therefore no provision made in financial statements.

- 49** Group had applied for unilateral APA application for a period of 5 years (F.Y.2023-24 to 2027-28) and for 3 rollback years (F.Y.2020-21 to 2022-23) regarding payment of royalty (Technology and Trademark) and payment of management support charges. Group is making payment at the specified rate as per the agreement during the year. However, the Group is in the process to withdraw the APA application.

- 50** The accounting software used for maintaining its books of account of the Group for the year ended 31 March 2025 and 31 March 2024 has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year, except that, the audit trail feature was not enabled at the database level for the accounting software to log any direct data changes. The management has not come across any instance of the audit trail feature being tampered with in respect of the accounting software for the period for which the audit trail feature was operating and the audit trail was preserved as per the statutory requirement for record retention.

**51 Management Notes**

- (i) Tenneco Automotive India Private Limited (TAIPL) received certain whistleblower complaints during the year ended 31 March 2025 and subsequent to year end, alleging certain financial irregularities. Based on the available information and facts, including preliminary assessment, management of TAIPL has not identified any matters that would require adjustments to the amounts reported in its standalone financial statements. Further, management of TAIPL has engaged an independent third-party forensic specialist to investigate a whistleblower complaint received during the year. As of the reporting date, the investigation is ongoing and management is confident that this matter is not expected to have any material impact on its standalone financial statements. Consequently, no adjustment is required to be made to its standalone financial statements for the year ended 31 March 2025. Management of TAIPL will take appropriate actions based on the findings of the final investigation.
- (ii) The Board of Directors of Federal-Mogul Ignition Products India Limited (FM IPL) engaged an independent firm to assist them for investigating the allegations (other than frivolous allegations from an anonymous source) involving misconduct of certain employees. Basis the investigation and Board's evaluation on all such matters, the management of FM IPL has determined the impact of Rs. 0.76 million which is insignificant and has been recognized in the books of account. The management of FM IPL had taken appropriate action involving termination of an employee and a vendor involved in such matter. The Board concluded that no further adjustment required in the financial statements as at and for the year ended 31 March 2024 in respect of all these matters.

The Company did not have an appropriate Entity Level Control with reference to financial statements for timely communication of whistle-blower complaints, received by Tenneco LLC pursuant to the policy implemented by Tenneco LLC along with outcome of investigations completed, to the Board of Directors; which could lead to risk of undetected fraud and consequential implications on financial statements, not implementing remedial action in timely manner to prevent further occurrences, delay in preparation of financial statements and consequential non-compliance with regulatory requirements.

- (iii) FMIPL has filed tax audit report for the year 2023-24 based on Management accounts, as the Statutory Audit of FMIPL for FY 2023-24 under Companies Act, 2013 was yet to be finalized till the due date of tax audit i.e. 30 November 2024, therefore, for the purpose of filing of Tax Audit Report (TAR) under section 44AB of Income Tax Act, 1961, Form 3CA could not be filed as the same can be filed only if statutory audit of FMIPL has been completed. However FMIPL has filed tax audit report for FY 2023-24 along with Form 3CB along with the management account and required disclosure was also given in for 3CB filed on tax portal.
- (iv) During the year ended 31 March 2024, after ascertainment of applicability, Federal Mogul Sealings India Limited (FMSIL) could not comply with the provisions of Section 149 as only one Independent Director was appointed in the Board Meeting held on 31st January, 2024 and under Section 177 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 the Audit Committee could not be constituted. This resulted in FMSIL not having an Audit Committee constituted during the year from April 1, 2023 to March 31, 2024 in accordance with the provisions of the Companies Act, 2013. However, FMSIL appointed the remaining independent director and constituted the Audit Committee in the Board Meeting held on 18 June, 2024. The monetary penalty, if any, is not expected to be material in relation to the above.

## **52 Rounding off**

Amounts mentioned as "0" in the financial statements denote amounts rounded off being less than INR Ten thousand.

**For and on behalf of the Board of Directors**  
**Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)**

**Mahender Chhabra**  
Chief Financial Officer

**Place:** Gurugram

**Arvind Chandrasekharan**  
Director

DIN: 08721916

**Place:** Malaga, Spain

**Manavendra Singh Sial**  
Director

DIN: 11095791

**Place:** Berlin, Germany

**Garima Sharma**  
Company Secretary  
Membership No.: A54831

**Place:** Gurugram

**Date:** 29 June 2025



## OTHER FINANCIAL INFORMATION

The audited standalone financial statements of our Company and our Material Subsidiaries as at and for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, together with all annexures, schedules and notes thereto (“**Audited Financial Statements**”) are available on our website at [www.tennecoindia.com](http://www.tennecoindia.com). Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements or any other information on such website does not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company or any of its advisors, nor BRLMs or the Promoter Selling Shareholder nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios derived from the Restated Consolidated Financial Information as required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for Financial Year ended March 31, 2025	As at and for Financial Year ended March 31, 2024	As at and for Financial Year ended March 31, 2023
Restated earnings per equity share			
- Basic earnings per share (in ₹)	13.68	8.90	7.58
- Diluted earnings per share (in ₹)	13.68	8.90	7.58
Return On Net Worth (%) <sup>(1)</sup>	46.65%	33.40%	28.75%
Net Asset Value Per Equity Share (in ₹) <sup>(2)</sup>	31.10	27.67	27.42
EBITDA (₹ in million) <sup>(3)</sup>	8,152.39	6,120.85	5,706.34

Notes:

<sup>(1)</sup> Return on Net Worth (%) = Restated profit for the year divided by average net worth of our Company. Average Networth is computed as average of opening and closing Net Worth.

<sup>(2)</sup> EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit for the year plus total tax expense, finance cost, depreciation and amortization expense minus other income.

<sup>(3)</sup> Net Asset Value per share is calculated by dividing net worth as at the end of the Fiscal by the number of equity shares as at the end of the Fiscal.

For a reconciliation of non-GAAP measures, see “**Management’s Discussion and Analysis of our Results of Operations – Non-GAAP Financial Measures**” on page 442.

### Non-GAAP Financial Measures

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with Ind AS.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP financial information may be different from similarly titled Non-GAAP measures used by other companies. The principal limitation of these Non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements,

as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgement by management about which expenses and income are excluded or included in determining these Non-GAAP financial measures. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of Non-GAAP financial measures to their most directly identifiable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business.

### Reconciliation of Non-GAAP Measures

Reconciliation for the various non-GAAP Measures included in this Draft Red Herring Prospectus are given below:

Particulars	Units	Fiscal		
		2025	2024	2023
VAR <sup>(1)</sup>	₹ million	43,801.21	42,686.07	39,020.00
EBITDA <sup>(2)</sup>	₹ million	8,152.39	6,120.85	5,706.34
EBITDA Margin (%) (Basis Revenue from Operations) <sup>(3)</sup>	%	16.67%	11.19%	11.82%
EBITDA Margin (%) (Basis VAR) <sup>(4)</sup>	%	18.61%	14.34%	14.62%
PAT Margin (%) (Basis Revenue from Operations) <sup>(5)</sup>	%	11.31%	7.62%	7.89%
PAT Margin (%) (Basis VAR) <sup>(6)</sup>	%	12.63%	9.76%	9.77%
Adjusted PAT <sup>(7)</sup>	₹ million	5,221.84	3,642.08	3,363.25
Adjusted PAT Margin (%) (Basis Revenue from Operations) <sup>(8)</sup>	%	10.68%	6.66%	6.97%
Adjusted PAT Margin (%) (Basis VAR) <sup>(9)</sup>	%	11.92%	8.53%	8.62%
ROCE <sup>(10)</sup>	%	56.78%	45.40%	33.51%
FCF / EBITDA <sup>(11)</sup>	%	61.04%	63.75%	83.08%
Cash Conversion Cycle <sup>(12)</sup>	Days	(24)	(18)	(10)
ROE <sup>(13)</sup>	%	42.65%	38.05%	32.88%
Adjusted ROE <sup>(14)</sup>	%	49.68%	33.25%	29.02%
Net Debt <sup>(15)</sup>	₹ million	(2,662.06)	(1,679.77)	(3,802.26)
Net Debt to Equity Ratio <sup>(16)</sup>	Number of times	(0.17)	(0.17)	(0.31)
Net Debt to EBITDA Ratio <sup>(17)</sup>	Number of times	(0.33)	(0.27)	(0.67)
Fixed Assets Turnover Ratio <sup>(18)</sup>	Number of times	8.37	9.07	7.76
Net Working Capital <sup>(19)</sup>	₹ million	1,778.29	806.30	2,915.34
Net Working Capital Days <sup>(20)</sup>	Number of Days	13	5	22

Notes:

<sup>(1)</sup> Value added Revenue (VAR) means revenue from operations after excluding the cost of substrates.

<sup>(2)</sup> EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit for the year plus total tax expense, finance cost, depreciation and amortization expense minus other income.

<sup>(3)</sup> EBITDA Margin (%) (Basis Revenue from Operations) is calculated as EBITDA as a percentage of revenue from operations.

<sup>(4)</sup> EBITDA Margin (%) (Basis VAR) is calculated as EBITDA as a percentage of VAR.

<sup>(5)</sup> PAT Margin (%) or PAT Margin (%) (Basis Revenue from Operations) is calculated as Restated profit for the year as a percentage of Revenue from Operations.

<sup>(6)</sup> PAT Margin % (Basis VAR) is calculated as Restated profit for the year as a percentage of VAR.

<sup>(7)</sup> Refers to Adjusted Restated Profit for the Year ("Adjusted PAT") is calculated as restated profit for the year less other income (net of tax).

<sup>(8)</sup> Adjusted PAT Margin (%) (Basis Revenue from Operations) is calculated as Adjusted PAT as a percentage of revenue from operations.

<sup>(9)</sup> Adjusted PAT Margin (%) (Basis VAR) is calculated as Adjusted PAT as a percentage of VAR.

<sup>(10)</sup> Return on Capital Employed is calculated as earning before interest and taxes (EBIT) as a percentage of Capital Employed. EBIT is calculated as Restated profit for the 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.

<sup>(11)</sup> Free cash flow ("FCF") / EBITDA is calculated as FCF divided by EBITDA. FCF is calculated as net cash flow from operating activities less capital expenditure.

<sup>(12)</sup> 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), rounded to the nearest whole number. Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365), 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), 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.
- (13) Return on Equity is calculated as restated profit for the 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 fiscal. Total equity refers to the sum of Equity attributable to owners of Parent and Non-Controlling Interest.
- (14) Adjusted Return on Equity ("Adjusted ROE") is calculated as Adjusted PAT divided by adjusted average equity. Adjusted average equity is calculated as the average of adjusted closing equity and opening equity. Adjusted closing equity is calculated as closing equity less exceptional items.
- (15) Net Debt is calculated as Total Debt (including Lease Liabilities) less cash and cash equivalents.
- (16) Net Debt to Equity Ratio is calculated as Net Debt divided by Total Equity.
- (17) Net Debt to EBITDA Ratio is calculated as Net Debt divided by EBITDA.
- (18) Fixed Assets 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) 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 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.

### Value-Added Revenue

The table below sets forth a reconciliation of VAR to revenue from operations.

(₹ in million)

Particulars	2025	Fiscal 2024	2023
Revenue from operations	48,904.30	54,676.12	48,273.68
Less: Cost of substrates	5,103.09	11,990.05	9,253.68
<b>Value added Revenue or VAR</b>	<b>43,801.21</b>	<b>42,686.07</b>	<b>39,020.00</b>

\*Value added Revenue (VAR) means revenue from operations after excluding the cost of substrates.

### EBITDA, EBITDA Margin (%) (Basis Revenue from Operations) and EBITDA Margin (%) (Basis VAR)

The following table sets forth a reconciliation of EBITDA, EBITDA Margin (%) (Basis Revenue from Operations) and EBITDA Margin (%) (Basis VAR)

(₹ in million except percentages)

Particulars	2025	Fiscal 2024	2023
Restated profit for the year	5,531.43	4,167.87	3,810.43
Add: Finance cost	202.66	251.63	215.58
Add: Depreciation and amortization expense	1,031.72	1,035.93	1,009.19
Add: Total tax expense	1,796.73	1,363.18	1,267.02
Less: Other income	410.15	697.76	595.88
<b>EBITDA (A)</b>	<b>8,152.39</b>	<b>6,120.85</b>	<b>5,706.34</b>
<b>Revenue from operations (B)</b>	<b>48,904.30</b>	<b>54,676.12</b>	<b>48,273.68</b>
<b>EBITDA Margin (%) (Basis Revenue from Operations) = (A)/(B) *100</b>	<b>16.67%</b>	<b>11.19%</b>	<b>11.82%</b>
<b>VAR (C)</b>	<b>43,801.21</b>	<b>42,686.07</b>	<b>39,020.00</b>
<b>EBITDA Margin (%) (Basis VAR) = (A)/(C) *100</b>	<b>18.61%</b>	<b>14.34%</b>	<b>14.62%</b>

### PAT, PAT Margin (Basis Revenue from Operations) and PAT Margin (Basis Value Added Revenue)

The following table sets forth a reconciliation of PAT Margin to restated profit for the year and revenue from operations.

(₹ in million except percentages)

Particulars	2025	Fiscal 2024	2023
Restated profit for the year* (A)	5,531.43	4,167.87	3,810.43
Revenue from operations (B)	48,904.30	54,676.12	48,273.68
<b>PAT Margin (%) (Basis Revenue from Operations) = (A)/(B) *100</b>	<b>11.31%</b>	<b>7.62%</b>	<b>7.89%</b>
<b>VAR (C)</b>	<b>43,801.21</b>	<b>42,686.07</b>	<b>39,020.00</b>

Particulars	2025	Fiscal 2024	2023
<b>PAT Margin (%) (Basis Value Added Revenue) = (A)/(C)*100</b>	12.63%	9.76%	9.77%

*\*Also referred to PAT or Profit After Tax*

**Adjusted PAT, Adjusted PAT Margin (%) (Basis Revenue from Operations) and Adjusted PAT Margin (%) (Basis VAR)**

The following table sets forth a reconciliation of Adjusted PAT and Adjusted PAT Margin to restated profit for the year and revenue from operations.

*(₹ in million except percentages)*

Particulars	2025	Fiscal 2024	2023
<b>Restated profit for the year</b>	<b>5,531.43</b>	<b>4,167.87</b>	<b>3,810.43</b>
Less: Other income (net of tax)	309.59	525.79	447.18
<b>Adjusted PAT (A)</b>	<b>5,221.84</b>	<b>3,642.08</b>	<b>3,363.25</b>
<b>Revenue from operations (B)</b>	<b>48,904.30</b>	<b>54,676.12</b>	<b>48,273.68</b>
<b>Adjusted PAT Margin (%) (Basis Revenue from Operations) = (A)/(B)</b>	10.68%	6.66%	6.97%
<b>VAR (C)</b>	<b>43,801.21</b>	<b>42,686.07</b>	<b>39,020.00</b>
<b>Adjusted PAT Margin (%) (Basis Value Added Revenue) = (A)/(C)</b>	<b>11.92%</b>	<b>8.53%</b>	<b>8.62%</b>

**ROCE**

The table below sets out a reconciliation of return on capital employed.

*(₹ in million except percentages)*

Particulars	2025	Fiscal 2024	2023
<b>Total equity</b>	<b>16,123.67</b>	<b>9,813.47</b>	<b>12,094.54</b>
Add: Deferred tax liabilities	1.05	10.09	3.87
Add: Total debt (including lease liabilities)	196.92	150.96	312.50
Less: Intangible assets	12.81	16.44	17.98
Less: Deferred tax assets	218.26	122.97	82.33
Less: Capital Reserve on Business Combination under Common Control	3,544.28	(1,370.19)	(1,370.19)
Less: Capital Redemption Reserve	0.65	0.65	0.65
Less: Capital Reserve	3.84	3.84	(338.33)
Capital employed (A)	12,541.80	11,200.81	14,018.47
<b>Restated profit for the year</b>	<b>5,531.43</b>	<b>4,167.87</b>	<b>3,810.43</b>
Add: Finance cost	202.66	251.63	215.58
Add: Total tax expense	1,796.73	1,363.18	1,267.02
Less: Other income	410.15	697.76	595.88
<b>EBIT (B)</b>	<b>7,120.67</b>	<b>5,084.92</b>	<b>4,697.15</b>
<b>ROCE = (B)/(A)</b>	<b>56.78%</b>	<b>45.40%</b>	<b>33.51%</b>

**FCF / EBITDA ratio**

The following table sets forth a reconciliation of free cash flow / EBITDA ratio for the periods indicated.

*(₹ in million except percentages)*

Particulars	2025	Fiscal 2024	2023
<b>Net cash inflow from operating activities</b>	<b>5,623.86</b>	<b>4,876.73</b>	<b>5,375.04</b>
Less: Purchase of property, plant and equipment, including capital work in progress and capital	647.81	974.93	633.93

Particulars	2025	Fiscal 2024	2023
advances			
<b>FCF (A)</b>	<b>4,976.05</b>	<b>3,901.80</b>	<b>4,741.11</b>
<b>EBITDA (B)</b>	<b>8,152.39</b>	<b>6,120.85</b>	<b>5,706.34</b>
<b>FCF / EBITDA = (A)/(B)</b>	<b>61.04%</b>	<b>63.75%</b>	<b>83.08%</b>

### Cash Conversion Cycle

The following table sets forth an analysis of our cash conversion cycle.

(₹ in million except percentages)

Particulars	2025	Fiscal 2024	2023
Revenue from operations (A)	48,904.30	54,676.12	48,273.68
Average trade receivables (B)	6,234.97	5,614.72	5,517.93
Cost of goods sold (C)	32,211.67	38,924.99	34,383.88
Average inventories (D)	3,035.36	3,621.13	3,598.38
Total purchases (E)	31,664.15	38,289.34	35,114.34
Average trade payables (F)	9,070.32	9,336.91	8,703.02
<b>Days Sales outstanding or Receivable Days (G) = (B)/((A)/365)</b>	<b>47</b>	<b>37</b>	<b>42</b>
<b>Days Inventory Outstanding or Inventory Days (H) = (D)/((C)/365)</b>	<b>34</b>	<b>34</b>	<b>38</b>
<b>Days Payable Outstanding or Payable Days (I) = (F)/((E)/365)</b>	<b>105</b>	<b>89</b>	<b>90</b>
<b>Cash Conversion Cycle = (G) + (H) – (I)</b>	<b>(24)</b>	<b>(18)</b>	<b>(10)</b>

### ROE

The table below sets forth an analysis of return on equity.

(₹ in million except percentages)

Particulars	2025	Fiscal 2024	2023
Closing Equity (A)	16,123.67	9,813.47	12,094.54
Opening Equity (B)	9,813.47	12,094.54	11,083.72
<b>Average Equity (C) = ((A)+(B))/2</b>	<b>12,968.57</b>	<b>10,954.01</b>	<b>11,589.13</b>
<b>Restated Profit for the year (D)</b>	<b>5,531.43</b>	<b>4,167.87</b>	<b>3,810.43</b>
<b>ROE = (D)/C</b>	<b>42.65%</b>	<b>38.05%</b>	<b>32.88%</b>

### Adjusted ROE

The table below sets forth an analysis of adjusted return on equity.

(₹ in million except percentages)

Particulars	2025	Fiscal 2024	2023
Closing Equity (A)	16,123.67	9,813.47	12,094.54
Opening Equity (B)	9,813.47	12,094.54	11,083.72
<b>Average Equity (C) = ((A)+(B))/2</b>	<b>12,968.57</b>	<b>10,954.01</b>	<b>11,589.13</b>
<b>Restated Profit for the year (D)</b>	<b>5,531.43</b>	<b>4,167.87</b>	<b>3,810.43</b>
<b>ROE = (D)/C</b>	<b>42.65%</b>	<b>38.05%</b>	<b>32.88%</b>
Exceptional item <sup>(1)</sup> (E)	4,914.47	-	-
Adjusted closing equity (F) = (A)-(E)	11,209.20	9,813.47	12,094.54
<b>Adjusted average equity (G) = ((B)+(F))/2</b>	<b>10,511.34</b>	<b>10,954.01</b>	<b>11,589.13</b>
<b>Adjusted PAT (H)</b>	<b>5,221.84</b>	<b>3,642.08</b>	<b>3,363.25</b>
<b>Adjusted ROE = (H)/(G)</b>	<b>49.68%</b>	<b>33.25%</b>	<b>29.02%</b>

<sup>(1)</sup> Exceptional item includes gain on sale of Motocare recorded in Other equity - Adjustment for sale of investment by subsidiary.

### **Net Debt, Net Debt to Equity Ratio and Net Debt to EBITDA Ratio**

The table below sets forth an analysis of Net Debt, Net Debt to Equity Ratio and Net Debt to EBITDA Ratio.

(₹ in million except percentages)

Particulars	2025	Fiscal 2024	2023
<b>Total Debt (including lease liabilities)</b>	<b>196.92</b>	<b>150.96</b>	<b>312.50</b>
Less: Cash and cash equivalents	2,858.98	1,830.73	4,114.76
<b>Net Debt (A)</b>	<b>(2,662.06)</b>	<b>(1,679.77)</b>	<b>(3,802.26)</b>
<b>Total equity (B)</b>	<b>16,123.67</b>	<b>9,813.47</b>	<b>12,094.54</b>
<b>EBITDA (C)</b>	<b>8,152.39</b>	<b>6,120.85</b>	<b>5,706.34</b>
<b>Net Debt to Equity Ratio = (A)/(B)</b>	<b>(0.17)</b>	<b>(0.17)</b>	<b>(0.31)</b>
<b>Net Debt to EBITDA Ratio =(A)/(C)</b>	<b>(0.33)</b>	<b>(0.27)</b>	<b>(0.67)</b>

### **Net Worth and Return on Net Worth (RoNW)**

The table below sets forth an analysis of Net Worth and Return on Net Worth.

(₹ in million except percentages)

Particulars	2025	Fiscal 2024	2023
<b>Total Equity</b>	<b>16,123.67</b>	<b>9,813.47</b>	<b>12,094.54</b>
Less: Capital Reserve	3.84	3.84	(338.33)
Less: Capital Reserve on Business Combination under Common Control	3,544.28	(1,370.19)	(1,370.19)
Less: Capital Redemption Reserve	0.65	0.65	0.65
Less: NCI	23.97	13.25	14.19
<b>Closing Net Worth (A)</b>	<b>12,550.93</b>	<b>11,165.92</b>	<b>13,788.22</b>
<b>Opening Net Worth (B)</b>	<b>11,165.92</b>	<b>13,788.22</b>	<b>12,721.42</b>
<b>Average Net Worth (C) = (A+B)/2</b>	<b>11,858.43</b>	<b>12,477.07</b>	<b>13,254.82</b>
<b>Restated profit for the year (D)</b>	<b>5,531.43</b>	<b>4,167.87</b>	<b>3,810.43</b>
<b>Return on Net Worth = (D)/(C)</b>	<b>46.65%</b>	<b>33.40%</b>	<b>28.75%</b>

### **Fixed Assets Turnover Ratio**

The table below sets forth an analysis of Fixed Assets Turnover Ratio.

(₹ in million except percentages)

Particulars	2025	Fiscal 2024	2023
Revenue from operations (A)	48,904.30	54,676.12	48,273.68
Property, plant and equipment (B)	5,348.37	5,653.54	5,849.62
Capital work in progress (C)	310.67	366.18	184.84
<b>Closing Net Fixed Assets (D) = (B)+(C)</b>	<b>5,659.04</b>	<b>6,019.72</b>	<b>6,034.46</b>
<b>Opening Net Fixed Assets (E)</b>	<b>6,019.72</b>	<b>6,034.46</b>	<b>6,407.23</b>
<b>Average Net Fixed Assets (F)</b>	<b>5,839.38</b>	<b>6,027.09</b>	<b>6,220.85</b>
<b>Fixed Assets Turnover Ratio (A)/(F)</b>	<b>8.37</b>	<b>9.07</b>	<b>7.76</b>

### **Net Working Capital and Net Working Capital Days**

The table below sets forth an analysis of Net Working Capital and Net Working Capital Days.

(₹ in million, except number of days)

Particulars	2025	Fiscal 2024	2023
Current Assets excluding assets classified as held for sale	13,271.24	11,835.63	14,616.33
Less: Current Liabilities excluding liabilities relating to assets held for sale	11,492.95	11,029.33	11,700.99

Particulars	Fiscal		
	2025	2024	2023
Net Working Capital (A)	1,778.29	806.30	2,915.34
Revenue from Operations (B)	48,904.30	54,676.12	48,273.68
<b>Net Working Capital turnover (C)=(A)/(B)</b>	<b>0.04</b>	<b>0.01</b>	<b>0.06</b>
<b>Net Working Capital Days (C*365)</b>	<b>13</b>	<b>5</b>	<b>22</b>

### Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 -Related Party Disclosures, read with the SEBI ICDR Regulations for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023 and as reported in the Restated Consolidated Financial Information, see “*Restated Consolidated Financial Information – Note 28 – Related Party Disclosures*” on page 384.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey the management's perspective on our financial condition and results of operations for Fiscals 2025, 2024 and 2023. Unless otherwise stated, the financial information in this section has been derived from the Restated Consolidated Financial Information.*

*Our financial year ends on March 31 of each year. Accordingly, references to "Fiscal 2025", "Fiscal 2024" and Fiscal 2023", are to the 12-month period ended March 31 of the relevant year.*

*Ind AS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Please also see "**Risk Factors — External Risk Factors — Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS and U.S. GAAP, with which investors may be more familiar**" on page 97. We have presented reconciliations of certain Non-GAAP Measures in "**Other Financial Information**" beginning on page 421. This discussion contains certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as the risks set forth in the chapters entitled "**Risk Factors**" and "**Forward-Looking Statements**" beginning on pages 45 and 43, respectively.*

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "**Industry assessment for Clean Air systems, Ignition systems, Bearings, Sealings, Shock Absorbers & Struts and Aftermarket for Ignition, Bearings, Sealings and Shock Absorbers & Struts**" dated June, 2025 (the "**CRISIL Report**") prepared and issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited ("**CRISIL**"), which has been commissioned by and paid for by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. The CRISIL Report will form part of the material documents for inspection and a copy of the CRISIL Report is available on the website of our Company at [www.tennecoindia.com](http://www.tennecoindia.com) from the date of filing of this Draft Red Herring Prospectus until the Bid/Offer Closing Date. CRISIL is an independent agency and is not a related party of our Company, our Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. Unless otherwise indicated, operational, industry and other related information included herein with respect to any particular year refers to such information for the relevant financial year. For further details, see "**Risk Factors—Internal Risk Factors—This Draft Red Herring Prospectus contains information from an industry report, prepared by an independent third-party research agency, CRISIL, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connect with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks.**" on page 90.*

*Unless otherwise stated, references to "Tenneco India", "we", "us", or "our" are to our Company and its Subsidiaries. Unless the context otherwise requires, references to "our Company" or "the Company" refer to Tenneco Clean Air India Limited on a standalone basis.*

### Overview

We are part of the Tenneco Group, a U.S. headquartered key global Tier I automotive component supplier (*Source: CRISIL Report*). Tenneco Group generated US\$16,777 million in revenue in the year ended December 31, 2024. Our first manufacturing plant in India was established in 1979 at Parwanoo. We manufacture and supply critical, highly engineered and technology intensive clean air, powertrain and suspension solutions tailored for Indian OEMs and export markets. 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**"). We also sell to the aftermarket primarily through Motocare India Private Limited ("**Motocare**"), a subsidiary of Tenneco LLC and our Group Company.

We are well-positioned in each of our product offerings:

- We are the largest supplier of Clean Air Solutions to Indian CT OEMs, with a market share of 60%;



- We are among the top two suppliers of Clean Air Solutions to Indian OH OEMs (excluding tractors), with a market share of 42%;
- We are among the top four suppliers of Clean Air Solutions to Indian PV OEMs, with a market share of 20%; and
- We are the largest supplier of shock absorbers and struts to Indian PV OEMs, with a market share of 48%

(each in terms of value (revenue) in Fiscal 2024) (*Source: CRISIL Report*).

We benefit from: (i) our long-standing partnerships with the top Indian OEMs as identified in the CRISIL Report across end markets, (ii) our ability to leverage Tenneco Group’s global R&D for proprietary, modular and bespoke solutions, (iii) our ability to engineer end-to-end solutions in India, (iv) our ability to leverage an efficient, flexible and quality focused manufacturing model in India, and (v) manufacturing capacity with shared and reusable assets across facilities and regions.

As of March 31, 2025, we have 12 manufacturing facilities, comprising seven Clean Air & Powertrain Solutions facilities and five Advanced Ride Technology facilities, across seven states and one union territory in India. In Fiscal 2025, we served 119 customers, including all top seven PV OEMs in India and all top five CT OEMs in India (ranking of OEMs determined based on sales volume in Fiscal 2024) (*Source: CRISIL Report*). We operate two R&D technical centers in India equipped to address both global and local customer needs.

## Our Business Model

### *Income*

#### *Revenue from operations*

We primarily earn revenue from the manufacture and sale of automotive components under two business divisions:

- The Clean Air & Powertrain Solutions division comprises:
  - (i) Clean Air Solutions, where we design, manufacture and sell exhaust aftertreatment systems, such as catalytic converters, mufflers and exhaust pipes to OEMs (“**Clean Air Solutions**”); and
  - (ii) Powertrain Solutions, where we design, manufacture and sell engine bearings, sealing systems and ignition products (such as spark plugs and ignition coils) to OEMs and the aftermarket under the Champion brand (“**Powertrain Solutions**”).
- The Advanced Ride Technologies division designs, manufactures and sells shock absorbers, struts and advanced suspension systems under the Monroe brand to OEMs and the aftermarket (“**Advanced Ride Technologies**”). These products are used for internal combustion engine (“**ICE**”) vehicles and hybrid and electric vehicles (“**EVs**”).

For our OEM customers, we typically participate in rigorous vendor selection process, which can take from six to over 18 months, starting from the issuance of a request for quote to the awarding of the program. Program awards do not include firm volume commitments or long-term supply agreements with our customers. Under the nomination agreements, our customers provide us only with forecast volume for the program and there is no commitment on their part to purchase the quantities specified in the volume projections. Such volume projections are based on several economic and business factors, variables and assumptions.

In addition to revenue from operations (which primarily comprises revenue generated from the sale of manufactured goods), we also track value-added revenue (“VAR”). We define VAR as revenue from operations after excluding 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 for 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 delivery 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. This volatility is evident in the table below. In Fiscal 2024, VAR grew by 9.40% compared to Fiscal 2023, whereas revenue from operations grew by 13.26% due to a 29.57% increase in the cost of substrates. Conversely, in Fiscal 2025, VAR grew by 2.61% compared to Fiscal 2024, whereas revenue from operations declined by 10.56% due to a 57.44% decrease in the cost of substrates.

Particulars	For Fiscal		
	2025	2024	2023
	(₹ millions)	(₹ millions)	(₹ millions)
Revenue from operations	48,904.30	54,676.12	48,273.68
VAR	43,801.21	42,686.07	39,020.00

In addition to supplying OEMs, we generate revenue from the aftermarket, a traditionally counter-cyclic revenue stream. We sell to the aftermarket primarily through Motocare, a subsidiary of Tenneco LLC. Additionally, OEMs sell some of our products to their dealers for use as spare parts in the aftermarket (original equipment spare parts (“OES”)). The powertrain industry in particular benefits from a dual-channel demand structure, supporting stability and growth across economic cycles (*Source: CRISIL Report*). When new car sales increase, OEM demand for powertrain components rises as automakers ramp up production. Conversely, when new car sales decrease, consumers retain their vehicles longer, driving demand for replacement powertrain products in the OES aftermarket. This acts as a demand driver when OEM demand/new vehicle sales experience a dip (*Source: CRISIL Report*). This revenue structure reduces the impact of downturns in the automotive industry and promotes stability and resilience in our financial performance.

The table below sets forth our VAR and revenue from operations from sales to the aftermarket for the Fiscals indicated:

	For Fiscal 2025				For Fiscal 2024				For Fiscal 2023			
	VAR (₹ millions)	% of VAR	Revenue from operations <sup>(1)</sup> (₹ 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
Motocare India Pvt . Ltd.	2,315.97	5.29%	2,315.97	4.74%	1,757.26	4.12%	1,757.26	3.21%	610.37	1.56%	610.37	1.26%
Others	69.08	0.16%	69.08	0.14%	823.39	1.93%	823.39	1.51%	2,066.07	5.30%	2,066.07	4.28%
<b>Revenue from Aftermarket<sup>(1)</sup></b>	<b>2,385.05</b>	<b>5.45%</b>	<b>2,385.05</b>	<b>4.88%</b>	<b>2,580.65</b>	<b>6.05%</b>	<b>2,580.65</b>	<b>4.72%</b>	<b>2,676.44</b>	<b>6.86%</b>	<b>2,676.44</b>	<b>5.54%</b>

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

Our VAR increased from ₹39,020.00, million in Fiscal 2023 to ₹ 43,801.21 million in Fiscal 2025, representing a CAGR of 5.95%. During the same period, domestic PV and CT sales volume grew at a CAGR of 4-5% and 1-3%, respectively (*Source: CRISIL Report*).

## Other income

Our other income primarily includes interest earned on surplus funds deployed in bank deposits and dividends received from an erstwhile subsidiary (disposed of in March 2025).

## Expenses

Our major expenses primarily include (i) cost of materials consumed, (ii) employee benefits expense, (iii) depreciation and amortisation expense, and (iv) other expenses.

### Cost of materials consumed

Our cost of materials consumed constituted a significant portion of our revenue from operations. The table below sets forth our cost of material consumed, including as a percentage of our revenue from operations, for the periods indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Cost of materials consumed	31,813.40	65.05%	38,355.04	70.15%	33,968.92	70.37%
<b>Total expenses</b>	<b>41,986.29</b>	<b>85.85%</b>	<b>49,842.83</b>	<b>91.16%</b>	<b>43,792.11</b>	<b>90.72%</b>

For substrates, we generally do not bear any risk on purchase prices, as these are negotiated by our customers and the prices are taken into account in the prices customers pay for our products. The table below sets forth our cost of materials consumed excluding cost of substrates, including as a percentage of our VAR, for the periods indicated.

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of VAR	Amount (₹ millions)	% of VAR	Amount (₹ millions)	% of VAR
Cost of materials consumed excluding cost of substrates	26,710.31	60.98%	26,364.99	61.76%	24,715.24	63.34%
<b>Total expenses excluding cost of substrates</b>	<b>36,883.20</b>	<b>84.21%</b>	<b>37,852.78</b>	<b>88.68%</b>	<b>34,538.43</b>	<b>88.51%</b>

We source the majority of parts and materials from suppliers based in India. However, we also import raw materials and components from several countries including Germany, Spain, USA, Macedonia, Belgium, China, France, Japan, South Korea, and Mexico. The tables below set forth the breakdown of our cost of materials consumed including and excluding substrates from domestic and imported sources for the Fiscals indicated.

Particulars	For Fiscal 2025				For Fiscal 2024				For Fiscal 2023			
	Cost of materials consumed (₹ millions)	% of cost of materials consumed	Cost of materials consumed excluding cost of substrates (₹ millions)	% of cost of materials consumed excluding cost of substrates	Cost of materials consumed (₹ millions)	% of cost of materials consumed	Cost of materials consumed excluding cost of substrates (₹ millions)	% of cost of materials consumed excluding cost of substrates	Cost of materials consumed (₹ millions)	% of cost of materials consumed	Cost of materials consumed excluding cost of substrates (₹ millions)	% of cost of materials consumed excluding cost of substrates
Domestic	26,575.81	83.54%	24,448.19	91.53%	27,004.14	70.41%	24,239.74	91.94%	24,982.43	73.54%	22,853.75	92.47%
Imported	5,237.59	16.46%	2,262.12	8.47%	11,350.90	29.59%	2,125.25	8.06%	8,986.49	26.46%	1,861.49	7.53%

Apart from our own sourcing team developing vendors, we also leverage Tenneco Group's global purchasing power to negotiate price and payment terms with suppliers. We have also gradually localized many items by developing local sources. This helps us shorten lead times and minimize costs.

### *Employee benefits expense*

Our employee benefits expense primarily includes salaries, wages and bonus. It also includes contributions to provident and other funds, and workmen and staff welfare expenses. The table below shows our full-time employees as of the dates indicated:

Particulars	2025	As of March 31,		2023
		2024		
Number of employees	1,992	1,963		1,991

We use a balance of full-time and contractual labor to manage cyclical demand for our products. For further information, see “*Risk Factors— Internal Risk Factor – We depend on contract labor for carrying out operations at our manufacturing facilities and any disruption to the availability of contract labor for our manufacturing facilities or our inability to control the cost of our contract labor could adversely affect our operations. Further, we may be held responsible for paying wages of such workers, if independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.*” on page 72.

### *Depreciation and amortisation expense*

Depreciation and amortisation expense primarily comprises depreciation on property, plant and equipment.

### *Other expenses*

Our other expenses primarily include (i) power and fuel, (ii) stores and spares consumed, (iii) packing materials consumed, (iv) sub-contracting expenses, (v) freight and forwarding charges, (vi) management support charges, (vii) royalty expense, and (viii) repairs and maintenance.

#### Power and fuel

Power and fuel expense primarily includes costs associated with electricity and fuel sourced for our operations. Our manufacturing processes require a constant and uninterrupted voltage supply to ensure that the products are of high quality, while also enhancing the productivity and lifetime of our machines and equipment. We use a substantial amount of electricity, diesel and piped natural gas for our operations. We source most of our electricity requirements from state electricity boards and use diesel generating sets as backup in case of state electricity failure. We have also entered into long-term power purchase agreements with third parties (including renewable power distribution companies), typically for a term of three years, at our Chennai and Hosur plants. Similarly, our diesel and piped natural gas needs are also met domestically through natural gas distribution companies and through dealers located around our facilities.

#### Stores and spares consumed

Stores and spares consumed primarily includes items which are consumables used for running our manufacturing facilities and equipment on a day-to-day basis.

#### Packing materials consumed

Packing materials consumed primarily include packaging material for finished products.

#### Subcontracting expenses

Subcontracting expenses primarily includes expenses incurred for sub-contracted personnel that we engage through independent contractors for carrying out ancillary and supporting tasks such as material handling, loading and unloading, packing, sorting, housekeeping and manual welding.

#### Freight and forwarding charges

Freight and forwarding charges primarily includes fees that we pay to our transportation service providers to support delivery of products to customers in India and internationally.

#### Management support charges

Management support charges primarily include allocation of cost for shared corporate functions paid to Tenneco Group.

#### Royalty expense

Royalty expense includes royalty paid to Tenneco Group companies for rights to use certain technical know-how and related intellectual property rights owned by or licensed by Tenneco Group companies and the “Tenneco” trademarks, names, and logos. For additional information, see “*Risk Factors – Internal Risk Factors – 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.*” on page 50 and “*History and Certain Corporate Matters – Summary of Key Agreements*” on page 288.

#### Repairs and maintenance

Repairs and maintenance primarily includes costs incurred to maintain buildings and plant and machinery.

### **Principal Factors Affecting our Financial Condition and Results of Operations**

The paragraphs below discuss certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations.

#### **1. Economic conditions in the markets in which we operate**

Our operations are dependent on the overall economic conditions in the markets in which we operate, including India, the U.S. and Europe. Any change in macro-economic conditions in these markets, including changes in interest rates, government policies or taxation, political, geo-political, economic or other developments could affect our business and results of operations. For example:

- The market for our products is influenced by global trade dynamics, including tariffs. In February and April 2025, U.S. President Donald Trump implemented tariffs on several major trading partners, including India, Canada and the European Union, with a baseline of 10% tariffs on all countries, including India, and an additional individualized reciprocal higher tariff on the countries with which the U.S. has the largest trade deficits. These tariffs (while currently paused in respect of India), together with countermeasures that have been or may be adopted by trading partners affected by these tariffs are likely to disrupt global trade and increase volatility in financial markets, including stock, currency and interest rate markets.

The table below set forth the breakdown of our revenue from sales to the U.S. including as a percentage of our revenue from operations for the Fiscals indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Revenue from sales to the U.S.	770.69	1.58%	616.85	1.13%	968.43	2.01%

- export demand, and technological advancements, including the shift towards electric and alternative fuel vehicles.
- General levels of GDP growth in a country or region, and trends in personal disposable income and consumer spending in that country or region influence demand for our OEM customers’ products.
- India and other countries are actively pursuing strategies to reduce supply chain dependency on China in the wake of the COVID-19 pandemic and growing geo-political tensions. This includes diversifying the supply chain by sourcing inputs from various countries with a goal of reducing the risk of relying on a single country. India is emerging as a key export hub for automotive components, driven by companies diversifying their manufacturing bases, and India’s lower costs, supportive government policies, and

strategic location near growing markets (*Source: CRISIL Report*).

## 2. Our customers and their demand for our products

Our financial performance has largely been driven by, and a key factor to our future success will be, our ability to continue to deliver value for our OEM customers, increase our customer base, and deepen our relationships with our existing customers. In Fiscal 2025 we served 119 customers, including all top seven PV OEMs in India and all top five CT OEMs in India, based on sales volume in Fiscal 2024 (*Source: CRISIL Report*).

The table below sets forth the number of customers we served in the Fiscals indicated.

Particular	2025	Fiscal 2024	2023
Number of customers	119	268	277

Until October 2023, our Advance 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. This resulted in a decrease in the number of customers we served in Fiscal 2025 as compared to Fiscal 2024 and 2023.

Our customers include global and well-known names such as Ashok Leyland Limited, Bajaj Auto Limited, Cummins India Limited, Daimler India Commercial Vehicle, Honda Motorcycle and Scooter India Private Limited, Hyundai Motor India Limited, John Deere India Private Limited, Kirloskar Oil Engines Limited, Mahindra & Mahindra Limited, Maruti Suzuki India Limited, Renault Nissan Automotive India Private Limited, Royal Enfield, Skoda Auto Volkswagen India Private Limited, Tata Motors Limited, Toyota Kirloskar Motor Private Limited, Vinfast Trading and Production Joint Stock Company, and VE Commercial Vehicles Limited.

In terms of value (revenue) in Fiscal 2024, we are the largest supplier of Clean Air Solutions to Indian CT OEMs with a market share of 60%, among the top two suppliers of Clean Air Solutions to Indian OH OEMs (excluding tractors) with a market share of 42% and among the top four suppliers of Clean Air Solutions to PV OEMs with a market share of 20% (*Source: CRISIL Report*). We are also the largest supplier of shock absorbers and struts to Indian PV OEMs with a market share of 48% in terms of value (revenue) in Fiscal 2024 (*Source: CRISIL Report*). As of March 31, 2025, we have been awarded 410 programs for which we have commenced production (342 programs for Clean Air & Powertrain Solutions and 68 programs for Advanced Ride Technologies) from over 50 customers across our product portfolio, both in India and overseas.

Historically, our revenue from operations from our top five and top ten customers has been significant.

The tables below sets forth the revenue from operations derived from our top ten customers (based on Fiscal 2025) for the Fiscals indicated.

Particulars <sup>(1)</sup>	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations	Amount (₹ millions)	% of revenue from operations
Revenue from operations from top five customers	30,453.04	62.27%	36,771.13	67.25%	29,532.72	61.18%
Revenue from operation from top ten customers	39,874.61	81.54%	45,884.25	83.92%	37,553.55	77.79%

*Note: (1) The top 10 customers have been identified based on their contribution to our revenue from operations in Fiscal 2025.*

We expect the significance of our top customers to remain high. For further information, see “**Risk Factors – Internal Risk Factors – We are dependent on our top ten customers. Our top ten customers (based on Fiscal 2025) contributed 81.54%, 83.92% and 77.79% of our revenue from operations in 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.**” on page 46.

Customer demand for our products depends on the end markets for their products. The Indian PV sector has historically seen significant periodic fluctuations in overall demand. The length and timing of any cycle in the vehicle industry cannot be predicted with certainty, and we cannot predict when manufacturers will increase or

reduce production. PV production and sales are influenced by various factors, including consumer demand. Consumer demand is affected by employment and income levels, fuel prices, economic conditions, demographic trends, interest rates, urbanization, premiumization trends and the availability of automobile financing.

The CV market in India is cyclical, based on factors that include macroeconomic conditions, government infrastructure spending, regulatory changes such as the implementation of new emission standards, monsoon and climate changes and economic conditions that influence industrial production and construction activities. Long-term medium and heavy CV sales are likely to be driven by several factors, including India's improving industrial activity, consistent agricultural output, and the government's continued emphasis on infrastructure development (*Source: CRISIL Report*). For further information, see ***“Risk Factors – Internal Risk Factors – We derived a significant portion of our revenue from operations, i.e. 82.04%, 83.87% and 83.06% 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 could adversely impact our business, results of operations and financial condition.”*** on page 46.

### 3. Government policies

Government policies, particularly with regard to emission standards, affect the demand for our products and our product mix. Our Clean Air Solutions business benefits from stricter emissions standards. Over the past five years, India has implemented stricter emission standards across the PV, CV, and industrial markets, such as BS6, Construction Equipment Vehicle (CEV-IV) and Tractor Emission Norms Stage IV (TREM IV). India and other countries are expected to continue implementing stricter emission standards across the PV, CV and OH end markets, such as Corporate Average Fuel Efficiency/Economy (CAFE) norms, Tractor Emission Regulation of India V (TREM V), Bharat Stage 7 (BS7), Construction Equipment Vehicle (CEV-V) and Central Pollution Control Board (CPCB IV+) (*Source: CRISIL Report*). These new standards aim to further reduce levels of harmful emissions such as hydrocarbons, carbon dioxide, nitrogen oxides and particulate matter, from vehicles, meaning that more sophisticated emissions technologies and components in vehicles will be required, thereby increasing demand for our Clean Air Solutions products. Tightening standards have historically required substantial investment in engine technology, after-treatment systems, and fuel quality upgrades, resulting in higher content per vehicle (“CPV”) (*Source: CRISIL Report*).

Our ability to capitalize on increasingly stringent global and regional emission standards by targeting key OEMs across all end markets with modular emission control solutions that are compliant with future emissions standards will directly affect our future results of operations. For further information, see ***“Risk Factors – Internal Risk Factors – 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.”*** on page 48, and ***“Our Business – Our Strategies – Capturing market opportunities driven by tightening emission standards”*** on page 244.

### 4. Industry trends

As the market shifts towards premium vehicles, SUVs and hybrids, the demand for higher technological requirements is expected to translate to increased CPV and demand for our high-performance products (*Source: CRISIL Report*). Capitalizing on the trends toward premiumization, SUVs and hybrids presents a substantial opportunity for our business. In India, historically, cost-conscious buyers prioritized fuel efficiency and initial purchase cost, making hatchbacks the most popular segment due to their affordability and lower running costs (*Source: CRISIL Report*). However, a growing number of younger, globally exposed buyers now prioritize driving experience, safety, advanced features, aesthetics, and comfort, especially in light of India's challenging road conditions, leading to increased demand for premium vehicles (*Source: CRISIL Report*). OEMs have responded by enhancing vehicle safety and incorporating advanced features in recent launches, even in mid-level vehicles. Furthermore, rising disposable incomes have further fuelled growth in the SUV segment (*Source: CRISIL Report*).

This presents an opportunity for our Advanced Ride Technologies, where we plan to focus on innovative technologies, including continuously variable semi-active suspension electronic dampers for better ride handling, hollow rods for weight savings, and Adaptive Ride Height Suspension System 2.0 for noise elimination and improved ride quality. Our Clean Air & Powertrain Solutions stands to benefit from the trend toward mild hybrid and plug-in hybrid vehicles. Tight packaging space constraints arise due to the limited space available within a vehicle to accommodate components, especially in hybrid vehicles where additional systems, such as electric motors and battery packs, must be integrated alongside traditional powertrain components. Our ability to design products that maximize efficiency and performance within these confined spaces will affect our ability to capture

market opportunities, strengthen OEM partnerships, and improve our market position. For further information, see “*Our Business – Our Strategies –Capitalizing on trends toward premiumization, SUVs, EVs and hybrids*” on page 245.

## 5. Support from the Tenneco Group

Historically, we have derived significant advantages from the support provided by Tenneco Group. This includes Tenneco Group’s global presence and brand strength, which bolster our operations and market position in India, Tenneco Group’s global purchasing scale, which allows us to optimize procurement processes and reduce costs, Tenneco Group’s established global partnerships, which facilitate business with key OEMs in India and our ability to leverage Tenneco Group’s global R&D initiatives.

We have entered into arrangements with entities in the Tenneco Group, including for (i) the sale of our products and services; (ii) the purchase of parts and materials for use in the manufacturing of our shock absorbers and struts, exhaust aftertreatment systems, and ignition and bearings products; (iii) product validation and testing services outside of India; (iv) technical training and R&D support; and (v) the leasing of the premises where our Corporate Office is situated. We have also entered into the License Agreement with Tenneco Holdings LLC for technical know-how and related intellectual property rights pursuant to which our Company and our Subsidiaries have the right to manufacture and sell products in India using Tenneco Holdings LLC’s trademarks.

Our R&D technical centers collaborate with Tenneco Group’s network of engineering and technical center worldwide, which as of December 31, 2024, comprised 39 engineering and technical centers (of which 12 centers support our Clean Air & Powertrain Solutions division and 10 centers support our Advanced Ride Technologies division). We share information on emerging technologies and changing customer preferences with other geographical units in the Tenneco Group, facilitating the development of new products and technologies. In India, we focus on “localization,” which involves adapting Tenneco Group’s global technologies to meet local needs and preferences, and onshoring manufacturing to India, where development and production costs are lower. This approach enhances our product offerings and optimizes cost efficiency, complemented by our investment in local engineering capabilities. We further benefit from Tenneco Group’s standardized global engineering processes and technical centers, ensuring efficient and reliable design validation and accelerated time-to-market. For example, in Fiscal 2024, we expedited the development of an advanced hydraulic rebound system, which offers superior ride quality compared to passive suspension systems, in India. This system, conceptualized by Tenneco Group overseas, was first brought to market in India before being introduced in other regions by the Tenneco Group. Similarly, in Fiscal 2020, when India implemented BS6, we leveraged Tenneco Group’s Euro 6-compliant Clean Air Solutions products to develop BS6-compliant products and introduced 45 new products across 26 vehicle platforms over a 13-month period between May 2019 and June 2020.

The continued support for the Tenneco Group will be a key factor in our future performance, including our ability to bring new, high-quality products to market that are tailored to the demands of our OEM customers. For further information, see “*Our Business – Our Group Leverage*” on page 231, “*Our Business – Design, Engineering, Research and Development*” on page 263, and “*Our Business – Our Competitive Strengths – Innovation-focused approach aided by our ability to leverage Tenneco Group’s global R&D initiatives to cross-deploy global technologies for proprietary, modular and customized products at Indian price points*” on page 239.

## 6. Cost of Raw Materials

Our profitability is substantially dependent on the availability and cost of raw materials, including steel, and components. We generally do not assume the risk of pricing fluctuations for substrates. In Fiscals 2025, 2024 and 2023, our cost of materials consumed excluding substrates accounted for 60.98%, 61.76% and 63.34% of our VAR, respectively.

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 Fiscals indicated:

Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of cost of materials consumed excluding cost of substrates	Amount (₹ millions)	% of cost of materials consumed excluding cost of substrates	Amount (₹ millions)	% of cost of materials consumed excluding cost of substrates
Cost of steel	16,653.45	62.35%	16,195.52	61.43%	17,640.91	71.38%



Particulars	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Amount (₹ millions)	% of cost of materials consumed excluding cost of substrates	Amount (₹ millions)	% of cost of materials consumed excluding cost of substrates	Amount (₹ millions)	% of cost of materials consumed excluding cost of substrates
Cost of materials consumed excluding cost of substrates	26,710.31	100.00%	26,364.99	100.00%	24,715.24	100.00%

We source the majority of parts and materials from suppliers based in India. However, we also import raw materials and components from several countries including Germany, Spain, USA, Macedonia, Belgium, China, France, Japan, South Korea, and Mexico. In Fiscals 2025, 2024 and 2023, the cost of imported materials consumed excluding cost of substrates accounted for 8.47%, 8.06% and 7.53% of our cost of materials consumed excluding the cost of substrates, respectively.

Increases in the prices of our raw materials may result in our incurring higher input costs in the manufacture of our products. While we seek to pass on cost increases to our customers, our cash flows may be adversely affected in case of a time lag between the date of procurement of our raw materials and the date on which we can reset the component prices for our customers to account for the increase in the prices of such raw materials. For further information, see *“Risk Factors – Internal Risk Factors – Our operations and profitability are substantially dependent on the availability and cost of raw materials, including steel and components such as pressed parts, electrodes and bimetal strips. In Fiscals 2025, 2024 and 2023, cost of materials consumed accounted for 75.77, 76.95% and 77.57% of our total expenses, and any volatility in the prices of these materials may adversely impact our business, results of operations and financial condition.”* on page 49.

## 7. Manufacturing Capacity and Utilization

Our results of operations are directly affected by our production volume, which in turn depends on several factors, including our manufacturing capacity and market demand. As of March 31, 2025, we operated 12 manufacturing facilities in India. The table below sets forth the capacity utilization across 12 manufacturing facilities for the Fiscals indicated:

Plant	For Fiscal 2025	For Fiscal 2024 Capacity utilization <sup>(1)</sup>	For Fiscal 2023
<i>Clean Air Solutions</i>			
Chakan I Facility	76.18%	85.55%	97.31%
Chakan II Facility <sup>(2)</sup>	62.77%	-	-
Chennai Facility	42.93%	45.45%	78.22%
Pithampur Facility	60.53%	69.86%	60.35%
<i>Powertrain Solutions</i>			
Bhiwadi Facility	96.00%	91.65%	94.85%
Parwanoo Facility	77.11%	79.70%	68.05%
Chakan Sealings Facility	66.52%	72.95%	91.15%
<i>Advanced Ride Technologies</i>			
Hosur Facility	88.38%	82.87%	93.14%
Bawal Facility	83.52%	80.18%	91.11%
Sanand Facility	71.92%	62.70%	62.86%
Chakan ART Facility <sup>(3)</sup>	85.08%	68.42%	79.82%
Puducherry Facility <sup>(4)</sup>	99.68%	100.00%	99.00%

Notes:

Source: Certificate from Kunal Kantilal Vikamsey and Naresh Kanji Wadhia of Kanti Karamsey and Co. Advisors LLP (Chartered Engineer Registration Numbers: F-1307017 and M 115754/4, respectively) Independent Chartered Engineers, dated June 30, 2025.

(1) Capacity utilization is calculated as quantum of production in the relevant facility in the relevant Fiscal, divided by the capacity available of relevant manufacturing facility during the relevant Fiscal. Capacity available during the Fiscal represents the installed capacity that was available during the relevant Fiscal and is calculated based on the aggregate of monthly installed capacity.

(2) Production at the Chakan II Facility started in Fiscal 2025.

(3) The Chakan ART Facility receives base shock absorbers from our Hosur and Bawal Facilities for the modular assembly of peripheral parts according to our customer requirements.

(4) The Puducherry Facility for our Advanced Ride Technologies division manufactures and supplies sintered parts to our Hosur, Bawal and Sanand Facilities to manufacturer struts and shock absorbers.

For further details, see *“Our Business – Manufacturing – Facilities”* on page 255.

To maintain profitability, we must maintain high levels of capacity utilization, which is affected by our product mix and customer demand. Decline in the demand for our products will prevent us from achieving full capacity utilization of our manufacturing facilities.

We believe that our existing manufacturing facilities, as supplemented by ordinary course production line expansion, are sufficient to support our current business with incremental capital expenditure for new business. However, we may expand our manufacturing capacity in the future to meet the requirements of new business from existing customers or new customers. In Fiscal 2025, 2024 and 2023, we expanded our manufacturing capacity using internal accruals, without relying on long-term bank borrowings, a practice we intend to continue given our financial position. We generally plan for and invest in expanding our manufacturing capacity based on our estimated customer base expansion. We take a customer-centric approach by locating our facilities close to our customers, enabling us to swiftly address customer needs. The success of any capacity addition and expected return on investment in capital expenditure depend on our ability to generate adequate customer demand to ensure maximum utilization of the capacity addition.

## 8. Foreign Exchange

While our reporting currency and principal revenue are in Indian Rupees, we are exposed to exchange rate fluctuations, particularly in the Euro, U.S. Dollar, Chinese Yuan, South Korean Won and British Pound, due to our import of raw materials, particularly substrates and steel, imports of manufacturing machinery and export sales. To the extent that we are unable to match costs incurred in foreign currencies with revenue received, or that there are sharp exchange rate fluctuations between such currencies, we could have significant unhedged exposure on the translation of receivables and trade payables.

The table below set forth the breakdown of our VAR from domestic and export sales, and as a percentage of our total VAR and revenue from operations for the Fiscals indicated.

	For Fiscal 2025				For Fiscal 2024				For Fiscal 2023			
	VAR (₹ millions)	% of t VAR	Revenue from operations (₹ millions)	% of revenue from operations	VAR (₹ millions)	% of VAR	Revenue from operations (₹ millions)	% of revenue from operations	VAR (₹ millions)	% of total VAR	Revenue from operations (₹ millions)	% of revenue from operations
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%
<b>Total</b>	<b>43,801.21</b>	<b>100.00%</b>	<b>48,904.30</b>	<b>100.00%</b>	<b>42,686.07</b>	<b>100.00%</b>	<b>54,676.12</b>	<b>100.00%</b>	<b>39,020.00</b>	<b>100.00%</b>	<b>48,273.68</b>	<b>100.00%</b>

The tables below set forth the breakdown of our cost of materials consumed excluding substrates from domestic and imported sources for the Fiscals indicated.

	For Fiscal 2025		For Fiscal 2024		For Fiscal 2023	
	Cost of materials consumed excluding cost of substrates (₹ millions)	% of cost of materials consumed excluding cost of substrates	Cost of materials consumed excluding cost of substrates (₹ millions)	% of cost of materials consumed excluding cost of substrates	Cost of materials consumed excluding cost of substrates (₹ millions)	% of cost of materials consumed excluding cost of substrates
Domestic	24,448.19	91.53%	24,239.74	91.94%	22,853.75	92.47%
Imported	2,262.12	8.47%	2,125.25	8.06%	1,861.49	7.53%
<b>Total</b>	<b>26,710.31</b>	<b>100.00%</b>	<b>26,364.99</b>	<b>100.00%</b>	<b>24,715.24</b>	<b>100.00%</b>

For further information about our domestic and imported costs of materials consumed, see “– *Our Business Model – Expenses – Cost of materials consumed*” on page 431.

## Principal Components of Results of Operations

### Results of Operations

The following table sets forth select financial data from our restated consolidated statement of profit and loss for the years indicated, the components of which are also expressed as a percentage of total income for such years.

Particulars	2025		Fiscal 2024		2023	
	₹ million	% of total income*	₹ million	% of total income*	₹ million	% of total income*
<b>Income</b>						
Revenue from operations	48,904.30	99.17%	54,676.12	98.74%	48,273.68	98.78%
Other income	410.15	0.83%	697.76	1.26%	595.88	1.22%
<b>Total income</b>	<b>49,314.45</b>	<b>100.00%</b>	<b>55,373.88</b>	<b>100.00%</b>	<b>48,869.56</b>	<b>100.00%</b>
<b>Expenses</b>						
Cost of materials consumed	31,813.40	64.51%	38,355.04	69.27%	33,968.92	69.51%
Change in inventories of finished goods, work-in-progress & traded goods	52.21	0.11%	163.25	0.29%	(99.67)	(0.20)%
Purchase of stock in trade	346.06	0.70%	406.70	0.73%	514.63	1.05%
Employee benefits expense	2,979.24	6.04%	2,526.45	4.56%	2,485.76	5.09%
Finance cost	202.66	0.41%	251.63	0.45%	215.58	0.44%
Depreciation and amortisation expense	1,031.72	2.09%	1,035.93	1.87%	1,009.19	2.07%
Other expenses	5,561.00	11.28%	7,103.83	12.83%	5,697.70	11.66%
<b>Total expenses</b>	<b>41,986.29</b>	<b>85.14%</b>	<b>49,842.83</b>	<b>90.01%</b>	<b>43,792.11</b>	<b>89.61%</b>
<b>Restated profit before tax</b>	<b>7,328.16</b>	<b>14.86%</b>	<b>5,531.05</b>	<b>9.99%</b>	<b>5,077.45</b>	<b>10.39%</b>
<b>Tax expense</b>						
Current tax	1,878.16	3.81%	1,354.28	2.45%	1,280.23	2.62%
Deferred tax	(91.28)	(0.19)%	(25.67)	(0.05)%	(19.98)	(0.04)%
(Excess) / Short Provision of earlier Years	9.85	0.02%	34.57	0.06%	6.77	0.01%
<b>Total tax expense</b>	<b>1,796.73</b>	<b>3.64%</b>	<b>1,363.18</b>	<b>2.46%</b>	<b>1,267.02</b>	<b>2.59%</b>
<b>Restated profit for the year</b>	<b>5,531.43</b>	<b>11.22%</b>	<b>4,167.87</b>	<b>7.53%</b>	<b>3,810.43</b>	<b>7.80%</b>

## Fiscal 2025 compared to Fiscal 2024

### Income

Our total income decreased by 10.94% to ₹49,314.45 million in Fiscal 2025 from ₹55,373.88 million in Fiscal 2024, primarily due to a decrease in our revenue from operations of 10.56% to ₹48,904.30 million in Fiscal 2025 from ₹54,676.12 million in Fiscal 2024 driven by a decrease in substrate revenue by 57.44%, partially offset by an increase in VAR of 2.61%.

### Revenue from operations

- *Clean Air & Powertrain Solutions:* Revenue decreased by 21.95% to ₹28,122.69 million in Fiscal 2025 from ₹36,031.07 million in Fiscal 2024, primarily due to a decrease in substrate revenue by 57.44% to ₹5,103.09 million in Fiscal 2025 from ₹11,990.05 million in Fiscal 2024. This decrease was primarily due to a fall in substrate prices and some customers switching to lower cost Indian substrate suppliers. VAR decreased by 4.25% to ₹23,019.60 million in Fiscal 2025 from ₹24,041.02 million in Fiscal 2024 primarily due to a decrease in CV revenue.
- *Advanced Ride Technologies:* Revenue increased by 11.46% to ₹20,781.61 million in Fiscal 2025 from ₹18,645.05 million in Fiscal 2024 primarily due to an increase in volumes sold to OEMs combined with a change in the value mix with the introduction of advanced ride systems and ramping up of their adoption.

### Other income

Our other income decreased by 41.22% to ₹410.15 million in Fiscal 2025 from ₹697.76 million in Fiscal 2024, primarily due to a decrease in dividend income of 40.87% to ₹294.19 million in Fiscal 2025 from ₹497.54 million in Fiscal 2024, and a decrease in interest income from bank deposits of 56.79% to ₹63.67 million in Fiscal 2025 from ₹147.36 million in Fiscal 2024.

## ***Expenses***

Our total expenses decreased by 15.76% to ₹41,986.29 million in Fiscal 2025 from ₹49,842.83 million in Fiscal 2024, primarily due to decreases in cost of materials consumed, royalty expense, and management support charges.

### ***Cost of materials consumed***

Our cost of materials consumed decreased by 17.06% to ₹31,813.40 million in Fiscal 2025 from ₹38,355.04 million in Fiscal 2024. This decrease was primarily due to a decrease in the cost of substrates by 57.44% to ₹5,103.09 million in Fiscal 2025 from ₹11,990.05 million in Fiscal 2024 due to a reduction in prices and the localisation of some substrates by a customer. The cost of materials consumed excluding cost of substrates increased marginally to ₹26,710.31 million in Fiscal 2025 from ₹26,364.99 million in Fiscal 2024.

### ***Change in inventories of finished goods, work-in-progress & traded goods***

Our inventories of finished goods, work-in-progress & traded goods decreased by ₹52.21 million in Fiscal 2025, representing a 6.05% decrease from the closing inventory of Fiscal 2024 as a result of the decrease in revenue from operations and the localization of some substrates by a customer.

### ***Purchase of stock in trade***

Our purchase of stock in trade decreased by 14.91% to ₹346.06 million in Fiscal 2025 from ₹406.70 million in Fiscal 2024 in line with lower sales of traded goods.

### ***Employee benefits expense***

Our employee benefits expense increased by 17.92% to ₹2,979.24 million in Fiscal 2025 from ₹2,526.45 million in Fiscal 2024 primarily due to ordinary course salary and wage increases and additional employees hired to support services we provide to Tenneco Group entities. The cost we charge the Tenneco Group entities for such services takes into account our related employee costs.

### ***Finance cost***

Our finance cost decreased by 19.46% to ₹202.66 million in Fiscal 2025 from ₹251.63 million in Fiscal 2024, primarily due to lower customer invoice discounting.

### ***Depreciation and amortisation expense***

Our depreciation and amortisation expense marginally decreased by 0.41% to ₹1,031.72 million in Fiscal 2025 from ₹1,035.93 million in Fiscal 2024.

### ***Other expenses***

Our other expenses decreased by 21.72% to ₹5,561.00 million in Fiscal 2025 compared to ₹7,103.83 million in Fiscal 2024, primarily due to a reduction in royalty expense of 57.17% to ₹1,102.74 million in Fiscal 2025 from ₹2,574.47 million in Fiscal 2024 due to (i) a reduction in the weighted average royalty rate from 4.71% in Fiscal 2024 to 2.25% in Fiscal 2025 and (ii) lower revenue subject to the royalty payment, and a reduction in management support charges from ₹357.17 million in Fiscal 2024 to ₹189.02 million in Fiscal 2025 driven by reduced intra-group charges as we expanded our internal capabilities in functions such as finance, HR and operations. This expansion has reduced our reliance on group services, and as we continue to build in-house expertise, these charges may decrease further.

### ***Tax Expense***

Our total tax expense increased by 31.80% to ₹1,796.73 million in Fiscal 2025 from ₹1,363.18 million in Fiscal 2024, in line with our increase in pre-tax profit.

### ***Restated profit for the year***

As a result of the foregoing, our restated profit for the year in Fiscal 2025 increased by 32.72% to ₹5,531.43

million from ₹4,167.87 million in Fiscal 2024.

## **Fiscal 2024 compared to Fiscal 2023**

### ***Income***

Our total income increased by 13.31% to ₹55,373.88 million in Fiscal 2024 from ₹48,869.56 million in Fiscal 2023, primarily due to an increase in our revenue from operations of 13.26% to ₹54,676.12 million in Fiscal 2024 from ₹48,273.68 million in Fiscal 2023, driven by an increase in VAR of 9.40% and substrate revenue of 29.57%.

#### *Revenue from operations*

- *Clean Air & Powertrain Solutions:* Revenue increased by 18.51% to ₹36,031.07 million in Fiscal 2024 from ₹30,403.47 million in Fiscal 2023 primarily due to increased sales volumes. VAR increased by 13.67% to ₹24,041.02 million in Fiscal 2024 from ₹21,149.79 million in Fiscal 2023 primarily due to higher volumes sold to OEMs.
- *Advanced Ride Technologies:* Revenue increased by 4.34% to ₹18,645.05 million in Fiscal 2024 from ₹17,870.21 million in Fiscal 2023 primarily due to increased sales volumes to OEMs.

#### *Other income*

Other income increased by 17.10% to ₹697.76 million in Fiscal 2024 from ₹595.88 million in Fiscal 2023 due to increases in interest income on bank deposits of ₹82.91 million and an increase in dividend from subsidiary of ₹65.66 million, partially offset by a decrease in foreign currency fluctuation gain (net) of ₹70.07 million.

### ***Expenses***

Our total expenses increased by 13.82% to ₹49,842.83 million in Fiscal 2024 from ₹43,792.11 million in Fiscal 2023, primarily due to an increase in cost of materials consumed and an increase in royalty payments.

#### *Cost of materials consumed*

Our cost of materials consumed increased by 12.91% to ₹38,355.04 million in Fiscal 2024 from ₹33,968.92 million in Fiscal 2023. The cost of substrates increased by 29.57% to ₹11,990.05 million in Fiscal 2024 from ₹9,253.68 million in Fiscal 2023 due to increases in substrate prices and higher OEM demand. The cost of materials consumed excluding cost of substrates increased by 6.68% to ₹26,364.99 million in Fiscal 2024 from ₹24,715.24 million in Fiscal 2023 due to higher volume, partially offset by cost savings initiatives and price negotiations.

#### *Change in inventories of finished goods, work-in-progress & traded goods*

Our inventories of finished goods, work-in-progress, and traded goods decreased by ₹163.25 million in Fiscal 2024, representing a 15.90% reduction from the closing inventory of Fiscal 2023, driven by improved inventory management. The change in inventories increased to ₹163.25 million in fiscal 2024 from ₹(99.57) million in fiscal 2023, primarily due to reduced inventory levels and enhanced inventory management practices.

#### *Purchase of stock in trade*

Our purchase of stock in trade decreased by 20.97% to ₹406.70 million in Fiscal 2024 from ₹514.63 million in Fiscal 2023 in line with lower sale of traded goods.

#### *Employee benefits expense*

Our employee benefits expense increased by 1.64% to ₹2,526.45 million in Fiscal 2024 from ₹2,485.76 million in Fiscal 2023 primarily due to ordinary course salary and wage increases partially offset by a headcount reduction.

#### *Finance cost*

Our finance cost increased by 16.72% to ₹251.63 million in Fiscal 2024 from ₹215.58 million in Fiscal 2023, primarily due to an increase in our revenue and related factoring costs partially offset by a decrease in interest

paid on inter-corporate deposits.

#### *Depreciation and amortisation expense*

Our depreciation and amortisation expense marginally increased by 2.65% to ₹1,035.93 million in Fiscal 2024 from ₹1,009.19 million in Fiscal 2023.

#### *Other expenses*

Our other expenses increased by 24.68% to ₹7,103.83 million in Fiscal 2024 compared to ₹5,697.70 million in Fiscal 2023, primarily due to an increase in royalty expense of 130.01% to ₹2,574.47 million in Fiscal 2024 from ₹1,119.31 million in Fiscal 2023 as a result of increase in revenue and an increase in the weighted average royalty rate to 4.71% in Fiscal 2024 from 2.32% in Fiscal 2023.

#### **Tax Expense**

Our total tax expense increased by 7.59% to ₹1,363.18 million in Fiscal 2024 from ₹1,267.02 million in Fiscal 2023. The increase is in line with our increase in pre-tax profit.

#### **Restated profit for the year**

As a result of the foregoing, our restated profit for the year in Fiscal 2024 increased by 9.38% to ₹4,167.87 in Fiscal 2024 from ₹3,810.43 million in Fiscal 2023.

#### **Non-GAAP Financial Measures**

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with Ind AS.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP financial information may be different from similarly titled Non-GAAP measures used by other companies. The principal limitation of these Non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgement by management about which expenses and income are excluded or included in determining these Non-GAAP financial measures. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of Non-GAAP financial measures to their most directly identifiable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business.

For a reconciliation of the following Non-GAAP measures to the nearest Ind AS financial measures, see “**Other Financial Information**” beginning on page 421.

Particulars	Units	2025	Fiscal 2024	2023
VAR <sup>(1)</sup>	₹ million	43,801.21	42,686.07	39,020.00
EBITDA <sup>(2)</sup>	₹ million	8,152.39	6,120.85	5,706.34
EBITDA Margin (%) (Basis Revenue from Operations) <sup>(3)</sup>	%	16.67%	11.19%	11.82%
EBITDA Margin (%) (Basis VAR) <sup>(4)</sup>	%	18.61%	14.34%	14.62%
PAT Margin (%) (Basis Revenue from Operations) <sup>(5)</sup>	%	11.31%	7.62%	7.89%
PAT Margin (%) (Basis VAR) <sup>(6)</sup>	%	12.63%	9.76%	9.77%

Particulars	Units	2025	Fiscal 2024	2023
Adjusted PAT <sup>(7)</sup>	₹ million	5,221.84	3,642.08	3,363.25
Adjusted PAT Margin (%) (Basis Revenue from Operations) <sup>(8)</sup>	%	10.68%	6.66%	6.97%
Adjusted PAT Margin (%) (Basis VAR) <sup>(9)</sup>	%	11.92%	8.53%	8.62%
ROCE <sup>(10)</sup>	%	56.78%	45.40%	33.51%
FCF / EBITDA <sup>(11)</sup>	%	61.04%	63.75%	83.08%
Cash Conversion Cycle <sup>(12)</sup>	Days	(24)	(18)	(10)
ROE <sup>(13)</sup>	%	42.65%	38.05%	32.88%
Adjusted ROE <sup>(14)</sup>	%	49.68%	33.25%	29.02%
Net Debt <sup>(15)</sup>	₹ million	(2,662.06)	(1,679.77)	(3,802.26)
Net Debt to Equity Ratio <sup>(16)</sup>	Number of times	(0.17)	(0.17)	(0.31)
Net Debt to EBITDA Ratio <sup>(17)</sup>	Number of times	(0.33)	(0.27)	(0.67)
Fixed Assets Turnover Ratio <sup>(18)</sup>	Number of times	8.37	9.07	7.76
Net Working Capital <sup>(19)</sup>	₹ million	1,778.29	806.30	2,915.34
Net Working Capital Days <sup>(20)</sup>	Number of Days	13	5	22

**Notes:**

- (1) Value added Revenue (VAR) means revenue from operations after excluding the cost of substrates.
- (2) EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit for the year plus total tax expense, finance cost, depreciation and amortization expense minus other income.
- (3) EBITDA Margin (%) (Basis Revenue from Operations) is calculated as EBITDA as a percentage of revenue from operations.
- (4) EBITDA Margin (%) (Basis VAR) is calculated as EBITDA as a percentage of VAR.
- (5) PAT Margin (%) or PAT Margin (%) (Basis Revenue from Operations) is calculated as Restated profit for the year as a percentage of Revenue from Operations.
- (6) PAT Margin % (Basis VAR) is calculated as Restated profit for the year as a percentage of VAR.
- (7) Refers to Adjusted Restated Profit for the Year ("Adjusted PAT") is calculated as restated profit for the year less other income (net of tax).
- (8) Adjusted PAT Margin (%) (Basis Revenue from Operations) is calculated as Adjusted PAT as a percentage of revenue from operations.
- (9) Adjusted PAT Margin (%) (Basis VAR) is calculated as Adjusted PAT as a percentage of VAR.
- (10) Return on Capital Employed is calculated as earning before interest and taxes (EBIT) as a percentage of Capital Employed. EBIT is calculated as Restated profit for the 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.
- (11) Free cash flow ("FCF") / EBITDA is calculated as FCF divided by EBITDA. FCF is calculated as net cash flow from operating activities less capital expenditure.
- (12) 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), rounded to the nearest whole number. Inventory Days is calculated as average inventories divided by (cost of goods sold divided by 365), 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), 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.
- (13) Return on Equity is calculated as restated profit for the 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 fiscal. Total equity refers to the sum of Equity attributable to owners of Parent and Non-Controlling Interest.
- (14) Adjusted Return on Equity ("Adjusted ROE") is calculated as Adjusted PAT divided by adjusted average equity. Adjusted average equity is calculated as the average of adjusted closing equity and opening equity. Adjusted closing equity is calculated as closing equity less exceptional items.
- (15) Net Debt is Calculated by Total Debt (including Lease Liabilities) less cash and cash equivalents.
- (16) Net Debt to Equity Ratio is calculated as Net Debt divided by Total Equity.
- (17) Net Debt to EBITDA Ratio is calculated as Net Debt divided by EBITDA.
- (18) Fixed Assets 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) 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 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.

## Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance our working capital needs and incremental capital expenditure for manufacturing equipment. We have met these requirements through our cash flows from operations and, in Fiscal 2023, through borrowings and cash flows from operations. In the last three Fiscal Years, we did not need any capital infusions from our shareholders. As of March 31, 2025, we had ₹2,858.98 million in cash and cash equivalents and ₹3.36 million of bank balances other than cash and cash equivalents. As of March 31, 2025, we had no bank borrowings, though we have uncommitted secured credit facilities for working capital

and other purposes for an aggregate amount of ₹3,543.70 million.

We believe our existing cash and cash equivalents, cash generated from operations and our working capital facilities, will be sufficient to meet our working capital and capital expenditures needs for at least the next 12 months and beyond.

### **Cash Flows**

The table below summarises the statement of cash flows, as per our restated consolidated statement of cash flows for the periods indicated:

<b>Particulars</b>	<b>2025</b> (₹ million)	<b>Fiscal 2024</b> (₹ million)	<b>2023</b> (₹ million)
Net cash inflow from operating activities	5,623.86	4,876.73	5,375.04
Net cash outflow from investing activities	(267.80)	(301.41)	(130.96)
Net cash outflow from financing activities	(4,327.81)	(6,859.35)	(3,943.91)
Cash and cash equivalents at the end of the year	2,858.98	1,830.73	4,114.76

### **Operating Activities**

Our net cash inflow from operating activities in Fiscal 2025 was ₹5,623.86 million, while our operating cash flows before working capital changes was ₹8,225.42 million. Working capital changes primarily consisted of a decrease in trade payables of ₹340.40 million and an increase in provisions and financial and other liabilities of ₹118.70 million, a decrease in financial and other assets of ₹340.78 million and a decrease in inventories of ₹516.17 million, which was partially offset by an increase in trade receivables of ₹1,288.41 million. Income taxes paid were ₹1,948.40 million.

Our net cash inflow from operating activities in Fiscal 2024 was ₹4,876.73 million, while our operating cash flows before working capital changes was ₹6,155.09 million. Working capital changes primarily consisted of a decrease in trade payables, provisions and financial and other liabilities of ₹629.74 million and an increase in financial and other assets of ₹180.87 million, which was partially offset by a decrease in inventories and trade receivables by ₹688.24 million. Income taxes paid were ₹1,155.99 million.

Our net cash inflow from operating activities in Fiscal 2023 was ₹5,375.04 million, while our operating cash flows before working capital changes was ₹5,977.29 million. Working capital changes primarily consisted of an increase in trade payables of ₹1,249.51 million, which was partially offset by increases in inventories and trade receivables of ₹941.50 million. Income taxes paid were ₹1,345.41 million.

### **Investing Activities**

Our net cash outflow from investing activities in Fiscal 2025 was ₹267.80 million, which consisted primarily of purchase of property, plant and equipment, including capital work in progress and capital advances (net of disposals) of ₹627.55 million, which was partially offset by dividend received of ₹294.19 million.

Our net cash outflow from investing activities in Fiscal 2024 was ₹301.41 million, which consisted primarily of purchase of property, plant and equipment, including capital work in progress and capital advances (net of disposals) of ₹968.64 million, which was partially offset by dividend received of ₹497.54 million.

Our net cash outflow from investing activities in Fiscal 2023 was ₹130.96 million, which consisted primarily of purchase of property, plant and equipment, including capital work in progress and capital advances (net of disposals) of ₹625.02 million, which was partially offset by dividend received of ₹431.88 million.

### **Financing Activities**

Our net cash outflow from financing activities in Fiscal 2025 was ₹4,327.81 million, and primarily included dividend paid of ₹4,092.42 million and interest paid of ₹169.42 million.

Our net cash outflow from financing activities in Fiscal 2024 was ₹6,859.35 million, and primarily included dividend paid of ₹5,591.17 million, ₹849.64 million returned to shareholders pursuant to a capital reduction and interest paid of ₹231.96 million.



Our net cash outflow from financing activities in Fiscal 2023 was ₹3,943.91 million, and primarily included dividend paid of ₹2,804.28 million, repayment of short-term borrowings of ₹1,040.66 million and interest paid of ₹195.42 million, partially offset by proceeds from short term borrowings of ₹131.10 million.

### ***Indebtedness***

As of March 31, 2025, we had no borrowings. The following table shows our Net Debt position as of the dates indicated:

Particulars	As of March 31,		
	2025 (₹ million)	2024 (₹ million)	2023 (₹ million)
Non-current lease liabilities	146.07	110.43	140.70
Current lease liabilities	50.85	40.53	32.08
Borrowings	-	-	139.72
<b>Total debt</b>	<b>196.92</b>	<b>150.96</b>	<b>312.50</b>
Cash and cash equivalents	2,858.98	1,830.73	4,114.76
<b>Net Debt</b>	<b>(2,662.06)</b>	<b>(1,679.77)</b>	<b>(3,802.26)</b>

Our cash has exceeded our total debt over the last three Fiscals and thus, we have been a Net Debt-free company over the last three Fiscals.

### ***Cash Outflow for Capital Expenditures***

In Fiscals 2025, 2024 and 2023 our capital expenditures on purchase of property, plant and equipment, including capital work in progress and capital advances were ₹647.81 million, ₹974.93 million, and ₹633.93 million, respectively. The capital expenditure is a mix of growth capital expenditure (to facilitate expansion of capacity, and machinery for new products) and maintenance capital expenditure. We generally lease our manufacturing facilities, even when the building is custom-built to meet our specifications, and we invest in utilities and plant machinery. For additional information on our leased properties, see “***Our Business—Properties***” on page 272.

### **Contractual Commitments**

The table below sets forth our contractual commitments as of March 31, 2025.

Particulars	(₹ in million)
	As of March 31, 2025
Property, plant and equipment (net of advances paid)	100.34
<b>Total</b>	<b>100.34</b>

### **Contingent Liabilities**

The following table sets forth our contingent liabilities as of March 31, 2025. These liabilities primarily relate to tax demands and legal claims.

Particulars	(₹ in million)
	As of March 31, 2025
Stamp duty on demerger (including penalty)	196.57
Income tax matters	736.60
Customs	134.10
Central excise	5.54
Goods and service tax	68.28
Others	23.59

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

### **Related Party Transactions**

We enter into various transactions with related parties. For further information see “***Other Financial Information***”

– *Related Party Transactions*” on page 421 of this Draft Red Herring Prospectus.

### **Seasonality**

Our operations are not subject to seasonality.

### **Quantitative and Qualitative Disclosures about Market Risks**

#### ***Credit risk***

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities, primarily trade receivables.

#### ***Cash and cash equivalents and bank deposits***

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

#### ***Trade receivables***

We closely monitor the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby limiting the credit risk to pre-calculated amounts. We assess increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become six months past due. Some of our customers offer vendor financing programs at competitive rates through their banks or NBFC's and without recourse to us. We evaluate these on the merits and use them to our advantage to discount our receivables and convert them to cash. This mitigates our credit risk significantly in addition to increasing our liquidity. Our trade receivables values and Receivable Days are shown in the table below.

Particulars	Unit	As of March 31,		
		2025	2024	2023
Trade receivables	₹ million	6,872.31	5,597.62	5,631.82
Receivable Days <sup>(1)</sup>	days	47	37	42

(1) Receivable Days is calculated as average trade receivables divided by (revenue from operations divided by 365), rounded to the nearest whole number.

#### ***Other financial assets measured at amortised cost***

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

#### ***Liquidity risk***

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, we maintain flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of our liquidity position and cash and cash equivalents on the basis of expected cash flows. We take into account the liquidity of the market in which the entity operates. In addition, our liquidity management policy involves projecting cash flows in our reporting currency and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

#### ***Market Risk***

##### ***Foreign currency risk***

The Indian Rupee is our reporting currency. As a consequence, our results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly. We are exposed to foreign exchange risk arising from

foreign currency transactions, primarily with respect to the US Dollar, Euro and Chinese Yuan. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of our Company. Considering the low volume of foreign currency transactions, our exposure to foreign currency risk is limited and we hence do not use any derivative instruments to manage its exposure; this may however change in future periods. Also, we do not use forward contracts and swaps for speculative purposes.

### Significant Economic Changes

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations. See “**Risk Factors**” and “**–Principal Factors Affecting Our Financial Condition and Results of Operations**” on pages 45 and 433, respectively.

### Unusual or Infrequent Events of Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions that may be described as “unusual” or “infrequent”.

### Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled “**–Principal Factors Affecting Our Financial Condition and Results of Operations**” on page 433 and the uncertainties described in the section titled “**Risk Factors**” beginning on page 45. Except as described or anticipated in this Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

### Future Relationship Between Cost and Income

Other than as described elsewhere in this Draft Red Herring Prospectus, there are no known factors that might affect the future relationship between costs and revenues.

### Reservations, qualifications, matters of emphasis or adverse remarks

Fiscal	Entity	Particulars	Management Notes
<b>A. Emphasis of matter</b>			
2025	Federal-Mogul Ignition Products India Limited	<p>“The auditor’s report dated 29 June, 2025 on the consolidated financial statements of Tenneco Clean Air India Limited for the year ended 31 March 2025 includes following emphasis of matter paragraph:</p> <p>With respect to one of its subsidiary Federal-Mogul Ignition Products India Limited (FMIPL), we draw attention to Note 49(i) to the consolidated financial statements, which describes the status of convening the Company’s Annual General Meeting (AGM) within the prescribed timelines as specified under the Companies Act, 2013. On 17 June 2025, the Company filed the compounding application under section 441 of the Companies Act, 2013 before the Registrar of Companies. The potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance and consequential non-compliances is currently not fully ascertainable, as the compounding proceedings are yet to be concluded by the authorities. Based on management’s assessment, the Company has recognised a provision towards potential penal charges on an estimated basis in the consolidated financial</p>	<p>“The management of Federal-Mogul Ignition Products India Limited (FMIPL) could not convene Annual General Meeting of the shareholders within stipulated time period resulting in non-compliances with applicable provisions (such as section 92, 96 and 137) of the Companies Act, 2013. On 17 June 2025, Company filed the compounding application under section 441 of the Companies Act, 2013 before the Registrar of Companies. The potential impact (including penalties or other regulatory consequences, if any) arising from said noncompliance and consequential non-compliances is currently not fully ascertainable, as the compounding proceedings are yet to be concluded by the authorities. The Company has recognized provision towards potential penal charges on an estimated basis in the consolidated financial statements for the year ended 31 March 2025.”</p>

Fiscal	Entity	Particulars	Management Notes
		statement for the year ended 31 March 2025. Our opinion is not modified in respect of this matter”	
2024	Tenneco Clean Air India Limited	<p>“The auditor’s report dated 29 June, 2025 on the special purpose consolidated financial statements of Tenneco Clean Air India Limited for the year ended 31 March 2024 includes following emphasis of matter paragraph:</p> <p>Basis of Accounting and Restriction on Distribution and Use:</p> <p>(a) We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements, which describes the purpose and basis of preparation. The Special Purpose Consolidated Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations") in relation to the proposed initial public offering of the Company and to comply with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through Lead Managers (the "SEBI Communication"). As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any another purpose and are not financial statements prepared pursuant to any requirements under Section 129 of the Act, as amended. The Special Purpose Consolidated Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent.”</p>	-
	Federal Mogul Ignition Products India Limited	<p>(b) “With respect to one of its subsidiary Federal-Mogul Ignition Products India Limited, a significant difference of Rs. 40.3 million between the physical inventory count conducted in December 2023 and the perpetual inventory records of the Company was noted. The management was unable to provide</p>	<p>“The management of Federal-Mogul Ignition Products India Limited (FMIPL) noted significant difference of Rs. 40.3 million between physical inventory counting conducted in December 2023 and perpetual inventory records of FMIPL. The management of FMIPL was unable to provide adequate</p>

Fiscal	Entity	Particulars	Management Notes
		adequate quantification against various potential causes identified for this discrepancy, and the Company has charged the entire amount to the statement of profit and loss under "Cost of raw materials consumed" for the year ended 31 March 2024. Although the physical inventory count and roll-forward procedures for inventory balance as at 31 March 2024 were found to be appropriate, the lack of supporting evidence to reconcile the earlier difference raised concerns about the possibility of misappropriation of inventory or other irregularities. Accordingly, in compliance with the requirements of Section 143(12) of the Companies Act, 2013 read with Rule 13(1)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), we had reported this matter to the Central Government on 06 January 2025, as the unexplained discrepancy may indicate a potential fraud. The Board of Directors have taken necessary actions and have confirmed that all identifiable adjustments have been made to the Restated Consolidated Financial Information as at and for the year ended 31 March 2024."	quantification for the reasons identified for discrepancy, and FMIPL has charged the entire amount to the statement of profit and loss under "Cost of Materials Consumed." during the year ended 31 March 2024. The Board of Directors of FMIPL, engaged an independent firm to investigate the reasons for such significant difference and concluded that, there has not been any indication of wrong-doings by employees of the FMIPL. The Board of Directors concluded that all identified/required adjustments have been recorded in the Special Purpose Consolidated Financial Statements and no further adjustments are required as at 31 March 2024 in respect of these matters. Further, FMIPL did not have appropriate internal controls for maintenance of records evidencing the recording of consumption of materials which could result in potential misstatements in Cost of raw materials consumed and the inventory. The Board of Directors have already approved the appropriate remedial action plan in respect of these control deficiencies.
			The Board of Directors noted that in compliance with the requirements of Section 143(12) of the Companies Act, 2013 read with Rule 13(1)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the statutory auditors had reported this matter to the Central Government on January 6, 2025, as the unexplained discrepancy may indicate a potential fraud. However, the subsequent physical inventory count and roll-forward procedures for inventory balance as at 31 March 2024 were found to be appropriate."
	Federal Mogul Ignition Products India Limited	(c) "With respect to one of its subsidiary Federal-Mogul Ignition Products India Limited (FMIPL), Annual General Meeting (AGM) of the shareholders could not be convened within the prescribed timelines as specified under the Companies Act, 2013. The potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance and consequential non-compliance is currently not fully ascertainable, as the compounding proceedings are yet to be initiated. However, based on management's assessment, the Company has recognised a provision	"The management of Federal-Mogul Ignition Products India Limited (FMIPL) could not convene Annual General Meeting of the shareholders within stipulated time period resulting in non-compliances with applicable provisions (such as section 92, 96 and 137) of the Companies Act, 2013. The consequential impact (including penalty and other regulatory consequences, if any) of these non-compliances will be only known post the conclusion of compounding proceedings. The Company has recognized provision of Rs 2.15 million towards potential penal

Fiscal	Entity	Particulars	Management Notes
		of Rs. 2.15 million towards potential penal charges on an estimated basis in the Restated Consolidated Financial Information for the year ended 31 March 2024.”	charges on an estimated basis in the Special Purpose Consolidated Financial Statements for the year ended 31 March 2024.”
2023	Tenneco Clean Air India Limited and Tenneco Automotive India Private Limited	<p>“The auditor’s report dated 29 June, 2025 on the special purpose consolidated financial statements for the year ended 31 March 2023 includes following emphasis of matter paragraph:</p> <p>Basis of Accounting and Restriction on Distribution and Use:</p> <p>(a) We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements, which describes the purpose and basis of preparation. The Special Purpose Consolidated Financial Statements have been prepared by the Parent solely for the purpose of preparation of the restated consolidated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations") in relation to the proposed initial public offering of the Parent and to comply with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Parent through Book Running Lead Managers (the "SEBI Communication"). As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any another purpose and are not financial statements prepared pursuant to any requirements under Section 129 of the Act, as amended. The Special Purpose Consolidated Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent.”</p> <p>(b) “With respect to one of its subsidiary Tenneco Automotive India Private Limited, We draw attention to note 47 to the Special Purpose Consolidated Financial Statements, which states that the Company has not complied with provisions of</p>	-
			“Tenneco Automotive India Private Limited (TAIPL) has resulted in the non-compliance of the provisions of Section 92, 96, 129 and 137 of the Companies Act, 2013 (‘the Act’), with respect to filing of annual return with the Registrar of Company

Fiscal	Entity	Particulars	Management Notes
		Section 92, 96, 129 and 137 of the Companies Act, 2013 ('the Act'), with respect to filing of annual return with the Registrar of Company (ROC), conducting its Annual General Meeting ('AGM'), laying of its financial statements in such AGM and submission of financial statements with the ROC within the prescribed timelines for the year ended 31 March 2023. Our Opinion is not modified in respect of these matters."	(ROC), conducting its Annual General Meeting ('AGM'), laying of its financial statements in such AGM and submission of financial statements with the ROC within the prescribed timelines for the year ended 31 March 2023."

**Matters appearing in the Audit qualifications in the Independent Auditor's Report on the Internal Financial Control with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act**

2023	Tenneco Automotive India Private Limited	<p>"Matters appearing in the Audit qualifications in the Independent Auditor's Report on the internal financial controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act') for the year ended 31 March 2023:</p> <p>According to the information and explanations given to us and based on our audit, the following material weakness has been identified as at 31 March 2023:</p> <p>The Company's internal financial controls had inadequate segregation of duties, supervisory controls over vendor payments and timely reconciliations thereof, which has resulted in misappropriation of funds through fraudulent payments as explained in Note 51 to the accompanying standalone financial statements, impacting trade payable balances and its consequential impact on the earnings, reserves and surplus and related disclosures in the financial statements.</p> <p>A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.</p> <p>In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as of 31 March 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.</p> <p>We have considered the material weaknesses identified and reported above in determining</p>	<p>"Subsequent to year ended 31 March 2023, the management of Tenneco Automotive India Private Limited (TAIPL) had identified that an employee was manipulating existing controls around vendor payments fraudulently to misappropriate funds on multiple occasion during current year and preceding years by making payments to other accounts instead of concerned vendor accounts. TAIPL has appointed external agencies for fact-based investigation, forensic data analysis, analysis/reporting on defined aspects of user activity etc. Based on the TAIPL management's internal assessment and reports received from external agencies, the financial impact of this fraud is estimated to be Rs.194 million. TAIPL has taken disciplinary proceeding against the concerned employee and is in the process of enhancing supervisory and monitoring controls around vendor payment process."</p>
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Fiscal	Entity	Particulars	Management Notes
		the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company as at and for the year ended 31 March 2023, and the material weaknesses does not affect our opinion on the financial statements of the Company.”	

Further, there are also matters reported under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 for Tenneco Automotive India Private Limited for Fiscal 2025 and 2024 pertaining to audit trail feature not being enabled at database level for accounting software to log any direct data changes. Additionally, statements/ comments are reported in the Companies (Auditor's Report) Order, 2020 (CARO 2020) in relation to Tenneco Automotive India Private Limited for Fiscal 2025, 2024 and 2023. For details, see ***“Restated Consolidated Financial Information- Material accounting policies and other explanatory notes to Restated Consolidated Financial Information- Basis of preparation, measurement and material accounting policies- Basis of preparation, measurement and material accounting policies”*** on page 337.

For risks in this regard, see ***“Risk Factors – Internal Risk Factors – 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 Fiscal 2025, 2024 and 2023.”*** on page 70.

### **New Products or Business Segments**

Except as disclosed in ***“Our Business”*** beginning on page 228, and products that we announce in the ordinary course of business, we have not announced and do not expect to announce in the near future any new products or business segments.

### **Supplier or Customer Concentration**

We depend on a limited number of suppliers to procure our raw materials and certain components. For further details, see ***“Risk Factors – Internal Risk Factors – We depend on a limited number of suppliers to procure our raw materials and certain components (such as pressed parts, electrodes and bimetal strips). In Fiscals 2025, 2024 and 2023 our purchases of raw materials from our top ten suppliers for the respective Fiscals contributed to 30.18%, 39.52%, and 42.47% of our raw material purchases (net), respectively. For certain of our components such as pressed parts, electrodes and bimetal strips, we are dependent on a single supplier. Interruptions in the supply of raw materials and components could adversely affect our ability to manufacture our products, execute our projects and consequently our business and results.”*** on page 55.

We are dependent on our top ten customers. For further details, see ***“Risk Factors – Internal Risk Factors – We are dependent on our top ten customers. Our top ten customers (based on Fiscal 2025) contributed 81.54%, 83.92% and 77.79% of our revenue from operations in 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.”*** on page 46.

### **Competitive Conditions**

We operate in a competitive environment. For information on our competitive conditions and our competitors, see ***“Industry Overview”***, ***“Risk Factors – Internal Risk Factors – We face competition from both domestic as well as multinational corporations and there is no assurance that we will be able to successfully compete in the markets we currently operate in or those that we plan to expand into. Our inability to compete effectively could result in the loss of customers and our market share, which could have an adverse effect on our business, financial condition, results of operations and prospects.”*** and ***“Our Business – Competition”*** on pages 165, 82 and 273, respectively.

### **Significant Developments after March 31, 2025 that may affect our future results of operations**

Except as stated in this Draft Red Herring Prospectus, no circumstances have arisen since the date of the Restated Consolidated Financial Information as disclosed in this Draft Red Herring Prospectus which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.



Further, our Company has declared and paid a dividend on the Equity Shares amounting to ₹1,716.61 million during Fiscal 2026 till the date of the Draft Red Herring Prospectus.

Our Board, on June 4, 2025, noted that pursuant to the share purchase agreement dated March 24, 2025 executed amongst TAIPL (which later became our Subsidiary with effect from March 26, 2025), Motocare and Federal-Mogul Motorparts (India) Limited (“**Motorparts**”) (such agreement, the “**Motocare SPA**”), TAIPL transferred all the shares of Motocare held by it to Motorparts for an aggregate consideration of ₹8,293.51 million (“**Purchase Consideration**”) which, together with the applicable interest thereon, was agreed to be paid by Motorparts to TAIPL on a deferred basis in accordance with the terms of the Motocare SPA and in accordance with applicable law. The said amount remains outstanding as of the date of this Draft Red Herring Prospectus. Our Board further noted that upon receipt of the Purchase Consideration together with the applicable interest thereon by TAIPL, it proposes to declare an interim dividend to its shareholders and once such interim dividend is received from TAIPL, our Company may declare an interim dividend from the income received from such interim dividend. The quantum and timing of declaration of such interim dividend will be considered and finalised by our Board at the relevant time, prior to the filing of the Red Herring Prospectus.

See, “*Risk Factors – Internal Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.*” on page 71 of this Draft Red Herring Prospectus.

## **Critical Accounting Policies**

### **Revenue Recognition**

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. A performance obligation is a promise in a contract to transfer a distinct good (or a bundle of goods) to the customer and is the unit of account in Ind AS 115. A contract’s transaction price is allocated to each distinct performance obligation and recognized as revenue, as or when, the performance obligation is satisfied. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by us as part of the contract. We recognize revenue from the following major sources:

#### **i. Sale of products:**

Revenue from sale of products is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. It is measured at consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. We recognize revenue when we transfer control over a product to a customer, i.e., when goods are delivered at the delivery point, as per terms of the agreement, which could be either customer premises or carrier premises, where goods will be delivered to the customer. When payments received from customers exceed the revenue recognized to date on a particular contract, any excess (a contract liability) is reported in the Balance Sheet under other current liabilities.

#### *Satisfaction of performance obligations*

Our revenue is derived from the single performance obligation to transfer primarily products under arrangements in which the transfer of control of the products and the fulfilment of our performance obligation occur at the same time. Revenue from the sale of goods is recognized when we have transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that we will collect the consideration to which we are entitled to in exchange for the goods.

Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms. For us, generally the criteria to recognize revenue has been met when its products are delivered to its customers or to a carrier who will transport the goods to its customers, this is the point in time when we have completed our performance obligations. Revenue is measured at the transaction price of the consideration received or receivable, the amount we expect to be entitled to.

### *Payment terms*

The sale of goods is typically made under credit payment terms differing from customer to customer and ranges between 30-60 days.

#### **ii. Interest:**

Interest income is recorded on accrual basis.

#### **iii. Revenue from services**

Revenue from sale of services is recognized upon rendering the services based on agreements/arrangements with the concerned parties. For fixed price contracts, revenue is recognized based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided overtime since our performance does not create an asset with an alternative use to us and we have an enforceable right to payment for performance completed to date.

We provide designing services for customized tools to its customers and recognizes its revenue over time using an input method to measure progress towards complete satisfaction of tool designing.

We recognize revenue from designing of tools over time if it can reasonably measure its progress towards complete satisfaction of the performance obligation.

Where we cannot reasonably measure the outcome of a performance obligation, but we expect to recover the costs incurred in satisfying the performance obligation, in those circumstances, we recognize revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

#### **iv. Revenue from development of customer paid tools:**

We incur pre-production tooling costs related to the products developed for its customers under supply arrangements. Tooling income (net) represents amounts recovered from customers, which are in excess of development costs incurred by us to manufacture such tools, similarly tooling cost (net) represents costs incurred us in excess of amounts recovered from customers. We recognize such tooling income (net)/ tooling cost (net) when the control of the goods have passed on to the customer. We expense all pre-production tooling costs related to customer owned tools for which reimbursement is not contractually guaranteed by the customer or for which the customer has not provided a non- cancellable right to use the tooling, at the time of their estimation. When it is probable that total development costs will exceed the tooling revenue, the expected loss is recognized as an expense in the Restated Consolidated Statement of Profit and Loss in the period in which such probability occurs.

The tooling income (net) is deferred and recognized over the initial contract period over which supply of goods using developed tools will be made available to the customer. The contract period is generally 3 to 5 years, so tooling income is recognized accordingly. The deferred portion of such income is recognized as deferred income in financial statements.

#### **v. Contract assets**

A contract asset is our right to consideration in exchange for goods or services that we have transferred to the customer. A contract asset becomes a receivable when our right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables. The contract asset comprises deferred income which relates to expenses incurred but which are not yet billed as per the terms of contract.

Our contract assets are disclosed in Note 6(b), Note 6(f) and Note 18.

#### **vi. Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which we have received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before we transfer goods or services to them, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when we perform under the contract. The contract liability comprises unearned income which relates to excess of invoicing over cost incurred for a particular project.

Our contract liabilities are disclosed in Note 15 and Note 18.

**vii. Export Benefits/Incentives:**

Export entitlements under the Duty Entitlement Pass Book (DEPB) Scheme / Duty Drawback Scheme are recognized in the Special Purpose Statement of Profit and Loss when we receive the same.

**Property, plant and equipment**

*Recognition and initial measurement*

Property plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us. All other repair and maintenance costs are recognized in the Restated Consolidated Statement of Profit and Loss as incurred.

*Subsequent measurement (depreciation and useful lives)*

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives (as set out below) prescribed in Schedule II to the Companies Act, 2013:

<b>Asset Class</b>	<b>Estimated useful life (in years)</b>
Plant and machinery	5-15 years
Furniture and fixtures	10 years
Office equipment	5 years
Computers	3 years
Vehicles	8 years
Buildings	30 years

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

*De-recognition*

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

**Intangible assets**

*Recognition and initial measurement*

Intangible assets (computer software) are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

*Subsequent measurement (amortization)*

The cost of capitalized software is amortized over a period of 5 years from the date of its acquisition.

## Leases

### *Our operations as a lessee*

Our leased asset classes primarily consist of leases for land and building. We assess whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, we assess whether: (i) the contract involves the use of an identified asset, (ii) we have substantially all of the economic benefits from use of the asset through the period of the lease, and (iii) we have the right to direct the use of the asset.

We recognize a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these short term or low value asset leases, we recognize the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

At the date of commencement of the lease, we recognize a right-of-use asset (“**ROU**”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, we recognize the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if we change our assessment of whether it will exercise an extension or a termination option.

## Inventories

### **Inventories are valued as follows:**

Raw materials, components, stores and spares and packing material	Lower of cost and net realizable value. Cost represents purchase price and other direct costs and is determined on a moving weighted average cost basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
Work-in-progress	Lower of cost and net realizable value. Cost for this purpose includes material, labor and appropriate allocation of overheads. Cost is determined on a moving weighted average basis.
Finished Goods: - Manufactured	Lower of cost and net realizable value. Cost for this purpose includes material, labor and appropriate allocation of overheads. Cost is determined on a moving weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management’s assessment and is charged to the Restated Consolidated Statement of Profit and Loss.

## Foreign Currency Transactions

### *Functional and presentation currency*

The Restated Consolidated Financial Information are presented in Indian Rupees ('INR or Rs'), which is also our functional and presentation currency.

### *Transactions and balances*

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on such conversion and settlement at rates different from those at which they were initially recorded, are recognized in the Restated Consolidated Statement of Profit and Loss in the year in which they arise.

## Retirement and other employee benefits

### **i. Defined Contribution Plans:**

These are plans in which we pay pre-defined amounts to funds administered by a government authority or a company and do not have any legal or constructive obligation to pay additional sums. These comprise contributions in respect of Employees' Provident Fund and Employees' State Insurance. Our payments to the defined contribution plans are recognized as employee benefit expenses when they are due.

### **ii. Defined Benefit Plans:**

Gratuity liability under the Payment of Gratuity Act is accrued on the basis of an actuarial valuation made at the end of each financial year. The actuarial valuation is done as per projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to other comprehensive income in the year in which such gains or losses are determined.

### **iii. Short term compensated absences are provided for based on estimates. Long term compensation liability for leave encashment is determined in accordance with our policy and is measured on the basis of valuation by an independent actuary at the end of the financial year. The actuarial valuation is done as per projected unit credit method.**

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to the Restated Consolidated Statement of Profit and Loss in the year in which such gains or losses are determined.

### **iv. Share based payments:**

Share-based compensation benefits are provided to employees via plans of Tenneco LLC (formerly Tenneco Inc.), Restricted Stock Units.

#### **Restricted Stock Units ("RSUs"):**

The fair value of RSUs is recognized as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the RSUs vested.

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, we revise our estimates of the number

of RSUs that are expected to vest based on the non-market vesting and service conditions. We recognize the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

**v. Bonus Plans:**

We recognize a liability and an expense for bonuses. We recognize a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

## CAPITALISATION STATEMENT

The following table sets forth capitalisation, derived from our Restated Consolidated Financial Information as at March 31, 2025, and as adjusted for the Offer. This table below should be read in conjunction with the sections titled “*Risk Factors*”, “*Restated Consolidated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, beginning on pages 45, 324 and 428, respectively.

(₹ in million, except ratios)		
Particulars	Pre-Offer as at March 31, 2025	As adjusted for the proposed Offer <sup>(2)</sup>
<b>Total Borrowings</b>		
Non-current borrowings <sup>(1)</sup> (A)	-	
Current borrowings <sup>(1)</sup> (B)	-	
<b>Total Borrowings (C) = (A+B)</b>	-	
<b>Total Equity</b>		
Equity share capital <sup>(1)</sup> (D)	4,036.04	Refer notes below.
Other equity <sup>(1)</sup> (E)	12,063.66	
Non-Controlling Interest (F)	23.97	
<b>Total equity (G) = (D+E+F)</b>	<b>16,123.67</b>	
<b>Non-current borrowings/Total equity (H) = (A/G)</b>	-	
<b>Total Borrowings /Total equity (I) = (C/G)</b>	-	

<sup>(1)</sup> These terms shall carry the meaning as per Schedule III of the Companies Act (as amended).

<sup>(2)</sup> There will be no change in capital structure post the Offer since it is an initial public offering by way of an Offer for Sale by the Promoter Selling Shareholder.

## FINANCIAL INDEBTEDNESS

Our Company and Subsidiaries have availed certain credit facilities in its ordinary course of business, for meeting its working capital requirements and other business requirements. For details regarding the borrowing powers of our Board, see “*Our Management – Borrowing Powers of our Board*” on page 301.

The details of our aggregate indebtedness as on March 31, 2025 is provided below:

(in ₹ million)		
Category of borrowing	Sanctioned amount*	Outstanding amount*
<b>Borrowings of our Company</b>		
<i>Secured borrowings</i>		
Term loans	Nil	Nil
<i>Working capital facilities</i>		
Fund-based	700.00	Nil
Non-fund based	8.20	Nil
<i>Unsecured borrowings</i>		
<i>Working capital facilities</i>		
Fund-based	245.00	Nil
Non-fund based	5.00	Nil
<b>Total (A)</b>	<b>958.20</b>	<b>Nil</b>
<b>Borrowings of the Subsidiaries</b>		
<i>Secured borrowings</i>		
Term loans	Nil	Nil
<i>Working capital facilities</i>		
Fund-based	1,290.00	Nil
Non-fund based	20.50	Nil
<i>Unsecured borrowings</i>		
<i>Working capital facilities</i>		
Fund-based**	1,275.00	Nil
Non-fund based	Nil	Nil
<b>Total (B)</b>	<b>2,585.50</b>	<b>Nil</b>
<b>Total Indebtedness ((A) + (B))</b>	<b>3,543.70</b>	<b>Nil</b>

\*As certified by B.B. & Associates, Chartered Accountants (FRN No. 023670N), by way of their certificate dated June 30, 2025.

\*\*₹ 1,275 million of fund-based facility is sublimit and interchangeable with non-fund based facilities

### Key terms of the borrowings availed by our Company and Subsidiaries:

**Tenor:** The tenor of the facilities availed by our Company is seven to 180 days. The tenor of the facilities availed by our Subsidiaries for (i) credit arrangement through commercial cards is one year; (ii) working capital facilities ranges up to one year; (iii) bank guarantee ranges up to 3 years.

**Interest:** The applicable rate of interest for the working capital facilities availed by our Company and Subsidiaries are typically linked to benchmark rates, such as the marginal cost of lending rate (MCLR), a repo rate or a 3M/6M BSBY LIBOR, over a specific period of time and spread per annum which is reset at periodic intervals, and are generally as may be mutually agreed between the relevant lenders and our Company and our Subsidiaries as applicable. The borrower in relation to some facilities availed by our Subsidiaries can also levy additional interest rates in case there is a breach of terms and conditions as provided in the transaction documents.

**Prepayment:** The financing arrangements entered into by our Subsidiaries typically have prepayment provisions which allow for prepayment of the outstanding loan amount subject to the prior approval of the lender or intimation. For some facilities prepayment penalties are also stipulated as per the financing documents. The financing arrangements entered into by our Company don't have any prepayment provisions.

**Repayment:** Our Company is required to repay the borrowings on demand at any time by the lenders or on termination of the facilities in accordance with the terms of the facility documents. Our Subsidiaries are required to repay the borrowings on demand by the lenders or on maturity date.

**Restrictive covenants:** Borrowing arrangements entered into by our Company and our Subsidiaries typically contain various restrictive conditions and covenants mandating either the prior written consent and/or an intimation to our lenders in respect of certain corporate actions. An indicative list of such covenants is set forth below:



- (a) Change in the capital structure, auditors, constitutional documents, shareholding or management control;
- (b) Implementation of a new scheme of expansion or creation of any subsidiary or permit any company to become the subsidiary, or take up an allied line of business or manufacture;
- (c) Declare or pay any dividend or authorise or make any distribution to the shareholders/ members/ partners or permit withdrawal of amounts;
- (d) Change in the accounting methods or policies currently followed by the borrower;
- (e) Merger, demerger, amalgamation, consolidation, re-organisation, scheme of arrangement, corporate reconstruction or compromise with the creditors or shareholders; and
- (f) Execution of any management contract or similar arrangement through which substantial business or operations are managed by any other person.

**Events of Default:** In terms of the borrowing arrangements entered into by our Company and our Subsidiaries, the occurrence of any of the following, *inter alia*, constitutes an event of default:

- (a) Non-payment or default in payment of principal and/or interest due on the loan obligations;
- (b) Breach of any representations, warranties, declaration, covenants or any other conditions under the transaction documents;
- (c) If it becomes unlawful for the borrower or any other person including the lender to perform any of their respective obligations under the transaction documents;
- (d) If the borrower undergoes bankruptcy, insolvency or dissolution process;
- (e) If the borrower is unable to pay any of its indebtedness or has admitted in writing its inability to pay any of its indebtedness as it matures; and
- (f) Cross-default.

**Consequences of events of default:** In terms of the borrowing arrangements of our Company and our Subsidiaries, the following, *inter alia*, are the consequences of occurrence of events of default, including:

- (a) termination/ cancellation of the sanctioned facilities;
- (b) suspension of access to withdrawals of the facilities; and
- (c) Enforcement of the security (including any guarantee or letter of comfort or undertaking);

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by our Company and our Subsidiaries with its respective lenders, and the same may lead to consequences other than those stated above.

We have made the necessary intimations and obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer. For further details of financial and other covenants required to be complied with in relation to our borrowings, see “**Risk Factors – Internal Risk Factors – Any future indebtedness and the conditions and restrictions imposed by our financing arrangements may limit our ability to grow our business and adversely impact our business, results of operations, financial condition, and cash flows**” on page 85.

## SECTION VI: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including first information reports whether cognizance has been taken or not) involving our Company, Subsidiaries, Directors or Promoters (collectively, “**Relevant Parties**”); (ii) actions taken by statutory or regulatory authorities (including show cause notices issued by such authorities) against the Relevant Parties; (iii) claims related to direct or indirect taxes involving the Relevant Parties (disclosed in a consolidated manner giving the total number of claims and the total amounts involved); (iv) disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against the Promoters in the last five financial years, including outstanding action; and (v) other outstanding civil litigation or arbitration proceedings involving the Relevant Parties as determined to be material pursuant to the Materiality Policy; and (vi) criminal proceedings (including first information reports whether cognizance has been taken or not) involving, or actions taken by regulatory or statutory authorities (including show cause notices issued by such authorities) against any of our Key Managerial Personnel or Senior Management Personnel. Further, there is no pending litigation involving our Group Companies, the adverse outcome of which may have a material impact on our Company.*

*Pursuant to the Materiality Policy, for the purposes of (v) above, any outstanding litigation involving the Relevant Parties (including tax matters mentioned in point (iii) above), has been considered ‘material’ and accordingly disclosed in this Draft Red Herring Prospectus where the monetary amount of claim/ amount in dispute, to the extent quantifiable exceeds, (a) two percent of turnover, for the most recent financial year based on the Restated Consolidated Financial Information; or (b) two percent of net worth, as at the end of the most recent financial period based on the Restated Consolidated Financial Information; or (c) five percent of the average of absolute value of profit or loss after tax, for the last three financial years based on the Restated Consolidated Financial Information, whichever is lower (“**Materiality Threshold**”). Accordingly, 5% of the average of absolute value of profit or loss after tax, based on the Restated Consolidated Financial Information for the last three Fiscals, i.e., ₹ 225.16 million has been considered as the Materiality Threshold. Further, litigation where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed the Materiality Threshold shall also be considered material litigation in relation to the Relevant Parties. In addition, any outstanding civil litigation/ arbitration proceedings involving the Relevant Parties wherein the monetary liability is not quantifiable, or does not exceed the Materiality Threshold, shall be considered ‘material’ and shall be disclosed in this Draft Red Herring Prospectus, if the outcome of such litigation could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company.*

*For the above purposes, pre-litigation notices received by any of the Relevant Parties or Group Companies from third parties (excluding notices issued by governmental, statutory, regulatory, judiciary, quasi-judicial or taxation authorities or regulatory/ statutory notices in relation to any criminal action) shall not be evaluated for materiality until such persons are impleaded as defendants or respondents in proceedings before any judicial/arbitral forum or is notified by any governmental, statutory, or regulatory authority of any such proceeding that may be commenced.*

*Further, as on the date of this Draft Red Herring Prospectus, there are no findings/observations of any inspections by SEBI or any other regulator involving our Company which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision.*

*Except as stated in this section, there are no outstanding dues to material creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which is equal to or exceeds 5% of our Company’s trade payables based on the Restated Consolidated Financial Information, shall be considered as ‘material’. Accordingly, as on March 31, 2025, any outstanding dues exceeding ₹ 421.21 million have been considered as material outstanding dues for the purposes of identification of material creditors and related information in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“**MSME**”), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

*Unless otherwise specified, the terms defined in the description of a particular litigation matter pertain to such matter only.*

## 1. Litigation involving our Company

### (a) Criminal proceedings against our Company

Nil

### (b) Criminal proceedings by our Company

Our Company filed a first information report dated December 18, 2022 with the Mhalunge Police Station, Pimpri-Chinchwad District under Section 381 of the Indian Penal Code, 1860 (*now Bharatiya Nyaya Sanhita, 2023*) for theft of 40 catalysts from our Chakan I Facility amounting to ₹ 0.50 million.

### (c) Actions by statutory and regulatory authorities involving our Company

A show cause notice dated November 3, 2023 was issued by the Collector of Stamps (Enforcement-I), Mumbai (“SCN”) 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. Aggrieved by the SCN, our Company submitted a letter dated January 15, 2024 before the Collector of Stamps, Maharashtra, *inter alia*, to adjudicate the issue of stamp duty payable by our Company, and seeking to avail the benefits under the Amnesty Scheme, 2023 (“**Scheme**”) introduced by the State Government of Maharashtra. As per the Scheme our Company was entitled to a benefit of 25% reduction in the stamp duty payable, thereby reducing our aggregate liability. Subsequently, our Company filed a writ petition dated February 21, 2024 before the High Court of Bombay challenging the SCN. In the meantime, and before the above-mentioned writ petition could be heard, the Collector of Stamps (Enforcement-I), Mumbai passed a confirmation order dated February 2, 2024, confirming the SCN (“**Confirmation Order**”). Accordingly, our Company filed a fresh writ petition dated February 29, 2024, before the High Court of Bombay challenging the Confirmation Order and our Company voluntarily paid an amount of stamp duty of ₹ 7.77 million to the Collector of Stamps, Maharashtra pending adjudication of the matter. The matter is currently pending.

### (d) Material civil litigation against our Company

Nil

### (e) Material civil litigation by our Company

Nil

## 2. Litigation involving our Subsidiaries

### (a) Criminal proceedings against our Subsidiaries

Nil

### (b) Criminal proceedings by our Subsidiaries

- i. Our Subsidiary, Federal-Mogul Ignition Products India Limited (“**FMIPL**”) filed three first information reports dated January 25, 2024, September 19, 2022 and March 21, 2023 with the UIT Police Station, Bhiwadi Phase Third, Bhiwadi under Sections 379, 381 and 506 of the Indian Penal Code, 1860 (*now Bharatiya Nyaya Sanhita, 2023*) against three contract workers for theft of spark plugs from our Bhiwadi Facility.
- ii. Our Subsidiary, FMIPL filed a first information report dated August 13, 2024, , with the UIT Police Station, Bhiwadi Phase Third, Bhiwadi under Section 303(2) of the Bharatiya Nyaya Sanhita, 2023

against an employee of FMIPL and a third-party entity for theft of brass alloy scraps from our Bhiwadi Facility amounting to ₹ 0.04 million.

(c) *Actions by statutory and regulatory authorities involving our Subsidiaries*

Our Subsidiary, FMIPL received a show cause notice dated March 27, 2025 (“SCN”) issued by Ministry of Corporate Affairs, Cost Audit Branch (“MCA”) for non-compliance with the provisions of Section 148 of the Companies Act, 2013, for non-filing of the cost audit report for Fiscal 2024 with the Central Government, in the prescribed form and within the statutory time limit permitted under the Companies Act, 2013. FMIPL, through an application dated September 29, 2024 sought an extension of three months for holding its annual general meeting for Fiscal 2024, which was approved by the RoC vide its order dated September 30, 2024. FMIPL intimated the same to the MCA, vide a letter dated October 14, 2024 stating that it was in the process of finalising its annual accounts. Thereafter, FMIPL, submitted a reply dated April 1, 2025 to the SCN (“Reply”) stating that it is in the process of finalizing its annual accounts for Fiscal 2024 and had received a three month extension for holding its annual general meeting from the RoC which was also intimated to the MCA. Subsequently, FMIPL received a notice dated June 27, 2025 from the MCA stating that the Reply filed by FMIPL was not satisfactory, as the cost audit report had still not been filed as per MCA records within the prescribed time limits and have been requested to submit a reply within fifteen days of receipt of the notice. The matter is currently pending.

(d) *Material civil litigation against our Subsidiaries*

Nil

(e) *Material civil litigation by our Subsidiaries*

Nil

(f) *Compounding applications involving our Subsidiaries*

- (i) Our Subsidiary, Federal-Mogul Sealings India Limited (“FMSIL”) filed a compounding application dated May 5, 2025 before the Registrar of Companies, Maharashtra at Pune for delays in complying with the applicable requirements under Sections 149(5), 177(1), and 178(1) of the Companies Act, in relation to appointment of two independent director and constitution of an audit committee and a nomination and remuneration committee of its board of directors, during Fiscal 2024. FMSIL was subject to such provisions upon exceeding turnover threshold limit of ₹1,000 million in Fiscal 2023. The application is currently pending.
- (ii) Our Subsidiary, FMIPL filed a compounding application dated June 17, 2025 before the Regional Director (Northern Region), New Delhi for delay in complying with Section 96 of the Companies Act, which requires the company to convene an annual general meeting within the prescribed period of six months of closure of last financial year. FMIPL, through an application dated September 29, 2024 sought an extension of three months for holding its annual general meeting for Fiscal 2024, which was approved by the RoC vide its order dated September 30, 2024. Since the statutory audit of the financial statements for the Fiscal 2024 could not be completed within the extended period granted by the Registrar of Companies, National Capital Territory of Delhi and Haryana, therefore the annual general meeting of FMIPL could not be held on or before December 31, 2024. Subsequently, upon completion of the audit, the AGM was held on June 11, 2025 and the financial statements for the Fiscal 2024 were approved. The application is currently pending.
- (iii) Our Subsidiary, FMIPL filed a compounding application dated February 12, 2025, before the General Manager, Reserve Bank of India, Foreign Exchange Department, New Delhi, for delay in reporting of FIRC and form FC-GPR, resulting in contravention of Para 9(1)(A) and Para 9(1)(B) of Schedule I to FEMA (Transfer or Issue of Security by a Person Resident) Regulations, 2000. FMIPL had allotted 2,716,350 equity shares of ₹10 each, for a total consideration of ₹ 95,072,250 on August 27, 2009, to one of our Promoters, Federal-Mogul Pty Ltd. While Form FC-GPR in relation to the allotment was filed on September 23, 2009, the responses to subsequent clarifications sought by the RBI were inadvertently submitted directly to the RBI and not through its authorised dealer bank at the time and as a result, no acknowledgement was received for such form filing from the RBI. Subsequently, FMIPL filed a fresh

form FC-GPR for the said allotment on February 7, 2025, which was approved by RBI on February 10, 2025, subject to compounding. The application is currently pending.

### 3. **Litigation involving our Directors**

#### (a) *Criminal proceedings against our Directors*

A complaint (“**Complaint**”) was filed against Gopika Pant (“**Respondent**”), in the capacity of director of GKN Driveline (India) Limited, for the alleged violation of Section 18(1) and Section 36(1) of the Standards of Weights and Measurements (Enforcement) Act, 1976 (*now Legal Metrology Act, 2009*) (“**Legal Metrology Act**”) before the Civil and Criminal Court Peth- Vadgaon. The Complaint was filed by the legal metrology officer appointed under Section 14 of the Legal Metrology Act as the products of the GKN Driveline (India) Limited allegedly had not declared the month and year of packaging on the label of the packaged commodities. Subsequently, the Civil and Criminal Court Peth- Vadgaon issued an order dated October 4, 2019 (“**Impugned Order**”) directing the Respondent to appear on January 18, 2020. Subsequently, the Respondent filed a revision application dated January 10, 2020, before the Court of Sessions and District Judge, Kolhapur under Section 397 of Code of Criminal Procedure, 1973 (*now Bharatiya Nagarik Suraksha Sanhita, 2023*) against the Impugned Order. The Court of Sessions and District Judge, Kolhapur passed a stay order dated January 16, 2020 in favour of the Respondent. The matter is currently pending.

#### (b) *Criminal proceedings by our Directors*

Nil

#### (c) *Actions by statutory and regulatory authorities involving our Directors*

Nil

#### (d) *Material civil litigation against our Directors*

Nil

#### (e) *Material civil litigation by our Directors*

Nil

### 4. **Litigation involving our Promoters**

#### (a) *Criminal proceedings against our Promoters*

Nil

#### (b) *Criminal proceedings by our Promoters*

Nil

#### (c) *Actions by statutory and regulatory authorities involving our Promoters*

Nil

#### (d) *Material civil litigation against our Promoters*

Nil

#### (e) *Material civil litigation by our Promoters*

Nil

- (f) *Disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against the Promoters in the last five financial years preceding the date of this Draft Red Herring Prospectus including outstanding actions:*

Nil

**5. Litigation involving our Key Managerial Personnel and Senior Management**

- (i) *Criminal proceedings against our KMPs and Senior Management*

Nil

- (ii) *Criminal proceedings by our KMPs and Senior Management*

Nil

- (iii) *Actions taken by regulatory and statutory authorities involving our KMPs and Senior Management*

Nil

**6. Other pending litigation involving our Group Company, Federal-Mogul Goetze (India) Limited\***

Pursuant to an agreement and plan of merger dated February 22, 2022, between Pegasus Holdings III, LLC (“**Acquirer**”), Tenneco LLC (*formerly known as Tenneco Inc.*) and Pegasus Merger Co. (“**Merger Sub**”), the Merger Sub merged into Tenneco LLC, with Tenneco LLC being the surviving entity (such merger, the “**Underlying Transaction**”) and a wholly-owned subsidiary of the Acquirer. Tenneco indirectly held 74.98% of the voting share capital of one of our Group Companies, namely, Federal-Mogul Goetze (India) Limited (the “**Target Company**”). The completion of the Underlying Transaction thus led to an open offer under regulations 3(1), 4 and 5(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Code, 2011 (“**SEBI Takeover Regulations**”). Accordingly, the Acquirer made a public announcement dated February 23, 2022 in connection with the open offer and subsequently filed a draft letter of offer dated December 1, 2022 (“**DLoF**”) with the Securities and Exchange Board of India (“**SEBI**”) offering to acquire up to 13,916,676 fully paid-up equity shares constituting 25.02% of the voting share capital of the Target Company at an offer price of ₹ 295.65 (inclusive of delayed interest) per equity share. SEBI raised concerns regarding the methodology adopted for valuation of the shares of the Target Company, and *vide* its order dated August 30, 2023, appointed a valuer under regulation 8(4) read with regulation 8(16) of the SEBI Takeover Regulations (“**SEBI Order**”). Aggrieved by SEBI Order, the Acquirer filed an appeal on September 8, 2023 before the Hon’ble Securities Appellate Tribunal (“**SAT**”) under regulation 15T of the Securities and Exchange Board of India Act, 1992, (“**SEBI Act**”). The SAT by way of the impugned order and judgement dated December 20, 2024, quashed the SEBI Order and held that no further valuation by an independent chartered accountant was necessary (“**Impugned Order**”). Thereafter, SEBI filed a civil appeal dated February 18, 2025 (“**Appeal**”) under Section 15Z of the SEBI Act before the Supreme Court of India, against the Acquirer, challenging the Impugned Order and prayed for *inter alia* stay of the Impugned Order and reconsideration of the valuation method for the determination of the offer price of the equity shares of the Target Company. The matter is currently pending before the Supreme of Court of India.

*\*While Federal-Mogul Goetze (India) Limited is not involved in the abovementioned matter, such matter is in relation to its open offer under regulations 3(1), 4 and 5(1) of the SEBI Takeover Code. An adverse outcome of this matter will not have a material impact on our Company.*

**7. Tax proceedings involving our Company and Subsidiaries**

Details of outstanding tax proceedings involving our Company and Subsidiaries as on the date of this Draft Red Herring Prospectus are disclosed below:

Nature of the claim	Number of claims	Amount involved (₹ million)*
<b>Company</b>		
Direct tax (A)	3	94.90
Indirect tax (B)	8	96.01
<b>Total (A+B)</b>	<b>11</b>	<b>190.91</b>
<b>Subsidiaries</b>		
Direct tax (A)	32	641.73
Indirect tax (B)	26	117.70
<b>Total (A+B)</b>	<b>58</b>	<b>759.43</b>

\* Inclusive of interests and penalties, to the extent quantifiable.

## 8. Tax proceedings involving our Directors

Details of outstanding tax proceedings involving our Directors as on the date of this Draft Red Herring Prospectus are disclosed below:

Nature of the claim	Number of claims	Amount involved (₹ million)*
Direct tax (A)	Nil	Nil
Indirect tax (B)	Nil	Nil

\*To the extent quantifiable

## 9. Tax proceedings involving our Promoters

Details of outstanding tax proceedings involving our Promoters as on the date of this Draft Red Herring Prospectus are disclosed below:

Nature of the claim	Number of claims	Amount involved (₹ million)*
Direct tax (A)	Nil	Nil
Indirect tax (B)	Nil	Nil

\*To the extent quantifiable

## 10. Outstanding dues to creditors

In accordance with the SEBI ICDR Regulations, our Company, pursuant to the Materiality Policy, considers all creditors to whom the amount due by our Company exceeds 5 % of the total trade payables as per the latest period of the Restated Consolidated Financial Information (*i.e.*, 5% of ₹ 8,424.21 million which is ₹ 421.21 million as at March 31, 2025). Details of outstanding dues owed to the material creditor, MSME creditors and other creditors of our Company based on such determination are disclosed below:

Types of Creditors	Number of creditors	Amount (₹ million)
MSME creditors	458	1,288.29
Material creditor	1	481.05
Other creditors	1,066	5,283.15
<b>Total</b>	<b>1,525</b>	<b>7,052.49</b>

\*As certified by B.B. & Associates, Chartered Accountants, with firm registration number 023670N, pursuant to their certificate dated June 30, 2025.

The details pertaining to outstanding overdues to the material creditor, along with the name and amount involved for such material creditor is available on the website of our Company at [www.tennecoindia.com](http://www.tennecoindia.com).

## 11. Material developments since the last balance sheet

Other than as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 428, in the opinion of our Board, no circumstances have arisen since the date of our last balance sheet as disclosed in this Draft Red Herring Prospectus which materially and adversely affect, or are likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

## GOVERNMENT AND OTHER APPROVALS

*Our business requires various approvals, licenses, consents, registrations and permits issued by relevant governmental, statutory and regulatory authorities, at the central and state levels under applicable rules and regulations. Set out below is the list of approvals, licenses, consents, registrations and permits obtained by our Company and material subsidiary (as identified specifically for this section) being Tenneco Automotive India Private Limited (“**Material Subsidiary**”), from various governmental and statutory authorities, which are considered material and necessary for the purposes of undertaking our businesses and operations (“**Material Approvals**”). Unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. Further, certain of the Material Approvals may have lapsed or expired or may lapse or expire in the ordinary course of business, from time to time and our Company and our Material Subsidiary have either already made an application to the appropriate authorities for renewal of such Material Approvals or are in the process of making such renewal applications, in accordance with applicable requirements and procedures. For further details in connection with the regulatory and legal framework within which we operate, see “**Key Regulations and Policies in India**” beginning on page 276. For details of risks associated with not obtaining or delay in obtaining the requisite approvals, please see the section “**Risk factors – Internal Risk Factors - We require certain licenses, permits and approvals in the ordinary course of business, and failure to obtain or retain them in a timely manner may have a material adverse effect on our business and results of operations**” on page 80.*

*We have also set out below, Material Approvals obtained and renewals applied for but not received in respect of our Company and Material Subsidiary, as on the date of this Draft Red Herring Prospectus.*

### **I. Approvals in relation to the Offer**

For details of corporate and other approvals in relation to the Offer, see “**Other Regulatory and Statutory Disclosures – Authority for the Offer**” on page 476.

### **II. Incorporation details of our Company and Material Subsidiary**

For details of the incorporation of our Company and our Material Subsidiary, see “**History and Certain Corporate Matters – Brief history of our Company**” and “**History and Certain Corporate Matters – Subsidiaries**” on pages 283 and 290, respectively.

### **III. Material Approvals obtained in relation to our Company and Material Subsidiary**

#### **A. Tax related approvals obtained by our Company and Material Subsidiary**

- (i) The permanent account number of our Company is AAHCT0849C; and TAIPL is AABCT3125D.
- (ii) The tax deduction account number of our Company is CHET18351E; and TAIPL is CHET11938D.
- (iii) Certificate of registration as an employer under the applicable state professions, trades callings and employment legislations.
- (iv) Goods and Services Tax (“GST”) registrations for payments under central and applicable state GST legislations.

#### **B. Labour and employee related approvals obtained by our Company and Material Subsidiary**

- (i) Certificates of registration issued under the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952, as amended.
- (ii) Certificates of registrations issued under the Employees’ State Insurance Act, 1948, as amended.
- (iii) Registrations under the Contract Labour (Regulation and Abolition) Act, 1970, as amended.
- (iv) Registrations under the relevant labour welfare fund legislations, as applicable.



**C. Material approvals obtained in relation to the business and operations of our Company and Material Subsidiary, as applicable**

- (i) **Factory licenses:** We have received licenses to work under the Factories Act, 1948 issued by the (i) Directorate of Industrial Safety and Health, Maharashtra for our Chakan I Facility; (ii) Directorate of Industrial Safety and Health, Maharashtra for our Chakan II Facility; (iii) Chief Inspector of Factories, Madhya Pradesh for our Pithampur Facility; (iv) Directorate of Industrial Safety & Health, Tamil Nadu for our Chennai Facility and Hosur Facility; (v) Directorate of Industrial Safety and Health, Maharashtra for our Chakan ART Facility; (vi) Chief Inspector of Factories, Haryana for our Bawal Facility; (vii) Chief Inspector of Factories, Puducherry for our Puducherry Facility; and (viii) Directorate of Industrial Safety & Health, Gujarat for our Sanand Facility.
- (ii) **No objection certificates from fire department:** We have received no objection certificates issued by the (i) Deputy Chief Fire Officer, Maharashtra Industrial Development Corporation for our Chakan I Facility; (ii) Chief Fire Officer, Pune Metropolitan Regional Development Authority for our Chakan II Facility; (iii) Fire Officer, Indore, Madhya Pradesh for our Pithampur Facility; (iv) District Officer, Fire and Rescue Services, Tamil Nadu Fire and Rescue Services for our Chennai Facility; (v) District Officer, Fire and Rescue Services, Krishnagiri, Tamil Nadu for our Hosur Facility; (vi) Chief Fire Officer, Pune Metropolitan Regional Development Authority for our Chakan ART Facility; (vii) Chief Fire Officer, Haryana for our Bawal Facility; and (viii) Divisional Fire Officer, Pondicherry for our Puducherry Facility.
- (iii) **Environmental laws related consents:** We have received consents to operate under the Water (Prevention & Control of Pollution) Act, 1974, and the Air (Prevention & Control of Pollution) Act, 1981 by the (i) Maharashtra Pollution Control Board for our Chakan I and Chakan II Facility; (ii) Madhya Pradesh Pollution Control Board for our Pithampur Facility; (iii) Tamil Nadu Pollution Control Board for our Chennai Facility and Hosur Facility; (iv) Haryana Pollution Control Board for our Bawal Facility; (v) Pondicherry Pollution Control Committee for our Puducherry Facility; and (vi) Gujarat Pollution Control Board for our Sanand Facility.

Our Chakan ART Facility has submitted an undertaking dated January 5, 2023, towards its establishment and operation falling under 'white' category as per the Central Pollution Control Board's modification directions dated March 7, 2016.

We have received the authorization for disposal of hazardous or other waste under Hazardous and Other Wastes (Management & Transboundary Movement) Rules, 2016, by the (i) Maharashtra Pollution Control Board for our Chakan I Facility and Chakan II Facility; (ii) Madhya Pradesh Pollution Control Board for our Pithampur Facility; (iii) Tamil Nadu Pollution Control Board for our Chennai Facility; (iv) Haryana State Pollution Control Board for our Bawal Facility; (v) Puducherry Pollution Control Committee for our Puducherry Facility; and (vi) Gujarat Pollution Control Board for our Sanand Facility.

- (iv) **Petroleum and explosive safety related licences:** We have received licenses to store compressed gases in pressure vessels by the Petroleum & Explosive Safety Organisation, Government of India for our Chakan I Facility, Chakan II Facility, Pithampur Facility, Chennai Facility, Hosur Facility, Bawal Facility and Puducherry Facility.
- (v) **Biomedical waste management authorisation:** We have received biomedical waste authorization certificate under the Bio Medical Waste Management Rules, 2016 from the (i) Tamil Nadu Pollution Control Board for our Hosur Facility; (ii) Haryana State Pollution Control Board for our Bawal Facility; (iii) Puducherry Pollution Control Committee for our Puducherry Facility; and (iv) Gujarat Pollution Control Board for our Sanand Facility.
- (vi) **Import export registration:** We have received the importer exporter code issued by the Office of Additional Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India for (i) our Company which is AAHCT0849C; and (ii) TAIPL which is 0410021504.
- (vii) **Approvals/permissions/registrations to install/run diesel generation sets and load sanctions of power supply:** We have received approvals/ permissions/ registrations to install/ run diesel

generation sets and load sanctions of power supply from the (i) Chief Electrical Inspector, Government of Maharashtra for our Chakan I Facility; (ii) Chief Electrical Inspector, Government of Maharashtra for our Chakan II Facility; (iii) Office of the Executive Engineer (Electrical Safety) and Divisional Electrical Inspector, Madhya Pradesh for our Pithampur Facility; (iv) Electrical Inspector, Tamil Nadu for our Chennai Facility; (v) Electrical Inspectorate for our Hosur Facility; (vi) Superintendent Engineer – O&M, Puducherry for our Puducherry Facility; and (vii) Office of the Collector of Electricity Duty for our Sanand Facility.

(viii) **Other material licences/approvals/authorisations/certificates:**

- a) Certificates of acknowledgment issued by the Ministry of Commerce and Industry, Government of India for industrial entrepreneur memoranda submitted by our Company for our Chakan II Facility, Pithampur Facility and Chennai Facility; and by TAIPL for our Bawal Facility and Sanand Facility for manufacturing parts and accessories for motor vehicles, industrial machinery, etc.
- b) Registration certificate under the Plastic Waste Management Rules, 2016, as amended issued by the Central Pollution Control Board to our Company.

**D. Material Approvals pending in respect of our Company and Material Subsidiary**

(i) **Material Approvals or renewals for which applications are currently pending before relevant authorities**

S. No.	Description	Authority	Date of Application
1.	Registration under Contract Labour (Regulation and Abolition) Act, 1970 for our Puducherry Facility submitted by TAIPL	District Labour Office, Puducherry	March 25, 2025
2.	Trade license for our Puducherry Facility submitted by TAIPL	Commissioner, Oulgaret Municipality, Puducherry	February 26, 2025
3.	Trade license for our Hosur Facility submitted by TAIPL	Hosur City Municipal Corporation	February 21, 2025
4.	Authorisation for disposal of hazardous waste for our Hosur Facility submitted by TAIPL	Tamil Nadu Pollution Control Board	February 7, 2025
5.	Registration under Contract Labour (Regulation and Abolition) Act, 1970 for our Chakan ART Facility submitted by TAIPL	Government of Maharashtra	December 12, 2024
6.	Registration under Contract Labour (Regulation and Abolition) Act, 1970 for our Chakan I Facility submitted by our Company	Government of Maharashtra	December 5, 2024

Pursuant to the conversion of our Company from a private to public limited company and the consequent change in the name of our Company, we may be required to intimate the relevant authorities to take on record the change of name in various licenses obtained by our Company, as applicable. Further, the license to store compressed gases in pressure vessels, issued by the Petroleum & Explosive Safety Organisation, Government of India for our Puducherry Facility is currently under the name of 'Tenneco RC India Private Limited' and an application for the change of name to 'Tenneco Automotive India Private Limited' is pending as on the date of this Draft Red Herring Prospectus.

(ii) **Material Approvals expired and renewal yet to be applied for**

Nil

(iii) **Material Approvals required but not obtained or applied for**

Nil

**IV. Intellectual Property**

As on the date of this Draft Red Herring Prospectus, our Company registered 9 designs under the Designs Act, 2000 and one patent under the Patents Act, 1970 in India. For further details, see “***Our Business – Intellectual Property***” on page 271.

Further, pursuant to the License Agreement, Tenneco Holdings LLC has granted our Company and our Subsidiaries a non-exclusive, non-transferable right and license to use certain intellectual property rights, including trademarks and other intellectual property related to the design, development, manufacture, and use of Advanced Suspension Technology Products, Bearings Products, Clean Air Products, Ignition Products, and Sealing Products (each as defined in the License Agreement), as applicable to each of the Licensees. For details, see “***History and Certain Corporate Matters – Summary of key agreements***”, “***Risk Factors – Internal Risk Factor – 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.***” and “***Risk Factors- Our inability to protect or use our intellectual property rights and our failure to keep our technical knowledge confidential may adversely affect our business.***” on pages 288, 50 and 83, respectively.

## GROUP COMPANIES

In accordance with SEBI ICDR Regulations, the term ‘group companies’, includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed in the Offer Documents, as covered under applicable accounting standards, and also (ii) other companies considered material by the board of directors of the issuer.

Accordingly, for (i) above, all such companies (other than our Promoters and Subsidiaries) with which there were related party transactions in accordance with Indian Accounting Standard (Ind AS) 24, during the periods covered in the Restated Consolidated Financial Information in this Draft Red Herring Prospectus, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

In addition, for the purposes of (ii) above, pursuant to the Materiality Policy, a company (other than our Promoters, Subsidiaries and companies categorized under (i) above) shall be considered “material” and will be disclosed as a “group company” if such company forms part of the Promoter Group and has entered into one or more transactions with the Company during the most recent financial year and stub period, if any, as per the Restated Consolidated Financial Information of the Company disclosed in the Offer Documents, which individually or in the aggregate, exceed 10% of the total consolidated income of the Company for such period.

Accordingly, based on the parameters for (i) and (ii) as outlined above, the following companies have been identified as our group companies (“**Group Companies**”), as on the date of this Draft Red Herring Prospectus. The details are set forth below:

Sr. No.	Name of Group Company	Registered address
1.	Advanced Suspension Technology LLC	Corporate Creations Network Inc., 1521 Concord Pike, Suite 201, Wilmington Delaware 19803
2.	Driv Japan Ltd.	1-8, Sakuragi-cho 1-chome, Naka-ku, Yokohama-shi, Kanagawa, Japan
3.	Federal-Mogul Italy S.r.l	Corso Inghilterra 2, 12084 Mondovì (Cuneo), Italy
4.	Federal Mogul Coventry Limited	Suite 11a, Manchester International Office Centre, Styal Road, Manchester, M22 5TN, England
5.	Federal Mogul Global Aftermarket EMEA BV	Prins Boudewijnlaan 5, Kontich, 2550 Belgium
6.	Federal Mogul Ignition GmbH	Industriestrasse 16, Neuhaus, 96524, Germany
7.	Federal Mogul Ignition Products SAS	3 Rue Joanny Desage, Chazelles Sur Lyon, 421 40, France
8.	Federal Mogul Motorparts LLC	Corporate Creations Network Inc., 1521 Concord Pike, Suite 201, Wilmington Delaware 19803
9.	Federal-Mogul Powertrain Italy Srl	Via Fratelli Meliga, 7, 10034 Chivasso (Turin), Italy
10.	Federal-Mogul Sealing System (Nanchang) Co., Limited	1489, Jingang Road, Nanchang Eco. & Tech. Development Zone, Nanchang, Jiangxi Province, China
11.	Federal Mogul Yura (Qingdao) Ignition Co., Ltd	1 <sup>st</sup> Floor, Block 1, 269 Tonghe Road, Huangdao District, Qingdao, Shandong Province, China
12.	Federal-Mogul (China) Co. Limited	Block 1, 118 Jiqiao Road, China (Shanghai) Pilot Free Trade Zone, China
13.	Federal-Mogul Bimet, S.A.	Ul. Aleja Grunwaldzka 481, Gdansk, 80 309, Poland
14.	Federal-Mogul de Mexico S. de RL de CV	Poniente 150, No 956, Col Industrial Vallejo, Azcapotzalco, CDMX, CP 02300
15.	Federal-Mogul Goetze (India) Limited	803, Best Sky Tower, Netaji Subhash Palace, New Delhi – 110 034
16.	Federal-Mogul Holding Deutschland GmbH	Stielstrasse 11, Wiesbaden, 65201, Germany
17.	Federal-Mogul Holding Ltd	Citco (Mauritius) Limited, Level 4, Tower A, 1 Exchange Square, Wall Street, Ebene 72201, Mauritius
18.	Federal-Mogul Ignition LLC	Corporate Creations Network Inc., 1521 Concord Pike, Suite 201, Wilmington Delaware 19803
19.	Federal-Mogul Motorparts (Singapore) Pte. Limited	3 Tampines Central 1, #02-02, Tampines Plaza 1, Singapore (529540)
20.	Federal-Mogul of South Africa (Propriety) Limited	13- 15 Joyner Road Prospecton, Durban 4110 South Africa
21.	Federal-Mogul Operations France S.A.S	12 Place Paul Bert, Saint Jean de la Ruelle, 45140, France
22.	Federal-Mogul Powertrain LLC	Corporate Creations Network Inc. 28175 Haggerty Road Novi, MI 48377

Sr. No.	Name of Group Company	Registered address
23.	Federal-Mogul Sealing Systems GmbH	Hermann-Goetze-Strasse 8, Herdorf, 57562, Germany
24.	Federal-Mogul Sejong Co., Limited	Cheongyeon-ro 442-16, Yeondong-myeon, Sejong Special Self-Governing City Korea
25.	Federal-Mogul Shanghai Compound Material Co. Ltd	District B, Block 1, 301 Jianlin Road, Zhoupu, Pudong Area, Shanghai, China
26.	Federal-Mogul Wiesbaden GmbH	Stielstrasse 11, Wiesbaden, 65201, Germany
27.	Fric Rot S.A.I.C.	Uruguay 2627, S2003 BVI, Santa Fe, Argentina
28.	Monroe Australia Pty Ltd	1326-1378 South Road, Clovelly Park 5042, Australia
29.	Monroe Czechia S.R.O	Rychnovská 383, 463 42 Hodkovice nad Mohelkou
30.	Monroe Mexico S. de R.L de C.V	Av. Poniente 4, NO 118, Col Ciudad Industrial, Celaya, Gto, CP 38010
31.	Motocare India Private Limited	7th Floor, Paras Trade Centre Sector 2, Gwal Pahadi, Gurgaon Faridabad Road, Gurgaon, Haryana, India – 122003
32.	Shanghai Tenneco Exhaust System Co., Ltd	No. 99, Yuanguo Road, Jiading District, Shanghai
33.	Tenneco Automotive Portugal – Componentes para Automóvel Unipessoal, Lda.	Parque Industrial Da Autoeuropa, Palmela, Portugal
34.	Tenneco Automotive Trading Company LLC	1521, Concord Pike Suite 201, Wilmington, Delaware 19803, State of Delaware, USA
35.	Tenneco (Beijing) Ride Control System Co. Ltd	01, 1st Floor, Building 2, No.1 Yunshan Road, Tongzhou District, Beijing, China
36.	Tenneco (Changzhou) Ride Control System Co., Ltd	No.36, Liuyanghe Road, Xinbei District, Changzhou City, Jiangsu Province, China
37.	Tenneco (Suzhou) Co., Ltd	No.22 Shiyang Road, Gaoxin District, Suzhou, Jiangsu Province, China
38.	Tenneco (Suzhou) Emission System Co., Ltd	No. 236, Huanlou Road, Kunshan Development Zone, Jiangsu Province
39.	Tenneco (Suzhou) Ride Control Co., Ltd	No.2 Yinyan Road, Gaoxin District, Suzhou, Jiangsu Province, China
40.	Tenneco Automotive Brasil Ltd	Praça Vereador Marcos Portioli, no. 26, Mogi Mirim, São Paulo, Brazil
41.	Tenneco Automotive Eastern Europe Sp z. o. o.	Bojkowska 59b, 44-100 Gliwice, Polska
42.	Tenneco Automotive Europe BV.	Sint-Jorisstraat 4520, Sint-Truiden, 3800 Belgium
43.	Tenneco Automotive Operating Company LLC	Corporate Creations Network Inc., 1521 Concord Pike, Suite 20, 1 Wilmington Delaware 19803
44.	Tenneco Automotive Polska Sp. Zoo	ul. Przemysłowa, nr 2c, 44-203 Rybnik, Poland
45.	Tenneco Emission Control (PTY) Ltd	CNR Libertas Road and Struanway Struandale Port Elizabeth, South Africa
46.	Tenneco GmbH	Luitpoldstr. 83, Edenkoben, 67480, Germany
47.	Tenneco Japan Ltd	Nisseki Yokohama Building 18F, Sakuragi-cho 1-1-8, Naka-ku, Yokohama-shi, Kanagawa 231-0062 Japan
48.	Tenneco Korea Ltd	Rm. 202-20, 2F Chwosong Building, 67, Sincheon-ro, Siheung-si, Gyeonggi-do, Korea
49.	Tenneco Ride Control South Africa (PTY) Ltd.	267-275 Grahamstown Road, Deal Party, Gqeberha (Port Elizabeth), South Africa
50.	Tenneco Silesia SP. Z.O.O	Ul.Zwycięstwa 12, 44-230 Stanowice, Polska
51.	Tenneco Sistemas Automotivos LTDA <sup>#</sup>	Avenida Maria Virgínia Pacífico Homem Ometto, nº 3.115, Araras, São Paulo, Brazil
52.	Tenneco Walker (U.K.) Ltd	Highpoint Pengarnddu Industrial Estate, Dowlais Top, Merthyr Tydfil, Wales, CF48 2TA, UK
53.	Tenneco Zwickau GmbH	Hilferdingstrasse 8, Zwickau, 08056, Germany

Sr. No.	Name of Group Company	Registered address
54.	The Pullman Company LLC	Corporate Creations Network Inc., 1521 Concord Pike, Suite 201, Wilmington Delaware 19803
55.	Walker Exhaust (Thailand) Co., Ltd	700/701-702 Moo. 1, Panthong Subdistrict, Panthong District, Chonburi Province/ Chonburi 20160 Thailand
56.	Yura Federal-Mogul Sejong Ignition Limited Liability Company	38, Anmonsan-gil, Jeonui-myeon, Sejong-si, Korea

# Tenneco Industria de Autopecas Ltda merged with Tenneco Sistemas Automotivos LTDA with effect from February 6, 2024.

In relation to the identification of the top five group companies for the disclosure of certain financial information for the preceding three years with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, pursuant to the SEBI ICDR Regulations (“**Financial Disclosure Requirement**”), such companies shall be identified based on market capitalisation in case of listed companies or turnover in case of unlisted companies, as applicable, based on their respective audited financial statements. It is clarified that in case any unlisted group company identified basis the abovementioned criterion is not required to prepare audited financial statements under the applicable laws of the relevant jurisdiction of its incorporation, such group company has been excluded for identification of the top five group companies for the purposes of Financial Disclosure Requirement and other unlisted group companies having audited financial statements have been considered for identification of the top five group companies.

Accordingly, our Company has identified the following Group Companies i.e. Federal-Mogul Goetze (India) Limited, Tenneco Automotive Operating Company LLC, Federal Mogul Motorparts LLC, Federal-Mogul Powertrain LLC and Advanced Suspension Technology LLC, as the top five “group companies”, in accordance with the SEBI ICDR Regulations (determined based on market capitalisation or turnover, as applicable). However, Tenneco Automotive Operating Company LLC, Federal Mogul Motorparts LLC, Federal-Mogul Powertrain LLC and Advanced Suspension Technology LLC, are incorporated in the United States of America, and are not required to mandatorily prepare audited financials under the applicable laws of their jurisdiction of incorporation. Accordingly, in relation to the next top four Group Companies (determined based on turnover) i.e. Tenneco Silesia SP. Z.O.O, Tenneco GmbH, Tenneco Automotive Polska SP. Z.O.O and Federal Mogul Global Aftermarket EMEA BV, certain selected financial information has been disclosed as described below, based on their respective audited financial statements in accordance with the SEBI ICDR Regulations.

Sr. No.	Name of Group Company	Website
1.	Federal-Mogul Goetze (India) Limited	www.federalmogulgoetzeindia.net
2.	Tenneco Silesia SP. Z.O.O	www.tennecoindia.com
3.	Tenneco GmbH	www.tennecoindia.com
4.	Tenneco Automotive Polska SP. Z.O.O	www.tennecoindia.com
5.	Federal-Mogul Global Aftermarket EMEA BV	www.tennecoindia.com

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information/ details of the Group Companies provided on the websites do not constitute a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, would be doing so at their own risk.

#### A. Litigation

As on the date of this Draft Red Herring Prospectus, our Group Companies are not party to any outstanding litigation which may have a material impact on our Company. For details of other litigation involving our Group Companies, please see “**Outstanding Litigation and Material Developments – Other pending litigation involving our Group Company, Federal-Mogul Goetze (India) Limited**” on page 466.

#### Common pursuits between our Group Companies and our Company

Certain of our Group Companies operate in the automotive industry like our Company. However, (i) such Group Companies manufacture products which are different from the products manufactured by our Company, and/or (ii) they operate in jurisdictions outside India and do not have any customer in India other than through our

Company. Accordingly, there are no common pursuits between our Company and such Group Companies.

There are no conflicts of interest between our Company, Group Companies and their directors, and (i) suppliers of raw materials and third-party service providers, and (ii) lessors of the immovable properties, which are crucial for the operations of the Company on a consolidated basis.

However, (i) our Company has sub-leased the premises of its Corporate Office from Federal-Mogul Goetze (India) Limited, a Group Company and a crucial lessor of the Company on a consolidated basis, pursuant to lease deed dated April 21, 2025; and (ii) FMIPL, our Subsidiary, purchases raw materials including spark plugs and insulators from FM Ignition LLC, a Group Company and a crucial supplier of raw materials of the Company. Our Company will adopt the necessary procedures and practices, as required under applicable law, to address any situations of conflict of interest, if and when they arise. For details, see “**Risk Factors – Internal Risk Factors - Our Promoters and certain of our Group Companies are in a similar line of business as us which may involve conflict of interests, which could adversely impact our business**” on page 86.

#### **B. Related business transactions within our Group Companies and significance on the financial performance of our Company**

Other than the transactions disclosed in “**Restated Consolidated Financial Information – Note 28 - Related Party Disclosures**” on page 384, there are no other related business transactions between our Group Companies and our Company during Fiscals 2025, 2024 and 2023.

#### **C. Business Interest**

Except in the ordinary course of business and as disclosed in “**Restated Consolidated Financial Information – Note 28 - Related Party Disclosures**” on page 384, our Group Companies have no business interests in our Company.

#### **D. Nature and extent of interest of our Group Companies**

*In the promotion of our Company*

Our Group Companies do not have any interest in the promotion of our Company.

*In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company*

None of our Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

*In transactions for acquisition of land, construction of building and supply of machinery, etc.*

Other than the transactions disclosed in “**Restated Consolidated Financial Information – Note 28 - Related Party Disclosures**” on page 384, none of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, etc., with our Company.

#### **Other Confirmations**

Except for Federal-Mogul Goetze (India) Limited, whose equity shares are listed on BSE Limited and the National Stock Exchange of India Limited, the equity shares of our Group Companies are not listed on any stock exchange. Our listed Group Company has not made any public, rights or composite issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

As on date of this Draft Red Herring Prospectus, no debt securities issued by any of our Group Companies are listed on any stock exchange in India or abroad.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting dated June 27, 2025. Our Board has taken on record the authorisation of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on June 30, 2025. Further, our Board has approved this Draft Red Herring Prospectus pursuant to resolution passed at its meeting held on June 30, 2025.

The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation to its Offered Shares, as set out below and disclosed in “*The Offer*” beginning on page 104.

Name of the Promoter Selling Shareholder	Aggregate proceeds from the Offered Shares	Number of Offered Shares	Date of consent letter	Date of board resolution
Tenneco Mauritius Holdings Limited	Up to ₹ 30,000.00 million	Up to [●] Equity Shares of face value of ₹ 10 each	June 29, 2025	June 16, 2025

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

### Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters, Promoter Selling Shareholder, members of our Promoter Group and Directors are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

### Directors associated with the securities market

None of our Directors are, in any manner, associated with the securities market and there is no outstanding action initiated by the SEBI against the Directors of our Company in the past five years preceding the date of this Draft Red Herring Prospectus.

### Confirmation under the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, Promoter Selling Shareholder, and members of our Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to each of them, as on the date of this Draft Red Herring Prospectus.

### Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- our Company has an average operating profit of at least ₹150.00 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- our Company has a net worth of at least ₹10.00 million in each of the three preceding full years (of 12 months each), calculated on a restated and consolidated basis; and
- there has been no change of name of our Company at any time during the one year immediately preceding the date of filing of this Draft Red Herring Prospectus other than the deletion of the word “Private” from the name of our Company pursuant to conversion to a public limited company. Our Company has not



undertaken any new activity pursuant to such change in name.

Set forth below are details of our Company's net tangible assets, monetary assets, % of monetary assets to net tangible assets, operating profit and net worth, derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at, and for the Fiscals ended March 31 2025, March 31, 2024 and March 31, 2023.

(₹ in million, unless otherwise stated)

Particulars	Financial year ended as on		
	March 31, 2025	March 31, 2024	March 31, 2023
Restated consolidated net tangible assets <sup>(1)</sup> (A)	15,633.08	9,429.75	11,729.94
Restated consolidated monetary assets (B)	2,860.79	1,836.34	4,124.36
% of restated consolidated monetary assets to restated consolidated net tangible assets (B/A*100)	18.30%	19.47%	35.16%
Pre-tax consolidated operating profit (excluding other income and finance costs)	7,120.67	5,084.92	4,697.15
Consolidated Net Worth <sup>(2)</sup>	12,550.93	11,165.92	13,788.22

Notes:

1. The restated consolidated net tangible assets mentioned above excludes, Right of Use assets (related total lease liabilities), intangible assets, and deferred tax assets/liabilities (net).
2. Net worth includes paid-up equity capital, Retained earnings, Securities Premium, Deemed Equity Contribution from Parent Company and Share Application Money Pending Allotment.

The average of operating profit for Fiscal 2025, Fiscal 2024 and Fiscal 2023 of our Company was ₹ 5,634.25 million. For further details, see “**Other Financial Information**” beginning on page 421.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws.

Our Company is in compliance with the following conditions specified in Regulation 5 and 7(1) of the SEBI ICDR Regulations:

- none of our Company, Promoters, Directors, members of our Promoter Group and the Promoter Selling Shareholder are debarred from accessing the capital markets by SEBI;
- neither our Promoters nor any of our Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI;
- none of our Company, Promoters, or Directors have been declared as Wilful Defaulters or Fraudulent Borrowers;
- none of our Promoters or Directors have been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018);
- as on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares;
- the Equity Shares of our Company held by our Promoters are in dematerialised form;
- Our Company, along with the Registrar to our Company, has entered into tripartite agreements dated May 29, 2025 and June 4, 2025 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;
- all the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus; and
- there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

The Promoter Selling Shareholder has confirmed that it has held the Offered Shares for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus and that it is in compliance with Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, JM FINANCIAL LIMITED, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED, AXIS CAPITAL LIMITED AND HSBC SECURITIES AND CAPITAL MARKETS (INDIA) PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR ITS OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO THE SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 30, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. THE SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.**

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

#### **Disclaimer from our Company, the Promoter Selling Shareholder, Directors and Book Running Lead Managers**

Our Company, Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website [www.tennecoindia.com](http://www.tennecoindia.com), or the website of any affiliate of our Company, would be doing so at their own risk. The Promoter Selling Shareholder, its directors, affiliates, associates, and officers accept no responsibility for any statements made in this Draft Red Herring Prospectus, other than those specifically made or confirmed by the Promoter Selling Shareholder in relation to itself as a Promoter Selling Shareholder and the Offered Shares.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement to be entered into between the

Underwriters, the Promoter Selling Shareholder and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company, and the Book Running Lead Managers to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder and their directors, officers, agents, affiliates, and representatives, Underwriters, the Book Running Lead Managers and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters, the Book Running Lead Managers and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder, our Subsidiaries, our Group Companies, our Promoters, members of the Promoter Group and their directors and officers, group companies, affiliates or associates or third parties (as applicable) in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its Directors, our Promoters, officers, agents, group companies, affiliates, associates or third parties, (as applicable) for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

#### **Disclaimer in respect of jurisdiction**

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Delhi only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), systemically important non-banking financial companies registered with the RBI or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, state industrial development corporations, permitted insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, permitted provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds (registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, with minimum corpus of ₹ 250 million), National Investment Fund, insurance funds set up and managed by the army and navy or air force of Union of India and insurance funds set up and managed by the Department of Posts, India registered with the Insurance Regulatory and Development Authority of India, multilateral and bilateral development financial institutions and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is

outside India.

**No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.

### **Eligibility and Transfer Restrictions**

The Equity Shares have not been and will not be registered under 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 U.S. 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 this Draft Red Herring Prospectus as “U.S. QIBs” and, 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 this Draft 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.**

**Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws in the United States.**

### **Eligible Investors**

The Equity Shares are being offered:

- (i) in the United States to investors that are U.S. 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 reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

### ***Equity Shares Offered Pursuant to the Offer Within the United States***

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Promoter Selling Shareholder and the Book Running Lead Managers that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, 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;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;
4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;
5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred, only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act, or (ii) in an “offshore transaction” complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act; and (B) in accordance with all applicable laws, including the state securities laws in the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;
6. the Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;
7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act;
8. the purchaser agrees that neither the purchaser, nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), will make any “directed selling efforts” (as that term is defined in Regulation S under the U.S. Securities Act) in the United States with respect to the Equity Shares or any form of “general solicitation” or “general advertising” (as defined in Regulation D under the U.S. Securities Act) in connection with any offer or sale of the Equity Shares;
9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

**“THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED 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 LAW. ACCORDINGLY, THE EQUITY SHARES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED (1) WITHIN THE UNITED STATES, SOLELY TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT OR ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, OR (2) OUTSIDE THE UNITED STATES IN AN “OFFSHORE TRANSACTION” AS DEFINED IN AND IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT, AND THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES OCCUR.”**

10. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, the Promoter Selling Shareholder and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

#### ***All Other Equity Shares Offered and Sold in the Offer***

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Promoter Selling Shareholder and the Book Running Lead Managers that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, may not be offered, resold, pledged or transferred 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;
3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;
4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to the Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;
5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;
6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;
7. neither the purchaser nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), is acquiring the Equity Shares as a result of any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;
8. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

**“THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD,**

**PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.”**

9. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and
10. the purchaser acknowledges that our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, the Promoter Selling Shareholder and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account

## **1. United Kingdom**

No Equity Shares have been offered or will be offered pursuant to the Offer to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the Financial Conduct Authority, except that the Equity Shares may be offered to the public in the United Kingdom at any time:

1. to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
2. to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the BRLMs for any such offer; or
3. in any other circumstances falling within Section 86 of the FSMA,

provided that no such offer of the Equity Shares shall require the Issuer or any BRLMS to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an “offer to the public” in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares and the expression “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

## **2. European Economic Area**

In relation to each Member State of the European Economic Area (each a “**Relevant State**”), no Equity Shares have been offered or will be offered pursuant to the Offer to the public in that Relevant State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation, except that the Equity Shares may be offered to the public in that Relevant State at any time:

1. to any legal entity which is a qualified investor as defined under Article 2 of the Prospectus Regulation;
2. to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the Prospectus Regulation), subject to obtaining the prior consent of the BRLMs for any such offer; or
3. in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Equity Shares shall require the Issuer or any BRLM to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an “offer to the public” in relation to the Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares, and the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129, as amended.

**Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any offshore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.**

#### **Disclaimer clause of BSE**

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

#### **Disclaimer clause of NSE**

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

#### **Listing**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within two Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of the Promoter Selling Shareholder with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholder as agreed among our Company and the Promoter Selling Shareholder, in proportion to the Offered Shares. For the avoidance of doubt, subject to applicable law, the Promoter Selling Shareholder shall not be responsible to pay and/or reimburse any expenses towards refund or any interest thereon for any delay, unless such failure or default or delay, as the case may be, is by, and is directly attributable to, an act or omission, of the Promoter Selling Shareholder and such liability shall be limited to the extent of its Offered Shares.

#### **Consents**

Consents in writing of: (a) our Directors, our Company Secretary and Compliance Officer, Promoter Selling Shareholder, banker(s) to the Company, legal counsels to our Company, the Book Running Lead Managers, the Registrar to the Offer, Statutory Auditor, the Independent Chartered Accountant, CRISIL, to act in their respective capacities, have been obtained; (b) consents of the Syndicate Members, the Public Offer Account Bank(s)/ Escrow



Collection Bank(s)/ Refund Bank(s), Sponsor Banks, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, and such consents, which have been obtained under (a) above, have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

### **Experts to the Offer**

Except as stated below, our Company has not obtained any expert opinions:

- (i) Our Company has received written consent dated June 30, 2025 from Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditor, holding a valid peer review certificate from ICAI, to include their name as required under section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act to the extent and in their capacity as Statutory Auditors, and in respect of (i) their examination report dated June 29, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated June 29, 2025 on the Statement of Possible Special Tax Benefits of our Company and our Shareholders included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
- (ii) Our Company has received written consents dated June 30, 2025 from Walker Chandiok & Co LLP, Chartered Accountants, to include their name as required under section 26 of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act to the extent and in their capacity as statutory auditors of our Material Subsidiary, Tenneco Automotive India Private Limited in respect to their report dated June 30, 2025, on the Statement of Possible Special Tax Benefits available to our Material Subsidiary, Tenneco Automotive India Private Limited, as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
- (iii) Our Company has received written consent dated June 30, 2025 from B.B. & Associates, Chartered Accountants (*FRN: 023670N*), to include their name as required under section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act to the extent and in their capacity as the Independent Chartered Accountant, in respect of their certificates in connection with the Offer and details derived therefrom as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
- (iv) Our Company has received a written consent dated June 30, 2025 from Kunal Kantilal Vikamsey and Naresh Kanji Wadhia of Kanti Karamsey and Co. Advisors LLP (*Chartered Engineer Registration Numbers: F-1307017 and M 115754/4, respectively*), to include their name as an “expert” as defined under section 2(38) and 26(5) of the Companies Act to the extent and in their capacity as the independent chartered engineers and in respect of the certificate issued by them and details derived therefrom as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

### **Particulars regarding public or rights issues by our Company during the last five years**

Our Company has not made any public or rights issue during the last five years, preceding the date of this Draft Red Herring Prospectus.

### **Commission and brokerage paid on previous issues of the Equity Shares in the last five years**

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

### **Particulars regarding capital issues by our Company, listed Group Companies, Subsidiaries or associates during the last three years**

Except as disclosed in “***Capital Structure – Notes to Capital Structure - Equity Share capital history of our Company***” on page 121, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed Subsidiaries or any associates.

Further, our listed Group Company has not undertaken any capital issues during the last three years.

**Performance vis-à-vis objects – public/ rights issue of our Company**

Our Company has not undertaken a public or rights issue (as defined under the SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus.

**Performance vis-à-vis objects – public/ rights issue of the listed Subsidiaries/listed Promoter of our Company**

As on date of this Draft Red Herring Prospectus, neither our Promoters nor our Subsidiaries are listed on any stock exchange.

*[The remainder of this page is intentionally left blank]*

## Price information of past issues handled by the Book Running Lead Managers

### JM Financial Limited

- Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited.

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 <sup>th</sup> calendar days from listing
1.	Arisinfra Solutions Limited*	4,995.96	222.00	June 25, 2025	205.00	Not Applicable	Not Applicable	Not Applicable
2.	Oswal Pumps Limited*	13,873.40	614.00	June 20, 2025	634.00	Not Applicable	Not Applicable	Not Applicable
3.	Schloss Bangalore Limited*	35,000.00	435.00	June 2, 2025	406.00	Not Applicable	Not Applicable	Not Applicable
4.	Ather Energy Limited* <sup>8</sup>	29,808.00	321.00	May 6, 2025	328.00	-4.30% [0.99%]	Not Applicable	Not Applicable
5.	Ajax Engineering Limited* <sup>11</sup>	12,688.84	629.00	February 17, 2025	576.00	-2.86% [-0.55%]	6.78% [8.97%]	Not Applicable
6.	Ventive Hospitality Limited* <sup>10</sup>	16,000.00	643.00	December 30, 2024	716.00	5.51% [-2.91%]	10.80% [-0.53%]	7.10% [8.43%]
7.	Inventurus Knowledge Solutions Limited*	24,979.23	1,329.00	December 19, 2024	1,900.00	40.85% [-3.13%]	13.77% [-4.67%]	30.17% [4.15%]
8.	Zinka Logistics Solutions Limited* <sup>7</sup>	11,147.22	273.00	November 22, 2024	279.05	84.47% [-1.36%]	54.41% [-4.02%]	78.50% [2.62%]
9.	ACME Solar Holdings Limited* <sup>9</sup>	29,000.00	289.00	November 13, 2024	251.00	-6.02% [4.20%]	-25.62% [-0.75%]	-26.51% [1.91%]
10.	Western Carriers (India) Limited*	4,928.80	172.00	September 24, 2024	171.00	-20.69% [-5.80%]	-34.65% [-9.07%]	-52.05% [-9.98%]
11.	Arisinfra Solutions Limited*	4,995.96	222.00	June 25, 2025	205.00	Not Applicable	Not Applicable	Not Applicable

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

<sup>#</sup> BSE as Designated Stock Exchange

\* NSE as Designated Stock Exchange

Notes:

- Opening price information as disclosed on the website of the Designated Stock Exchange.
- Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
- For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
- 30<sup>th</sup> calendar day has been taken as listing date plus 29 calendar days; 90<sup>th</sup> calendar day has been taken as listing date plus 89 calendar days; 180<sup>th</sup> calendar day has been taken as listing date plus 179 calendar days.
- Restricted to last 10 issues.
- A discount of Rs. 25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 30 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 27 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 30 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 59 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.

2. Summary statement of price information of past issues handled by JM Financial Limited:

Financial Year	Total no. of IPOs	Total funds raised (Millions)	Nos. of IPOs trading at discount on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at discount as on 180 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium as on 180 <sup>th</sup> calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-2026	4	83,677.36	-	-	1	-	-	-	-	-	-	-	-	-
2024-2025	13	2,55,434.10	-	-	5	5	2	1	1	3	1	4	1	2
2023-2024	24	2,88,746.72	-	-	7	4	5	8	-	-	5	7	5	7

**Citigroup Global Markets India Private Limited**

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Citigroup Global Markets India Private Limited.

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Schloss Bangalore Limited	35,000.00	435.00	June 2, 2025	406.00	NA	NA	NA
2.	Hexaware Technologies Limited	87,500.00	708.00	February 19, 2025	745.50	+3.45% [+1.12%]	+5.16% [+8.78%]	NA
3.	Ajax Engineering Limited	12,688.84	629.00	February 17, 2025	576.00	-2.86% [-0.55%]	+6.78% [+8.97%]	NA
4.	Swiggy Limited	113,274.27	390.00	November 13, 2024	420.00	+29.31% [+4.20%]	-7.15% [-0.75%]	-19.72% [+1.91%]
5.	Hyundai Motor India Limited	278,556.83	1,960.00	October 22, 2024	1,934.00	-6.64% [-3.90%]	-8.72% [-5.19%]	-15.22% [-2.54%]
6.	Northern Arc Capital Limited	7,770.00	263.00	September 24, 2024	350.00	-7.15% [-5.80%]	-15.71% [-9.07%]	-33.46% [-9.98%]
7.	Ola Electric Mobility Limited	61,455.59	76.00	August 09, 2024	76.00	+44.17% [+1.99%]	-2.11% [+0.48%]	-1.51% [-2.58%]
8.	Akums Drugs and Pharmaceuticals Ltd	18,567.37	679.00	August 06, 2024	725.00	+32.10% [+5.03%]	+26.02% [+1.30%]	-15.67% [-2.13%]
9.	Aadhar Housing Finance Limited	30,000.00	315.00	May 15, 2024	315.00	+25.56% [+5.40%]	+33.70% [+9.67%]	+45.98% [+8.77%]
10.	Indegene Limited	18,417.59	452.00	May 13, 2024	655.00	+24.28% [+5.25%]	+26.60% [+10.24%]	+52.57% [+9.25%]

Notes:

- Benchmark index basis designated stock exchange.
- % of change in closing price on 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> calendar day from listing day is calculated vs. Issue Price. % change in closing benchmark index is calculated based on closing index on listing day vs. closing index on 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> calendar day from listing day.
- 30<sup>th</sup>, 90<sup>th</sup>, 180<sup>th</sup> calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30<sup>th</sup>, 90<sup>th</sup>, 180<sup>th</sup> calendar day is a holiday, in which case closing price on designated stock exchange of a trading day immediately prior to the 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> day, is considered.

4. Restricted to last 10 issues.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Citigroup Global Markets India Private Limited.

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	1	35,000.00	-	-	-	-	-	-	-	-	-	-	-	-
2024-25	9	628,230.49	-	-	3	-	4	2	-	1	4	1	1	-
2023-24	5	94,584.85	-	-	-	1	2	2	-	-	-	2	3	-

Source: www.nseindia.com

Notes:

1. The information is as on the date of the document.
2. The information for each of the Financial Years is based on issues listed during such Financial Year.
3. Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

### **Axis Capital Limited**

1. Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Oswal Pumps Limited <sup>(2)</sup>	13,873.40	614.00	June 20, 2025	634.00	-	-	-
2	Schloss Bangalore Limited <sup>(2)</sup>	35,000.00	435.00	June 2, 2025	406.00	-	-	-
3	Belrise Industries Limited <sup>(2)</sup>	21,500.00	90.00	May 28, 2025	100.00	+14.08%, [+3.02%]	-	-
4	Ather Energy Limited <sup>(2)</sup>	29,808.00	321.00	May 6, 2025	328.00	-4.30%, [+0.99%]	-	-
5	Carraro India Limited <sup>(2)</sup>	12,500.00	704.00	December 30, 2024	651.00	-27.73%, [-2.91%]	-56.10%, [-0.53%]	-
6	Ventive Hospitality Limited <sup>1#(2)</sup>	16,000.00	643.00	December 30, 2024	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	-
7	Transrail Lighting Limited <sup>(1)</sup>	8,389.10	432.00	December 27, 2024	585.15	+24.45%, [-3.19%]	+14.25%, [-1.79%]	+48.37%, [+4.26%]
8	International Gemmological Institute (India) Limited <sup>^(2)</sup>	42,250.00	417.00	December 20, 2024	510.00	+24.24%, [-1.63%]	-21.39%, [-2.88%]	-11.45%, [+5.37%]
9	Zinka Logistics Solutions Limited <sup>%(1)</sup>	11,147.20	273.00	November 22, 2024	280.90	+84.47%, [-1.36%]	+54.41%, [-4.02%]	+78.50%, [+2.62%]
10	Niva Bupa Health Insurance Company Limited <sup>(2)</sup>	22,000.00	74.00	November 14, 2024	78.14	+12.97%, [+5.25%]	+8.09%, [-1.96%]	+14.96%, [+5.92%]

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

<sup>(1)</sup>BSE as Designated Stock Exchange

<sup>(2)</sup> NSE as Designated Stock Exchange

<sup>s</sup> Offer Price was ₹ 291.00 per equity share to Eligible Employees

<sup>#</sup> Offer Price was ₹ 613.00 per equity share to Eligible Employees

<sup>^</sup> Offer Price was ₹ 378.00 per equity share to Eligible Employees

<sup>%</sup> Offer Price was ₹ 248.00 per equity share to Eligible Employees

Notes:

- Issue Size derived from Prospectus/final post issue reports, as available.
- The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- 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.
- In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
- Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-2026*	4	100,181.40	-	-	1	-	-	-	-	-	-	-	-	-
2024-2025	20	445,928.65	-	1	2	7	6	4	-	2	3	9	1	3
2023-2024	18	218,638.22	-	-	4	2	6	6	-	-	3	7	4	4

\* The information is as on the date of the document

The information for each of the financial years is based on issues listed during such financial year.

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

## **HSBC Securities and Capital Markets (India) Private Limited**

### *1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by HSBC Securities and Capital Markets (India) Private Limited*

Sl. No.	Issue Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Belrise Industries Limited*	21,500.00	90.00	May 28, 2025	100.00	+14.08%, [+3.22%]	Not applicable	Not applicable
2.	Ather Energy Limited* <sup>5</sup>	29,807.61	321.00	May 6, 2025	328.00	-4.30%, [+0.99%]	Not applicable	Not applicable
3.	Hexaware Technologies Limited* <sup>6</sup>	87,500.00	708.00	February 19, 2025	745.50	+3.45%, [+1.12%]	+5.16%, [+8.78%]	Not applicable
4.	Ventive Hospitality Limited* <sup>7</sup>	16,000.00	643.00	December 30, 2024	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	+7.10%, [+8.43%]
5.	Hyundai Motor India Limited* <sup>8</sup>	278,556.83	1,960.00	October 22, 2024	1,934.00	-6.64%, [-3.90%]	-8.72%, [-5.19%]	-15.22%, [-2.54%]
6.	JSW Infrastructure Limited <sup>#</sup>	28,000.00	119.00	October 3, 2023	143.00	+41.34%, [-2.93%]	+75.04%, [+10.27%]	+106.30%, [+12.42%]
7.	R R Kabel Limited <sup>#9</sup>	19,640.10	1,035.00	September 20, 2023	1,179.00	+34.45%, [-1.75%]	+64.44%, [+6.76%]	+36.24%, [+8.75%]

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

# BSE as designated stock exchange

\* NSE as designated stock exchange

Notes:

1. Issue Size derived from Prospectus/final post issue reports, as available.
2. Nifty 50 Index and Sensex is considered as the Benchmark Index as per the designated stock exchange (NSE or BSE)
3. Not Applicable – Period not completed.
4. In case 30th/90th/180th day is not a trading day, closing price on designated stock exchange (NSE or BSE) of the previous trading day has been considered.
5. Discount of ₹ 30 per equity share was offered to eligible employees bidding in the employee reservation portion.
6. Discount of ₹ 67 per equity share was offered to eligible employees bidding in the employee reservation portion.
7. Discount of ₹ 30 per equity share was offered to eligible employees bidding in the employee reservation portion.
8. Discount of ₹ 186 per equity share was offered to eligible employees bidding in the employee reservation portion.
9. Discount of ₹ 98 per equity share was offered to eligible employees bidding in the employee reservation portion.

2. Summary statement of price information of past issues handled by HSBC Securities and Capital Markets (India) Private Limited

Financial Year*	Total no. of IPOs	Total funds raised (₹ Millions)	Nos. of IPOs trading at discount as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at discount as on 180 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium as on 180 <sup>th</sup> calendar days from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26*	2	51,307.61	-	-	1	-	-	1	-	-	-	-	-	-
2024-25	3	382,056.83	-	-	2	-	-	1	-	-	1	-	-	-
2023-24	2	47,640.10	-	-	-	-	2	-	-	-	-	1	-	1

\* This data covers issues up to YTD

Notes:

1. The information is as on the date of this Draft Red Herring Prospectus.
2. The information for each of the financial years is based on issues listed during such financial year.
3. Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.



### Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

S. No	Name of the BRLM	Website
1.	JM Financial Limited	<a href="https://www.jmfl.com/">https://www.jmfl.com/</a>
2.	Axis Capital Limited	<a href="https://www.axiscapital.co.in/">https://www.axiscapital.co.in/</a>
3.	Citigroup Global Markets India Private Limited	<a href="https://www.citigroup.com/global/about-us/global-presence/india/cgm-india">https://www.citigroup.com/global/about-us/global-presence/india/cgm-india</a>
4.	HSBC Securities and Capital Markets (India) Private Limited	<a href="http://www.business.hsbc.co.in">www.business.hsbc.co.in</a>

### Stock market data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus and accordingly, no stock market data is available for the Equity Shares.

### Mechanism for redressal of investor grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for a longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

In terms of SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated in the manner specified in the SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application in the following manner:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹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 on the bidding platform of

Scenario	Compensation amount	Compensation period
		the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	<ol style="list-style-type: none"> <li>1. Instantly revoke the blocked funds other than the original Bid Amount</li> <li>2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher</li> </ol>	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	<ol style="list-style-type: none"> <li>1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and</li> <li>2. ₹100 per day or 15% per annum of the difference amount, whichever is higher</li> </ol>	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there is a delay in redressal of the investor grievance, the BRLMs shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

In case of 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, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

For grievance redressal contact details of the BRLMs pursuant to the SEBI ICDR Master Circular, see “*Offer Procedure – General Instructions*” on page 519.

#### **Disposal of Investor grievances by our Company**

Our Company has submitted the application to obtain authentication on the SEBI SCORES platform in compliance with the SEBI Circular SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023, in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor grievances in the last three Financial Years prior to the filing of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7-10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Garima Sharma, as the Company Secretary and Compliance Officer for the Offer and she may be contacted in case of any pre-Offer or post-Offer related problems. For details, see “*General Information*” beginning on page 111.

Our Company has also constituted a Stakeholders' Relationship Committee comprising of Jaidit Singh Brar as Chairperson, Niranjana Kumar Gupta and Arvind Chandrasekharan as members, to review and redress shareholder and investor grievances. For details, see "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 305.

**Exemption from complying with any provisions of securities laws, if any, granted by the SEBI**

Our Company has not sought any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

**Other confirmations**

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

## SECTION VII: OFFER INFORMATION

### TERMS OF THE OFFER

The Equity Shares being offered and Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the SEBI Listing Regulations, the MoA, the AoA, the terms of the Red Herring Prospectus and the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer for sale and listing and trading of securities, issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC, the RBI and/or any other governmental, statutory or regulatory authorities while granting approval for the Offer.

#### The Offer

The Offer comprises of an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in the manner specified in “*Objects of the Offer – Offer Expenses*” on page 137.

#### Ranking of the Equity Shares

The Equity Shares being offered and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, MoA and AoA, and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including rights in respect of dividends, voting and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with applicable laws. For further details, see “*Main Provisions of Articles of Association*” beginning on page 529.

#### Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act, our MoA, AoA, the SEBI Listing Regulations and other applicable laws including guidelines or directives that may be issued by the GoI in this respect. All dividends, if any, declared by our Company after the date of Allotment in this Offer, will be payable to the Allottees, for the entire year, in accordance with applicable law. For further details in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on pages 323 and 529, respectively.

#### Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10. The Floor Price is ₹[●] per Equity Share and the Cap Price is ₹[●] per Equity Share. The Offer Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, India, where our Registered Office is located) and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point in time, there will be only one denomination for the Equity Shares.

#### Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

## The Offer

### Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the AoA, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a Shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, the MoA, the AoA and other applicable laws.

For a detailed description of the main provisions of the AoA of our Company relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation or sub-division, see “**Main Provisions of Articles of Association**” beginning on page 529.

### Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. Hence, the Equity Shares offered through this Offer can be applied for in the dematerialised form only.

In this context, two agreements have been entered into amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated May 29, 2025 amongst our Company, NSDL and the Registrar to the Offer; and
- Tripartite agreement dated June 4, 2025 amongst our Company, CDSL and the Registrar to the Offer.

### Market lot and trading lot

Since trading of the Equity Shares on the Stock Exchanges is only in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares of face value of ₹ 10 each to QIBs and RIBs. For NIBs allotment shall not be less than the minimum non-Institutional application size. For further details of the method of Basis of Allotment, see “**Offer Procedure**” beginning on page 507.

### Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, India.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws 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 U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A) and referred to in this Draft 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 this Draft Red Herring Prospectus as “QIBs” in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Rule 144A and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S 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.**

#### **Joint holders**

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

#### **Nomination facility to Bidders**

In accordance with Section 72 of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest, to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the holder of such Equity Share(s). A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. Fresh nomination can be made only on the prescribed form available on request at our Registered Office and Corporate Office or at the registrar and share transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder would prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

#### **Bid/ Offer Period**

<b>BID/ OFFER OPENS ON<sup>(1)</sup></b>	<b>[●]</b>
<b>BID/ OFFER CLOSES ON<sup>(2)(3)</sup></b>	<b>[●]</b>

- (1) Our Company in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Opening Date will be one Working Day prior to the Bid/Offer Opening Date.
- (2) Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
- (3) UPI mandate end time and date shall be at 5:00 pm on Bid/Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

*\*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 ₹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 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.*

**The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, or the Promoter Selling Shareholder or the BRLMs.**

**Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working days of Bid/ Offer Closing Date or such period as may be prescribed by SEBI, with reasonable support and co-operation of the Promoter Selling Shareholder, as may be required in respect of its Offered Shares, the timetable may be subject to change due to various factors, such as extension of the Bid/ Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that it shall extend reasonable support and co-operation to the Company and the BRLMs, as may be required in relation to their respective Offered Shares, in accordance with applicable law, to facilitate the completion of listing and commencement of trading of Equity Shares on the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such time as prescribed by SEBI.**

The Offer will be made under UPI Phase III on mandatory basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including the SEBI ICDR Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.**

#### **Submission of Bids (other than Bids from Anchor Investors):**

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) for RILs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and	Only between 10.00 a.m. and up to 4.00 p.m. IST

syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹0.50 million)	
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and NIIs)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate non-retail, non-individual applications where Bid Amount is more than ₹0.50 million)	
<b>Revision/cancellation of Bids</b>	
Upward revision of Bids by QIBs and Non-Institutional Investors categories <sup>#</sup>	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST

*\*UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date*

*#QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.*

**On the Bid/ Offer Closing Date, the Bids shall be uploaded until:**

- (i) 4.00 p.m. IST in case of Bids and the upward revision of Bids by QIBs and Non-Institutional Investors, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids and the revision of Bids by RIIs.

On the Bid/ Offer Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by RIIs, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the registrar and share transfer agents on a daily basis, as per the format prescribed in the SEBI ICDR Master Circular.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

**It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid / Offer Closing Date and in any case no later than 1.00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/ Offer Period and revisions shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Further, as per letter no. list/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price will be at least 105% of the



Floor Price and less than or equal to 120% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

**In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLMs, may for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of price band, the Bid lot shall remain the same.**

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment. The Floor Price shall not be less than the face value of the Equity Shares.

### **Minimum subscription**

The requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI ICDR Regulations. In the event our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including devolvment of Underwriters, our Company shall within sixty (60) days from the date of the Bid/ Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall refund the entire subscription amount received in accordance with applicable law, including the SEBI ICDR Master Circular. If there is a delay beyond two Working days, our Company, every Director of our Company, who is an officer in default shall pay interest at the rate of 15% per annum, in accordance with the SEBI ICDR Master Circular and the SEBI ICDR Regulations.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) within such timeline as prescribed under applicable laws, our Company and the Promoter Selling Shareholder shall be liable to pay interest on the application money in accordance with applicable laws.

### **New financial instruments**

Our Company is not issuing any new financial instruments through this Offer.

### **Arrangements for disposal of odd lots**

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only, and the market lot for our Equity Shares will be one Equity Share.

### **Restrictions, if any, on transfer and transmission of Equity Shares and on their consolidation or splitting**

Except for lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoters' contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 121 and provided under the AoA detailed in "*Main Provisions of Articles of Association*" beginning on page 529, there are no restrictions on transfer and transmission of the Equity Shares, and on their consolidation or splitting.

### **Option to receive Equity Shares in dematerialized form**

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. Bidders will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges. However, they may get the Equity

Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

### **Withdrawal of the Offer**

Our Company in consultation with the BRLMs, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), in case of UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and the BRLMs shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed simultaneously.

Notwithstanding the foregoing, the Offer is also subject to (i) filing of the Prospectus by our Company with the RoC; and (ii) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/Offer Closing Date or such other time period as prescribed under Applicable Law and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. If our Company withdraws the Offer at any stage, including after the Bid/Offer Closing Date and thereafter determines that it will proceed with an issue or offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

## OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹10 each, for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ 30,000.00 million comprising an Offer for Sale by the Promoter Selling Shareholder. The Offer shall constitute [●]% of the post Offer paid-up Equity Share capital of our Company.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulations 6(1) and 31 of the SEBI ICDR Regulations.

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Investors <sup>(1)</sup>	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation <sup>*(2)</sup>	Not more than [●] Equity Shares of face value of ₹ 10 each	Not less than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and RIIs.	Not less than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and NIIs.
Percentage of Offer size available for Allotment/ allocation	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 sub-categories 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 NIIs will be available for allocation.
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) up to 60% of the QIB Portion (of up to [●] Equity Shares of face value of ₹ 10 each) may be allocated on a	The Allotment of Equity Shares to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations. The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size more than ₹0.20 million upto ₹1.00 million; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1.00 million.	Allotment to each RII shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For further details see, “Offer Procedure” beginning on page 507.

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Investors <sup>(1)</sup>	Retail Individual Investors
	discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations.  The allotment to each NII shall not be less than the Minimum NII Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with SEBI ICDR Regulations.	
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter.
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid does not exceed the size of the Offer, excluding the Anchor Portion, subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount does not exceed ₹0.20 million
Mode of Allotment	Compulsory in dematerialized form		
Bid Lot	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter		
Allotment Lot	[●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Share of face value of ₹ 10 each thereafter for QIBs and RIBs. For NIBs allotment shall not be less than the minimum non-institutional application size.		
Trading Lot	One Equity Share of face value of ₹ 10 each		
Who can apply <sup>(3)(5)(6)</sup>	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250.00 million, pension fund with minimum corpus of ₹250.00 million registered with the	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies, and family offices which are re-categorised as Category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the Karta) applying for Equity Shares such that the Bid amount does not exceed ₹0.20 million in value.

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Investors <sup>(1)</sup>	Retail Individual Investors
	Pension Fund Regulatory and Development Authority established under sub- section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs		
Terms of Payment	<b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>  <b>In case of all other Bidders:</b> Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors), or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form		
Mode of Bidding <sup>^</sup>	Through ASBA process only (excluding the UPI Mechanism) (except in case of Anchor Investors)	Through ASBA process only (including the UPI Mechanism for Bids up to ₹0.50 million)	Through ASBA process only (including the UPI Mechanism)

\*Assuming full subscription in the Offer.

<sup>^</sup>Anchor Investors are not permitted to use the ASBA process. Further, pursuant to the SEBI ICDR Master Circular, SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the Anchor Investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and all modes through which the Bid cum Application Forms are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.

- 1) Subject to valid Bids being received at or above the Offer Price. Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than the Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than the Anchor Investors) in proportion to their Bids. For further details, see "Offer Procedure" beginning on page 507. Further, not less than 15% of the Offer shall be available for allocation to NIIs and not less than 35% of the Offer shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. The Equity Shares available for allocation to NIIs under the Non-Institutional Portion, shall be subject to the following: (i) 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 (ii) 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 aforementioned sub-categories may be allocated to Bidders in the other sub-category of NIIs.
- 2) Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations.
- 3) In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.

- 4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-in Date as indicated in the CAN.*
- 5) *Bids by FPIs with certain structures as described under “Offer Procedure - Bids by FPIs” on page 514 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.*
- 6) *Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the members of the Syndicate, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire/ subscribe to our Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill- over from any other category or combination of categories, as applicable, on a proportionate basis at the discretion of our Company in consultation with the BRLMs, and the Designated Stock Exchange, subject to applicable law. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see “*Terms of the Offer*” beginning on page 496.

## OFFER PROCEDURE

*All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of Bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act, relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the prior process and timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective until June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the prior process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with a timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever was later (“UPI Phase II”). Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI has increased the UPI limit from ₹ 0.20 million to ₹ 0.50 million for all the individual investors applying in public issues. All individual Bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Circular”), the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) was made voluntary for public issues opening on or after September 1, 2023, and has been made mandatory for public issues opening on or after December 1, 2023. This Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. The SEBI ICDR Master Circular has consolidated and rescinded the aforementioned circulars, to the extent they relate to the SEBI ICDR Regulations. The SEBI ICDR Master Circular has prescribed certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of the SEBI ICDR Master Circular are deemed to form part of this Draft Red Herring Prospectus. The SEBI RTA Master Circular has consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for the RTAs. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI ICDR Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.*

*SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 (“AV Circular”) has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect*

to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by influencers. Further, investors are advised to rely only on the information contained in the Offer document and Price Band Advertisement for making investment decision.

*In case of 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, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

*Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus. The BRLMs shall be the nodal entity for any issues arising out of public issuance process.*

### **Book Building Procedure**

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation, on a proportionate basis, to QIBs, provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from such them at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors in accordance with the SEBI ICDR Regulations, out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors; and not less than 35% of the Offer shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

**Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020, read with press release dated June 25, 2021 and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.**

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

**Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.**



## Phased implementation of Unified Payments Interface (“UPI”)

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. The SEBI in its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, has reduced the time period for listing of equity shares pursuant to a public issue from six Working Days to three Working Days. The timeline was applicable on a voluntary basis for public issues opening on or after September 1, 2023 and has been made applicable on a mandatory basis for public issues opening on or after December 1, 2023. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase became applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever was later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, prescribed that all individual bidders applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 million and up to ₹500,000 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

**Phase III:** This phase became applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The SEBI ICDR Master Circular, has consolidated and rescinded the aforementioned circulars, including the T+3 Notification, to the extent they relate to the SEBI ICDR Regulations. The Offer shall be undertaken pursuant to the processes and procedures as notified in the SEBI ICDR Master Circular.

The processing fees for applications made by UPI Bidders may be released to the SCSBs only after such banks provide a written confirmation, in a format as prescribed by SEBI, from time to time, including in compliance with the SEBI RTA Master Circular and the SEBI ICDR Master Circular, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

SEBI has set out specific requirements in the SEBI ICDR Master Circular for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI ICDR Master Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank

accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 9, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹200,000 million to ₹500,000 million for UPI based ASBA in initial public offerings.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

### **Electronic registration of Bids**

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm IST on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
- d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges ([www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid/ Offer Opening Date. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI. Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI ICDR Master Circular.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or

CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders).

Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. As specified in the SEBI ICDR Master Circular, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors, i.e. RII, QIB, NII and other reserved categories and also for all modes through which the applications are processed. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIIs and NIIs (other than NIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (iii) QIBs and NIIs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
- (iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked including details as prescribed in the SEBI ICDR Master Circular.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors, each resident in India and Eligible NRIs applying on a non-repatriation basis <sup>(1)</sup>	[●]
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis.	[●]
Anchor Investors <sup>(2)</sup>	[●]

\* Excluding electronic Bid cum Application Forms

Notes:

(1) Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges ([www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

In case of ASBA forms (except ASBA forms submitted by UPI Bidders), the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI

Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity (*i.e.*, the Sponsor Bank(s), NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in the SEBI ICDR Master Circular. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm IST on the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by the UPI Bidders may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws 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 U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A) and referred to in this Draft 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 this Draft Red Herring Prospectus as “QIBs”) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Rule 144A and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S 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.

#### **Participation by Promoter and Promoter Group of the Company, the BRLMs and the Syndicate Members and persons related to Promoter/Promoter Group/the BRLMs**

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account

or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs) or pension funds, with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associate of the BRLMs nor; (ii) any person related to the Promoter or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter or Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoter Selling Shareholder, except to the extent of its Offered Shares, and the other members of the Promoter Group will not participate in the Offer. Further, persons related to our Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion

### **Bids by Mutual Funds**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

### **Bids by Eligible NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorize their respective SCSB or confirm or accept the UPI Mandate Request (in case of RIIs Bidding through the UPI Mechanism) to block their Non- Resident External (“NRE”) accounts (including UPI ID, if activated), or FCNR Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non- Resident Ordinary (“NRO”) accounts or confirm or accept the UPI mandate request (in case of UPI Bidders) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see “**Restrictions on Foreign Ownership of Indian Securities**” beginning on page 527.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

### **Bids by HUFs**

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

### **Bids by FPIs**

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA NDI Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%).

In terms of the FEMA NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilize the multi-investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

- (a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of the SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as “**MIM Structure**”), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilize the MIM Structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

#### **Bids under Power of Attorney**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the BRLMs, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

### **Bids by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee company directly or through investment in the units of other AIF. A Category III AIFs cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Promoter Selling Shareholder, severally and not jointly, and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA NDI Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

### **Bids by limited liability partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

### **Bids by banking companies**

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

### **Bids by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI ICDR Master Circular. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used



solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **Bids by Insurance Companies**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, as amended (“**IRDAI Investment Regulations**”), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates.

Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **Bids by Provident Funds/Pension Funds**

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

### **Bids by NBFC-SIs**

In case of Bids made by NBFC-SIs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the NBFC-SIs, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

### **Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.
5. Our Company, in consultation with the BRLMs, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every

- additional ₹ 2,500 million, subject to minimum allotment of ₹ 50 million per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.
  7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
  8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, *i.e.*, the Anchor Investor Offer Price.
  9. 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.
  10. Neither the (a) Book Running Lead Managers (s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or AIFs sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) or pension funds, with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associate of the Book Running Lead Managers nor (b) the Promoter, Promoter Group or any person related to the Promoter or members of the Promoter Group shall apply under the Anchor Investors category.
  11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

**The information set out above is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder, severally and not jointly and the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus and the Prospectus.**

#### **Information for Bidders**

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholder and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring

Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

### General Instructions

QIBs and Non-Institutional Investors are not allowed to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIIs can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date.

#### Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (*i.e.*, bank account number) in the Bid cum Application Form if you are not an UPI Bidder in the Bid cum Application Form and if you are an UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;
7. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs;
8. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
9. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);
10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
11. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
12. The ASBA bidders shall ensure that bids above ₹ 500,000, are uploaded only by the SCSBs;
13. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
14. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
15. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;
16. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
17. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
18. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, ensure that you authorise the UPI

- Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
19. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
  20. Ensure that the Demographic Details are updated, true and correct in all respects;
  21. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
  22. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
  23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
  24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
  25. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder’s ASBA Account;
  26. Since the Allotment will be in demat form only, ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
  27. RIIs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIIs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the RII’s ASBA Account;
  28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. IST on the Bid/ Offer Closing Date;
  29. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;
  30. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
  31. Bids by Eligible NRIs for a Bid Amount of less than ₹200,000 would be considered under the retail portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the non-institutional portion for allocation in the Offer;
  32. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form;
  33. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in));

34. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIIs, once the Sponsor Bank(s) issues the Mandate Request, the RIIs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner; and
35. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
3. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
5. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
12. In case of ASBA Bidders, do not submit more than one ASBA Form from an ASBA Account;
13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI linked bank account where funds for making the Bid are available;
14. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;
15. Anchor Investors should not Bid through the ASBA process;
16. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
17. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
18. Do not submit the General Index Register (GIR) number instead of the PAN;
19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
20. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
21. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
22. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
23. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
24. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
25. Do not Bid for Equity Shares more than what is specified for each category;
26. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date (for online

- applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);
27. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
  28. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investors. RIIs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;
  29. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;
  30. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;
  31. Do not Bid if you are an OCB;
  32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;
  33. Do not submit the Bid cum Application Forms to any non-SCSB bank;
  34. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);
  35. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors);
  36. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders; and
  37. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the BRLMs pursuant to the SEBI ICDR Master Circular, see “**General Information – Book Running Lead Managers**” on page 113.

### **Grounds for technical rejection**

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

- (a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- (b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
- (c) Bids submitted on a plain paper;
- (d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
- (e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));
- (f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;
- (g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
- (h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
- (i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
- (j) Bids submitted without the signature of the First Bidder or Sole Bidder;
- (k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- (l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
- (m) GIR number furnished instead of PAN;
- (n) Bids by RIIs with Bid Amount of a value of more than ₹200,000;
- (o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

- (p) Bids accompanied by stock invest, money order, postal order, or cash; and
- (q) Bids uploaded by QIBs and by Non-Institutional Investors after 4.00 pm on the Bid/Offer Closing Date and Bids by RIIs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIIs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post -Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see “**General Information**” and “**Our Management**” beginning on pages 111 and 295, respectively.

In case of 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, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular read with SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Designated Stock Exchange, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to Bidders other than to the RIIs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

The Allotment of Equity Shares to each RII shall not be less than the minimum Bid lot, subject to the availability of shares in RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

#### **Payment into Anchor Investor Escrow Accounts**

Our Company, in consultation with the BRLMs, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT)

to the Escrow Accounts. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”
- (b) In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder, the Syndicate, the Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

### **Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, and [●] edition of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, India, where our Registered Office is located).

In the pre-Offer advertisement, we shall state the floor price or the price band at least two working days before the opening of the Offer. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations, in the same newspapers in which the public announcement under sub-regulation (2) of Regulation 26 was published.

### **Allotment advertisement**

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper, and [●] edition of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, India, where our Registered Office is located).

The allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

**The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Promoter Selling Shareholder, severally and not jointly and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.**

### **Signing of the Underwriting Agreement and Filing with the RoC**

- (a) Our Company, the Promoter Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Prospectus.
- (b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

### **Depository Arrangements**

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see “*Terms of the Offer*” beginning on page 496.



## **Undertakings by our Company**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges shall be taken within such time period as prescribed under applicable law;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed in this Draft Red Herring Prospectus shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- the Promoter's contribution shall be brought in advance before the Bid/ Offer Opening Date; and
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
- that if the Offer is withdrawn including after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI; and
- There shall be no further issue or offer of securities of our Company, whether by way of a bonus issue, preferential allotment, rights issue or in any other manner, during the period commencing from the date of filing this Draft Red Herring Prospectus with the SEBI until the Equity Shares proposed to be transferred pursuant to the Offer have been listed and have commenced trading or until the Bid monies are refunded on account of, *inter alia*, failure to obtain listing approvals in relation to the Offer.

## **Undertakings by the Promoter Selling Shareholder**

The Promoter Selling Shareholder undertakes that:

- its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- it shall provide reasonable cooperation to our Company in relation to the Offered Shares for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges;
- that it shall provide such reasonable assistance to our Company in redressal of such investor grievances that pertain to the Offered Shares;
- it shall deposit the Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;
- it is the legal and beneficial owner of the Offered Shares and such Offered Shares shall be transferred in the Offer free from lien, charge and encumbrance; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought has been received.

## **Utilisation of Offer Proceeds**

Our Company and the Promoter Selling Shareholder, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

## Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act which is reproduced below:

*“Any person who –*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or 1% of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment.

The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India (“**DPIIT**”) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the “**FDI Policy**”), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

On October 17, 2019, the Ministry of Finance, Department of Economic Affairs, had notified the FEMA rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA rules. Further in terms of Press Note 3 of 2020, dated April 17, 2020 (“**Press Note**”), issued by the DPIIT, the FDI Policy and the FEMA NDI Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 vide notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares, as applicable. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

In accordance with the FEMA NDI Rules and FDI Policy read with Press Note, 100% foreign direct investment is permitted under the automatic route for companies in the “manufacturing” sector. Further, transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “**Offer Procedure – Bids by Eligible NRIs**” and “**Offer Procedure – Bids by FPIs**” on pages 513 and 514, respectively.

In accordance with the existing policy of the Government of India, OCBs cannot participate in this Offer.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws 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 U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in and in reliance on Rule 144A) and referred to in this Draft 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 this Draft Red Herring Prospectus as “QIBs” in transactions exempt from or not subject to the registration**

**requirements of the U.S. Securities Act and in reliance on Rule 144A and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S 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.**

**The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Offer and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.**

## SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

*Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The Articles of Association of our Company are detailed below. No material clause of the Articles of Association having bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted. As on the date of this Draft Red Herring Prospectus, the provisions of the Articles of Association of our Company are in compliance with the Companies Act.*

### THE COMPANIES ACT, 2013

### COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION

### OF

### TENNECO CLEAN AIR INDIA LIMITED

This set of Articles of Association of the Company has been approved pursuant to the provisions of the Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of Tenneco Clean Air India Limited (the “**Company**”) held on February 21, 2025. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles of association.

#### PRELIMINARY

- |    |   |  |
|----|---|--|
| 1. | The regulations contained in Table F of Schedule I of the Companies Act, 2013 shall apply to the Company so far as they are not inconsistent with or repugnant to any of the regulations contained in these Articles. | Table F regulations to apply to the extent they are not inconsistent with the Articles |
|----|---|--|

#### INTERPRETATION

- |    |  |   |
|----|--|---|
| 2. | In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context hereof:   | Interpretation Clause                     |
|    | “ <b>Act</b> ” means the Companies Act, 2013, to the extent notified, as amended from time to time and includes any re-enactment thereof, with all schedules and tables thereunder, as notified, with effect from the date of such notification in the official Gazette of India including all the rules, notifications, clarifications, orders and circulars issued thereunder. | “Act”                                     |
|    | “ <b>Alter</b> ” and “ <b>Alteration</b> ” shall include the making of additions, omission, insertion, deletion and substitutions.   | “Alter”                                   |
|    | “ <b>Annual General Meeting</b> ” means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Act.  | “Annual General Meeting”                  |
|    | “ <b>Articles</b> ”, means these Articles of Association as originally framed or altered from time to time and includes the memorandum where the context so requires.  | “Articles” or “Articles” of “Association” |
|    | “ <b>Board</b> ” or “ <b>Board of Directors</b> ” or “ <b>The Board</b> ” or “ <b>The Board of Directors</b> ” means the board of directors of the Company in office at applicable times.  | “Board” or “Board of Directors”           |

<b>“Beneficial Owner”</b> means a Person whose name is recorded as such with a Depository.	<b>“Beneficial Owner”</b>
<b>“Bye Laws”</b> means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996.	<b>“Bye-Laws”</b>
<b>“Company”</b> or <b>“This Company”</b> means <b>Tenneco Clean Air India Limited</b> , a company incorporated under the laws of India.	<b>“Company”</b>
<b>“Company Secretary”</b> or <b>“Secretary”</b> means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under the Act and these Articles.	<b>“Secretary”</b>
<b>“Debenture”</b> includes debenture stock, bonds or any other instrument of the Company evidencing a debt, whether constituting a charge on the assets of the Company or not.	<b>“Debenture”</b>
<b>“Depositories Act”</b> means the Depository Act, 1996 (22 of 1996) including any statutory modification or re-enactment thereof including all the rules, notifications, circulars issued thereof for the time being in force.	<b>“Depositories Act”</b>
<b>“Depository”</b> means a depository as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996.	<b>“Depository”</b>
<b>“Director”</b> means a director appointed to the Board of the Company in accordance with these Articles, including any independent director, additional director, nominee director and/or alternate director, appointed in accordance with these Articles.	<b>“Director”</b>
<b>“Dividend”</b> includes interim Dividend.	<b>“Dividend”</b>
<b>“Document”</b> includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.	<b>“Document”</b>
<b>“Employees’ Stock Option Plan”</b> means the employee stock option plan as formulated and approved by the Board of Directors and shareholders of the Company, applicable inter alia to the employees, the Directors of the Company and its subsidiary companies.	<b>“Employees’ stock option”</b>
<b>“Equity Shares”</b> means the equity shares of INR 10/-each, in the issued, subscribed and paid up equity share capital of the Company.	<b>“Equity Shares”</b>
<b>“Extra Ordinary General Meeting”</b> means an extra ordinary general meeting of the Members duly called and constituted in terms of these Articles and the Act, and any adjournments thereof.	<b>“Extra Ordinary General Meeting”</b>
<b>“Key Managerial Personnel”</b> , in relation to the Company, means—	<b>“Key Managerial Personnel”</b>
<ul style="list-style-type: none"> <li>(i) the chief executive officer or the managing director or the manager;</li> <li>(ii) the company secretary;</li> <li>(iii) the whole-time director;</li> <li>(iv) the chief financial officer;</li> <li>(v) such other officer, not more than one level below the Board of Directors who is in whole-time employment, designated as key managerial personnel by the Board; and</li> <li>(vi) such other officer as may be prescribed under the Act</li> </ul>	

<b>“Meeting”</b> or <b>“General Meeting”</b> means a meeting of Members including Annual General Meeting and Extra Ordinary General Meeting.	<b>“Meeting or General Meeting”</b>
<b>“Member”</b> , in relation to the Company, means—	<b>“Member”</b>
(i) the subscriber to the Memorandum of Association of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as a member in its Register of Members;	
(ii) every other person who agrees in writing to become a member of the Company and whose name is entered in the Register of Members of the Company;	
(iii) every person holding Shares of the Company and whose name is entered as a Beneficial Owner in the records of the Depository.	
<b>“Memorandum of Association”</b> means the memorandum of association of the Company (as amended, substituted, replaced from time to time).	<b>“Memorandum of Association”</b>
<b>“Month”</b> means a period of thirty days and a <b>“Calendar month”</b> means an English Calendar Month.	<b>“Month” and “Calendar Month”</b>
<b>“Officer who is in default”</b> shall have the same meaning as specified under Section 2 (60) of the Act.	<b>“officer who is in default”</b>
<b>“Ordinary Resolution”</b> and <b>“Special Resolution”</b> shall have the same meaning as specified under Section 114 of the Act.	<b>“Ordinary Resolution” and “Special Resolution”</b>
<b>“Person”</b> includes an individual, an association of persons or body of individual, whether incorporated or not and a firm.	<b>“Person”</b>
<b>“Register and Index of beneficial owners”</b> maintained by a depository under Section 11 of the Depositories Act shall be deemed to be the Register and Index of Members for the purpose of the Act and these Articles.	<b>“Register and Index of beneficial owners”</b>
<b>“Register of Members”</b> means the Register of Member to be kept in pursuance to the provisions of the Act.	<b>“Register of the Members”</b>
<b>“Registered Office”</b> means the registered office of the Company for the time being.	<b>“Registered Office”</b>
<b>“SEBI”</b> means the, Securities and Exchange Board of India.	<b>“SEBI”</b>
<b>“SEBI LODR Regulations”</b> means the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.	<b>“SEBI LODR Regulations”</b>
<b>“Security(ies)”</b> means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.	<b>“Security”</b>
<b>“Shares”</b> means the shares of the Company issued from time to time and carrying the rights as set out in these Articles including preference shares and the Equity Shares.	<b>“Shares”</b>
<b>“The Registrar”</b> means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situate.	<b>“Registrar”</b>
Words importing the masculine gender include the feminine gender.	<b>“Gender”</b>

	Words importing the singular number include the plural number.	“Singular number”
	Subject as aforesaid, any words and expressions defined in the Act as modified up to the date on which these Articles become binding on the Company shall, except where the subject or context otherwise requires, bear the same meaning in these Articles.	“Words and Expressions defined in the Companies Act”
	Word and concepts not defined in these articles shall have the same meaning as defined under Section 2 of the Act and Rules made there under.	“Word to have same meaning as under the Act and Rules”
	“Writing” shall include printing and lithography and any other mode or modes representing or reproducing words in a visible form.	“Writing”
	"Year" means the calendar year and "Financial Year", the period starting from 1 <sup>st</sup> day of April and ending on the 31 <sup>st</sup> day of March every year in relation to the Company means.	“Year” and “Financial year”
3.	The marginal notes hereto shall have no effect on the construction hereof.	“Marginal Notes”
<b>SHARE CAPITAL</b>		
4.	The authorized share capital of the Company shall be such amount and be divided into such class(es), denomination(s) and number of Shares as may, from time to time, be provided in Clause V of the Memorandum of Association, each Share with rights, privileges and conditions attached thereto as are provided by these Articles for the time being, and with the power to increase, consolidate, divide, sub-divide, cancel and reduce the share capital of the Company and to convert Shares into stocks and re-convert that and to divide the Shares for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with these Articles and to vary, modify, amalgamate or abrogate any such rights, privileges in such manner as may for the time being be provided in these Articles. A common form of transfer shall be used in case of transfer of shares. The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:	Share Capital
	(a) Equity share capital:	
	(i) with voting rights; and/or	
	(ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and	
	(b) Preference share capital.	
5.	Subject to the provisions of the Act and these Articles, the Shares shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.	Shares under control of Board of Directors.



6.	In addition to, and without derogating from the power for that purpose conferred on the Board of Directors under these Articles, the Company in a General Meeting may, subject to the compliance of Sections 42 and 62 of the Act as the case may be and Rules notified thereunder, determine to issue further Shares out of the authorized but unissued share capital of the Company and may determine if any Shares shall be offered to such Persons (whether Members or holders of Debentures of the Company or not) in such proportions and on such terms and conditions and either at a premium or at par, as such General Meeting shall determine and with full power to give any Person (whether a Member or holder of Debentures of the Company or not) an option to be exercisable at such times and for such consideration as may be directed by such General Meeting and subject to such other provisions whatsoever as the case may be, stipulated by the General Meeting, for the issue, allotment or disposal of any Share.	Power of General Meeting to offer Shares to such Persons as the Company may resolve.
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may allot and issue Shares in payment/ part-payment/ part-repayment for any property or assets of any kind whatsoever (including the good-will of any business) sold or transferred or goods or machinery or know-how supplied or for services rendered to the Company either for the formation or promotion of the Company or the conduct of its business and any Shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than for cash and if so issued shall be deemed to be fully paid up or partly paid up Shares as aforesaid. The Board of Directors shall cause returns to be filed of any such allotment as may be required under the provisions of the Act.	Directors may allot Shares as fully paid up
8.	The Company be and is hereby empowered to issue Shares under the Employee Stock Option Plan, subject to the provisions Section 62(iii)(b) of the Act and Rules issued thereunder, guidelines and regulations issued by SEBI and other laws as applicable.	Employee Stock Options
9.	The Shares shall be numbered progressively according to their several denominations.	Shares to be numbered progressively
10.	The money (if any) which the Board of Directors shall, on the allotment of any Shares being made by them, require or direct to be paid by way of deposits, call or otherwise in respect of any Shares allotted by them, immediately on the insertion of the name of the allottee in the Register of Members as the holder of such shares, shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by such allottee accordingly.	Deposit and calls etc. /to be a debt payable immediately.
11.	If by the conditions of allotment of any Share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall when due, be paid to the Company from time to time by the Person who for the time being shall be the registered holder of the Share or his legal representative.	Installments on shares to be duly paid
12.	Except when required by law or ordered by a court of competent jurisdiction, the Company shall not be bound to recognize any person as holding any share upon any trust and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) an equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these Articles or as ordered by a court of competent jurisdiction or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	Company not bound to recognize any interest in shares other than that of the registered holder.
13.	None of the funds of the Company shall be applied in the purchase of any Shares of the Company itself and not give any financial assistance for or in connection with the purchase or subscription of any Shares in the Company or in its holding company save as provided by provisions of the Act.	Funds of Company shall not be applied in purchase of

#### 14. **FURTHER ISSUE OF SHARES**

- (1) Where at any time, it is proposed to increase the subscribed Share Capital of the Company by the issue of further Shares, such Shares shall be offered,
  - (a) to the persons who, on the date specified under applicable law, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:
    - (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not less than fifteen (15) days or such lesser number of days as may be prescribed and not exceeding thirty (30) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
    - (ii) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) hereof shall contain a statement of this right;
    - (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to shareholders and the Company.
  - (b) to employees under a scheme of employees' stock option, subject to special resolution passed by the shareholders of the Company and subject to such conditions as prescribed in the Act; or
  - (c) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with Section 42 & Section 62 the Companies Act, 2013 and the Rules.
- (2) The notice referred to in sub-clause (i) of clause (a) of sub-clause (1) shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing Shareholders at least 3 (three) days before the opening of the issue or such other period prescribed under applicable law.
- (3) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company. Provided that the terms of issue of such debentures or the terms of such loans containing such option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in a general meeting.
- (4) Notwithstanding anything contained in sub-clause (3) above, where any debentures have been issued or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion. Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order,

appeal to the Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

- (5) In determining the terms and conditions of conversion under sub-clause (4), the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.
- (6) Where the Government has, by an order made under sub-clause (4), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under sub-clause (4) or where such appeal has been dismissed, the Memorandum of Association of the Company shall, where such order has the effect of increasing the authorized Share Capital of the Company, be altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

## **UNDERWRITING AND BROKERAGE**

- 15. The Company may, subject to the applicable provisions of the Act, at any time pay a commission to any Person in consideration of his/her subscribing or agreeing to subscribe or such Person procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any Shares or Debentures of the Company, but the rate of such commission shall not exceed the permissible rates under the provisions of the Act and be subject to the conditions prescribed under sub-section (6) of section 40 of the Act and the rules made thereunder. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or Debentures or partly in the one way and partly in the other. The Company may also on any issue of Shares or Debentures, pay such brokerage as may be lawful.
- Commission for placing shares, debentures, etc.

## **LIEN**

- 16. (i) The Company shall have a first and paramount lien—
  - (a) on every share (not being a fully paid Share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all Shares (not being fully paid Shares) standing registered in the name of a single person, for all monies presently payable by him/her or his/her estate to the Company:

Provided that the Board of Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article.

Provided further that fully paid up Shares shall be free from all lien.
- (ii) The Company's lien, if any, on a Share shall extend to all dividends payable and bonuses declared from time to time in respect of such Shares.

Lien

The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen (14) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.

Enforcement of  
lien by sale.

17. (i) For the purpose of enforcing the aforesaid lien on the partly paid-up shares, the Board of Directors may sell the Shares, subject to the terms hereof, in such manner as they shall think fit. However, no sale shall be consummated, unless the sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such Member, his executors or administrators or his committee, or other legal representatives as the case may be, and a default shall have been made by him or them in the payment of such sums payable as aforesaid, for a period of seven (7) days from the date of notice.

- (iii) To give effect to any such sale, the Board may authorize any person to transfer the Shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the Shares comprised in any such transfer. Upon any such sale as aforesaid, the certificates in respect of the Shares sold, shall stand cancelled and become null and void and of no effect and the Board of Directors shall be entitled to issue a new certificate or certificates in lieu of the sale to the purchaser or purchasers concerned.

Application of  
proceeds of sale.

18. The net proceeds of any such sale, after payment of the costs of such sale, shall be applied in or towards the satisfaction of the debts, liabilities or engagements of the defaulting Member and the residue, (if any) shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to such Member or the person (if any) entitled by transmission to the Shares so sold.

#### ISSUE OF CERTIFICATES

19. (i) Every Person whose name is entered as a Member in the Register of Members shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so determine) to several certificates, each for one or more of such shares and shall receive such certificate(s) within two (2) months from the date of allotment or within one (1) month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be.
- (ii) Every certificate shall be under the seal of the company and shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary, wherever the Company has appointed a Company Secretary.
- (iii) In respect of any Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders.

Share  
Certificates.

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| 20. | The Board of Directors may in their absolute discretion allow or refuse sub-division of Share/Debenture certificate where such sub-division will result in the issue of certificate for number of Shares and/or Debentures which is less than the marketable lot, unless the sub-division is required to be made to comply with a statutory provision or an order of a competent court of law.   | Right to refuse to issue share/debenture Certificate not in consonance with marketable lot. |
| 21. | <p>(i) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub- division or consolidation of Shares, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees twenty for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares.</p> <p>(a) When a new share certificate has been issued in pursuance of sub clause (a) of this Article 21 (i), it shall state on the face of it and against the stub or counterfoil to the effect that it is "Issued in lieu of Share Certificate No. ____". The word "Duplicate" shall be stamped or punched in bold letters across the face of the share certificate.</p> <p>(b) Where a new share certificate has been issued in pursuance of this Article 21 (i), particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificate indicating against the names of the persons to whom the certificate is issued the number and date of issue of the share certificate in lieu of which the new share certificate is issued, and the necessary, changes indicated in the Register of Members by suitable cross reference in the "Remarks" column.</p> <p>(c) All blank forms to be issued for share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank form shall be consecutively machine numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other person as the Board may appoint for the purpose, and the Secretary or other persons aforesaid shall be responsible for rendering an account of these forms to the Board.</p> <p>(d) Managing Director of the Company, if the Company has no Managing Director, every Director of the Company shall be responsible for the maintenance, preservation, and the safe custody of all books and documents, relating to the issue of share certificates except the blank forms of share certificates referred to in sub clause (d) of this Article 21 (i).</p> <p>(e) All the books and documents referred to in this Article 21 shall be preserved in good order permanently.</p> | <p>As to issue of new Certificate in place of those defaced lost or destroyed.</p>          |

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts

(Regulation) Act, 1956, as amended or any other act or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to issue of certificates for any other Securities, including Debentures, of the Company.

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| 22. | Every endorsement upon a share certificate in favour of any transferee thereof shall be signed by such person for the time being authorized by the Board of Directors in that behalf.  | Endorsement of Certificate.     |
| 23. | The Board shall comply with requirements of Section 46 and rules notified under the Act relating to the issue and execution of share certificates. The provisions of these Articles shall mutatis mutandis apply to Debentures of the Company. | Directors to comply with rules. |

### **CALLS**

24. The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call. Further, provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

25. Each Member shall, subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his/her Shares.
26. A call may be revoked or postponed at the discretion of the Board.
27. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
28. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.
29. (i) If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof, to the time of actual payment at such rate, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
30. (i) Any sum which by the terms of issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

31. The Board may, if it thinks fit, subject to the provisions of Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the monies due upon the Shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate, as may be agreed upon between the Board and the Member paying the sum in advance. Provided that money paid in advance of calls on any Share may carry interest but shall not confer a right to dividend or to participate in profits. The Board may at any time repay the amount so advanced. The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.
- Payment in anticipation of call may carry interest.

The provisions of these Articles shall mutatis mutandis apply to any calls on Debentures of the Company.

Where any calls for further share capital are made on the shares of a class, such calls shall be made on a uniform basis on all shares falling under that class. For the purposes of this Article, shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

#### FORFEITURE AND SURRENDER

32. If any Member fails to pay the whole or any part of any call or installment, any money due in respect of any Shares either by way of principal or interest, on or before the day appointed for the payment of the same, the Board of Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other money as aforesaid remain unpaid, or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the Shares by transmission, requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.
- If call or installment not paid notice may be given.
33. The notice aforesaid shall—
- Terms of notice.
- (a) name a further day (not being earlier than the expiry of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made shall be liable to be forfeited.
34. If the requirements of any such notice as aforesaid shall not be complied with, any of the Shares in respect of which such notice has been given, may, at any time thereafter but before payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- Shares to be forfeited in default of payment.
35. When any Shares shall have been so forfeited, an entry of the forfeiture, with the date thereof, shall be made in the Register of Members and notice of the forfeiture shall be given to the Member in whose name they stood immediately prior to the forfeiture, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any entry as aforesaid.
- Entry of forfeiture in register of Members.
36. Any Share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.
- Forfeited Shares to be property of the Company

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|     |  | and may be sold etc.<br>Board may annul forfeiture                                   |
| 37. | The Board of Directors may, at any time before any Shares so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.  |  |
| 38. | Any person whose Shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest, expenses and other moneys owing upon or in respect of such Shares, at the time of the forfeiture together with interest thereon from the time of the forfeiture until actual payment, at such rates as the Board of Directors may determine. The Board of Directors may, and shall be under no obligation to do so, enforce the whole or a portion of the payment, as if it were a new call made at the date of the forfeiture.  | Share holder still liable to pay money owing at the time of forfeiture and interest. |
| 39. | The forfeiture of a Share shall involve the extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company in respect of the Shares forfeited and all other rights incidental to such Shares, except those rights as are expressly saved by these Articles.  | Effect of forfeiture.  |
| 40. | The Board of Directors may, subject to the provisions of the Act, accept the surrender of any Shares from or by any Member desirous of surrendering them, on such terms as they think fit.   | Surrender of shares  |
| 41. | A duly verified declaration in writing that the declarant is a Director, a manager or the secretary of the Company and that a Share in the Company has been duly forfeited on a date stated in such declaration, shall be conclusive evidence of the facts stated therein, as against all persons claiming to be entitled to the Share.  | Verification of forfeiture.  |
| 42. | Upon any sale after forfeiture or for enforcing a lien in the exercise of the powers herein before given, the Board may appoint a person to execute an instrument of transfer of the Share sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares so sold, and the Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposition thereof and the person to whom such Shares are sold, re-allotted or disposed off, may be registered as the holder of the Share and he shall not be bound to see to the application of the consideration/purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Share, and after his name has been entered in the Register of Members in respect of such sold Shares, the validity of the sale shall not be impeached by any person. | Title of purchase of forfeited share of shares sold in exercise of lien.             |
| 43. | Upon any sale, re-allotment or other disposal of the Shares, under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant Shares shall (unless the same shall, on demand by the Company, have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Board of Directors shall be entitled to issue a new certificates in respect of the said Shares to the person or persons entitled thereto.  | Cancellation of shares certificate in respect of forfeited shares.                   |

#### **TRANSFER AND TRANSMISSION OF SHARES**

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| 44. | The instrument of transfer of any Shares shall be in in writing, and all provisions of Section 56 of the Act and statutory modification thereof for the time being in force shall be duly complied with, in respect of all transfers of Shares and the registrations thereof. | Form of Transfer.            |
| 45. | Every such instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee and the transferor shall be   | Instrument of transfer to be |



deemed to remain the holder of such Share until the name of the transferee is entered in the Register of Members in respect thereof.

executed by the transferor and transferee.

46. The Company shall not register a transfer of Shares in the Company unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company, within a period of sixty (60) days from the date of execution of such instrument, along with the certificate relating to the Shares, unless no such share certificate is in existence along with the letter of allotment of the Shares, in which case, an application in writing may be made to the Company by the transferee and bearing the stamp required for an instrument of transfer, such that it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee, has been lost. The Company may register the transfer on such terms as the Board may think fit provided further that nothing in these Articles shall prejudice the power of the Company to register as shareholder any person to whom the right to any Shares in the Company has been transmitted by operation of law.

Transfer not to be registered except on production of instrument of transfer.

47. Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, at its absolute and uncontrolled discretion, and by giving reasons, refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in the Company.

Directors may refuse to register transfer or transmission

The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

PROVIDED THAT the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. On giving not less than seven days' previous notice in accordance with section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

The Board may decline to recognize any instrument of transfer or transmission unless—

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Act;
- (b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of Shares.

48. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.

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| 49. | If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transferor intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor to the person giving intimation of transmission, as the case may be, and thereupon the provisions of the Act shall apply.   | Notice of refusal to be given to transferor and transferee. |
| 50. | A transfer of a share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member, be a valid as if he had been a Member at the time of the execution of the instrument of transfer.  | Transfer by legal representative.                           |
| 51. | The instrument of transfer after registration shall be retained by the Company and shall remain in its custody. All instruments of transfer which the Board of Directors may decline to register shall, on demand, be returned to the person depositing the same. The Board of Directors may cause to be destroyed, all transfer deeds lying with the Company for a period of ten (10) years or more.   | Custody of instrument of transfer.                          |
| 52. | The Board of Directors shall have the power, subject to provision of a prior notice by advertisement to its Members, as required under the provisions of the Act, to close the transfer books of the Company, the Register of Members or the Register of Debenture holders at such time or times and for such period or periods as may be permissible, not exceeding thirty (30) days at a time.  | Closure of transfer books.                                  |
| 53. | The executors or administrators or a holder of a succession certificate in respect of the estate of a deceased Member, not being one of two or more joint holders shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such deceased Member and the Company shall not be bound to recognize such executors or administrators unless such executors or administrators shall have first obtained Probate or Letters of Administration as the case may be, from a duly constituted court in India, provided that in any case, where the Board of Directors in their absolute discretion think fit, they may dispense with the production of Probate or Letters of Administration or succession certificate, and under the provisions of Article 55 hereto, register the name of any person who claims to be absolutely entitled to the Shares standing in the name of a deceased Member, as a Member. | Title of Shares of deceased holder.                         |
| 54. | Subject to the provisions of Article 55 hereof, any person becoming entitled to a Share in consequence of the death, lunacy or insolvency of any Member, upon producing proper evidence of the grant of Probate or Letters of Administrations or Succession Certificate or such other evidence that he sustains the character in respect of which he purports to act under this Article or of his title to the shares as the Board thinks sufficient may with the consent of the Board (which it shall not be under any obligation to give), be registered as a Member in respect of such Shares, or may, subject to the provisions of these Articles as to transfer hereinbefore contained, transfer such shares. This clause is herein referred to as the transmission clause.  | Transmission clause   |
| 55. | Subject to the provisions of the Act and these Articles, the Board of Directors shall have the same right to refuse to register any such transmission until the same has been so verified or until or unless an indemnity be given to the Company with regard to such registration which the Board of Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Board of Directors to accept any such indemnity.  | Refusal to register in case of transmission.                |

## NOMINATION OF SHARES

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| 56. | <ul style="list-style-type: none"> <li>i) Notwithstanding anything contained hereinabove, every shareholder of the Company may at any time, nominate, in the prescribed manner, a person to whom his shares in the Company shall vest in the event of his death.</li> </ul>  | Nomination of Shares.                |
|     | <ul style="list-style-type: none"> <li>ii) Where the shares in the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares in the company, shall vest in the event of death of all the joint-holders.</li> </ul>  | Nomination in case of Joint Holders. |
|     | <ul style="list-style-type: none"> <li>iii) Notwithstanding anything contained in any other law for the time being in force or in any deposition, whether testamentary or otherwise, in respect of such shares in the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in the Company, the nominee shall, on the death of the shareholder or as the case may be, on the death of the joint holders become entitled to all the rights in such shares, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.</li> </ul> |                                      |
|     | <ul style="list-style-type: none"> <li>iv) Where the nominee is a minor, it shall be lawful for the holder of the shares, to make the nomination to appoint in the prescribed manner, any person to become entitled to shares in the Company, in the event of his death, during the minority.</li> </ul>   |                                      |

#### TRANSMISSION OF SHARES BY NOMINEE

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| 57. | <ul style="list-style-type: none"> <li>i) A nominee, upon production of such evidence as may be required by the Board, and subject to the provisions hereinafter provided, elect either: <ul style="list-style-type: none"> <li>(a) himself/herself to be registered as holder of the Share; or</li> <li>(b) to make a transfer of the Share or Debenture, as the deceased shareholder or debenture holder, as the case may be, could have made.</li> </ul> </li> <li>ii) If the nominee elects to be registered as holder of the Share himself/herself, as the case may be, he/she shall deliver or send to the Company, a notice in writing signed by him/her stating that he/she so elects and such notice shall be accompanied with the death certificate of the deceased shareholder.</li> <li>iii) A nominee, upon becoming entitled to a Share/ Debenture by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he/she would be entitled to, if he/she were the original registered holder of the Share/ Debenture, except that he/she shall not, before being registered as a Member in respect of his Share or Debenture, be entitled in respect of such Share/ Debenture, to exercise any right conferred by Membership in relation to meetings of the Company.</li> </ul> |  |
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Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself/herself or to transfer the Share and if the notice is not complied with by such nominee within ninety (90) days from the date of notice, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of such Share/Debenture, until the requirements of the notice have been complied with.

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| 58. | A person entitled to a Share by transmission shall subject to the right of the Board of Directors to retain such dividends or monies as hereinafter provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share. | Persons entitled may receive dividend without being |
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| 59. | Every transmission of a Share shall be verified in such manner as the Board of Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Board of Directors at their discretion shall consider sufficient provided nevertheless that there shall not be any obligation on the Company or the Board of Directors to accept any indemnity.   | registered as Member.<br>Board may require evidence of transmission.               |
| 60. | The Company shall not charge any fee for registration of transfer or transmission in respect of Share or Debentures of the Company.  | No fee on transfer or transmission   |
| 61. | The Company shall incur no liability or responsibility whatsoever in consequence of their registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right title or interest (to or in such Shares), notwithstanding that the Company may have received a notice prohibiting registration of such transfer and may have entered such notice as referred thereto in any book of the Company, and save as provided by Section 89 of the Act, the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest of any person, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Board of Directors so think fit. | Company not liable for disregard of a notice prohibiting registration of transfer. |
| 62. | The Company shall keep a book called the "Register of Transfer" and therein shall be fairly and distinctly entered, the particulars of every transfer and transmission of any Share in the Company.  | Register of transfers.   |
| 63. | The Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any shares or other securities or whose name appears as the Beneficial owner of shares or other securities in the records of Depository, as the absolute owner thereof.   |  |

#### DEMATERIALIZATION OF SECURITIES

64. (a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its Securities and to offer and deal in Securities in a dematerialized form pursuant to the provisions of the Act, the Depositories Act and the rules framed thereunder.
- (b) **Securities in depositories to be in fungible form:**
- (i) All Securities held by a Depository shall be dematerialized and shall be in fungible form.
- (ii) Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.
- (c) **Section 45 of the Act not to apply:** Nothing contained in the Act or these Articles regarding the necessity of having distinctive number for Securities issued by the Company shall apply to securities held in a depository.
65. **Option to receive Security certificates or hold Securities with depository:**

- (a) Every person subscribing to Securities offered by the Company shall have the option to receive and/or deal-in the security certificates or hold Securities with a Depository.
- (b) Where a person opts to hold a Security with a Depository the Company shall intimate such Depository the details of allotment of the Security and on receipt of such information the Depository shall enter in its record the name of the allottees as the Beneficial Owner of such Security(ies).

**(c) Register and Index of beneficial owners**

- (i) The Company shall cause to be kept a register and index of members with details of securities held in dematerialised forms in any media as may be permitted by law including any form of electronic media. The Company shall be entitled to keep in any country outside India a branch Register and Index of beneficial owners residing outside India.
- (ii) The Depository shall intimate SEBI of the place where the records and documents are maintained.
- (iii) Subject to the provisions of any law, the depository shall preserve records and documents for a minimum period of eight years

**(d) Rights of Depositories And Beneficial Owners:**

- (i) Notwithstanding anything to the contrary contained in the Articles or any other law for the time being in force, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of the Security on behalf of the Beneficial Owner.
- (ii) Save as otherwise provided in (i) hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it.
- (iii) Every person holding Securities of the Company and whose name is entered as a Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his Securities held by a Depository.

**(e) Depository to furnish information:**

Every Depository shall furnish to the Company, information regarding the transfer of Securities in the name of the Beneficial owners at such interval and in such manner as may be specified by the Bye Laws and the Company in that behalf.

- (f) Notwithstanding anything in the Act or these Articles to contrary where Securities are held in a depository the records of beneficial ownership may be served by such depository on the Company means of electronic mode or by delivery of floppies or discs.

**(g) Option to opt out in respect of any security.**

- (i) If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly.

- (ii) The Depository shall on receipt of an intimation as above, make appropriate entries in its records and shall inform the Company.
- (iii) The Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by these Articles, issue the certificate of securities to the Beneficial Owner of the transferee as the case may be.

66. Nothing contained in section 56 of the Act, shall apply to transfer of Securities effected by the transferor and the transferee both of whom are entered as Beneficial Owner in the record of the Company.

## 67. **SHARES AT THE DISPOSAL OF THE DIRECTORS**

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.

Provided that, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting. As regards all allotments, from time to time made, the Directors shall duly comply with the Act, as the case may be.

## **COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS**

68.	Copies of the Memorandum and Articles of Association of the Company and other documents as may be referred in the Act shall be sent by the Company to every Member at his request on payment of the sum of INR 10/- (Indian Rupees Ten only) per page.	Copies of Memorandum and Articles of Association to be sent by the Company.
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## **CONVERSION OF SHARES INTO STOCK**

69.	<p>The Company in its General Meeting may alter its Memorandum to:</p> <ul style="list-style-type: none"> <li>(a) convert all or any of its fully Paid-Up Shares into stock; and</li> <li>(b) re-convert any stock into fully Paid-Up Shares of any denomination;</li> </ul>	Conversion of shares into stock and reconversion.
70.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the Shares from which the stock arose, might before the conversion, have been transferred, or as near thereto as circumstances admit, provided that, the Board may from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of shares from which the stock arose.	Transfer of stock.
71.	Holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting and meetings of the Company, and other matters, as if they held the Shares from which the stock arose but no such privilege or advantage (except as regards dividends, participation in the profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Right of Stock holders.

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| 72. | Such of the regulations of the Company (other than those relating to share warrants) as are applicable to Paid-Up Shares shall apply to stock and the words “Share” and “Shareholders” in these Articles shall include stock and stockholders respectively. | Articles to apply to stocks. |
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SE, REDUCTION AND ALTERATION OF CAPITAL

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| 73. | The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution.   | Increase of Capital.                                   |
| 74. | <p>Subject to the provisions of Section 61 of the Act, the company may, by ordinary resolution in its General Meeting,—</p> <ul style="list-style-type: none"> <li>(a) increase its authorized share capital by such amount as it thinks expedient;</li> <li>(b) consolidate and divide all or any of its share capital into Shares of larger amount than its existing Shares;</li> <li>(c) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;</li> <li>(d) sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the memorandum;</li> <li>(e) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person;</li> </ul>  |  |
| 75. | <p>The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—</p> <ul style="list-style-type: none"> <li>(a) its share capital;</li> <li>(b) any capital redemption reserve account; or</li> <li>(c) any share premium account.</li> </ul>  |  |
| 76. | <ul style="list-style-type: none"> <li>(1) Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender, voting or otherwise.</li> <li>(2) Subject to the provisions of the Act and the rules framed thereunder, the Company shall have the power to issue preference shares which are, or at the option of the Company, liable to be redeemed within a period not exceeding twenty (20) years from the date of issue and the redemption may, subject to the provisions of the Article hereof and the Act and rules framed thereunder, be effected in the manner and subject to the terms and provisions of its issue.</li> <li>(3) On the issue of redeemable Preference Shares under the provisions of Article <b>Error! Reference source not found.</b>(2) herein above, the following provisions shall take effect: <ul style="list-style-type: none"> <li>(a) no such Shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of the fresh issue of Shares made for the purpose of redemption.</li> <li>(b) no such Shares shall be redeemed unless they are fully paid;</li> </ul> </li> </ul> | Further issue of Capital to be governed by same rules. |

- (c) the premium if any payable on redemption shall be provided, for out of the profits of the Company or the Company's Securities Premium Account before the Shares are redeemed;
- (d) where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of the profits, transfer a sum equal to the nominal amount of the Shares to be redeemed, which would otherwise have been available for dividend, to a reserve fund, to be called the "Capital Redemption Reserve Account", and the provisions of the Act relating to the reduction of the Share Capital of the Company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

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| 77. | The Company may, subject to the provisions of the Act, from time to time by special resolution reduce its share capital and in particular may pay off any paid up share capital upon the footing that it may be called up again or otherwise and may, if and so far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its Shares accordingly. Provided that no such reduction shall be made if the Company is in arrears in the repayment of any deposits it may have accepted, or the interest payable thereon. | Reduction of Capital.   |
| 78. | The right conferred upon the holders of Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking pari passu herewith.  | Issue of further pari passu shares not to affect the rights of shares already issued. |

#### **MODIFICATION OF RIGHTS**

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| 79. | If at any time the share capital is divided into different classes, the rights attached to any class of Shares (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, be modified, commuted, affected, abrogated or varied (whether or not the Company is being wound up) with the consent in writing of the holders of not less than three fourths of the issued Shares of that class, or with the meeting of the holders of that class of Shares and all the provisions hereinafter contained as to General Meeting shall mutatis mutandis apply to every such meeting. | Rights attached to class of Shares may be varied. |
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#### **JOINT HOLDERS**

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| 80. | Where two or more persons are registered as the holders of any Share they shall be deemed to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions in the Articles;   |  |
|     | (a) The Company may be entitled to decline to register more than three (3) persons as the joint holders of any Share(s).  |  |
|     | (b) The joint holders of any Share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such Share.   |  |
|     | (c) On the death of any such joint holder the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the Share but the Board of Directors may require such evidence of deaths they may deem fit and nothing herein contained shall be taken to release the estate of deceased joint holder from any liability in respect of the Shares held by him jointly with any other person. |  |
|     | (d) Only the person whose name stands first in the Register of Members may give effectual receipts for any dividends or other moneys payable in respect   |  |



of such share.

- (e) Only the person whose name stands first in the Register of Members as one of the Joint holders of any Share shall be entitled to delivery of the Certificate relating to such Share or to receive documents from the Company and any documents served on or sent to such person shall be deemed service on all the joint holders.
- (f) Any one of two or more joint holders may vote at any meeting either personally or by proxy in respect of such Shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy than that one of such persons so present whose name stands first or higher (a the case may be) on the Register in respect of such Shares shall be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting provided always that joint holders present at any meeting personally shall be entitled to vote in preference to a joint holder present by proxy although the name of such joint holder present by proxy stands first or higher in the Register in respect of such Shares, several executors or administrators of a deceased Member in whose (deceased Member's) sole name any Share stands shall for the purposes of this sub-clause be deemed joint holders.

#### **DECLARATION BY PERSON NOT HOLDING BENEFICIAL INTEREST IN ANY SHARE**

- 81. (a) Notwithstanding anything herein contained, a person whose name is at any time entered in the Register of Members of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such share shall, within such time and in such form as prescribed under the Act, make a declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in such manner as may be required under the provisions of the Act.
- (b) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall within the time prescribed under the Act after his becoming such Beneficial Owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the shares stand in the Register of Members of the company and such other particulars as may be required under the provisions of the Act.
- (c) Whenever there is a change in the beneficial interest in the Share referred to above, the Beneficial Owner shall within a period of thirty (30) days from the date of such change make a declaration to the Company in such form and containing such particulars may be required under the provisions of the Act.
- (d) Notwithstanding anything contained in the provisions of the Act and the Articles hereof, where any declaration referred to above is made to the Company the Company shall make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.

- 82. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 of the Act and any other applicable provision of the Act and rules there under or any other law for the time being in force, the Company may purchase its own shares or other specified Securities. Buy-back of shares.

#### **BORROWING POWERS**

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| 83. | Subject to the provision of Section 180 (1) (c) of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Board of Directors shall have the power from time to time at their discretion, by a resolution passed at a meeting of the Board and not by circular resolution, to borrow monies provided that the total amount borrowed at any time together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the consent of the Company in General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose. Such consent shall be obtained by a special resolution which shall provide for the total amount up to which monies may be borrowed by the Board. The expression "temporary loans" in this Article means loans repayable on demand or within six (6) months from the date of the loans such as short term loans, cash credit arrangements, discounting of bills and the issue of other short-term loans of seasonable character but does not include loans raised for the purpose of financing expenditure of a capital nature. | Power to borrow.   |
| 84. | Subject to the provisions of the Act and these Articles, the Board of Directors may by a resolution passed at a meeting of the Board and not by circular resolution, secure the payment of such sum or sums in such manner and upon such issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage or charge or other security on the undertaking of the whole or any part of the property, undertaking of the company (both present and future). Provided that consent of the Members by way of special resolution would be necessary for security to be created on whole or substantially whole of the undertaking. For the purposes of this Article:  | Conditions on which monies may be borrowed.                    |
|     | (i) "undertaking" shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent. of the total income of the company during the previous financial year;  |  |
|     | (ii) the expression "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.   |  |
| 85. | Any bonds, Debentures, debenture-stock or other Securities issued or to be issued by the Company, shall be under the control of the Board of Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.  | Bonds, debentures, etc. to be subject to control of Directors. |
| 86. | Debentures, debenture-stock, bonds or other Securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.  | Securities may be assignable free from equities.               |
| 87. | Subject to the provisions of the Act and these Articles, any bond, Debentures, debenture stock or other Securities, may be issued at par, premium or otherwise and with any special rights, privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at a General Meeting, appointment of Directors or otherwise. Provided that the Debentures with the right to allotment of or conversion into Shares shall not be issued except with the sanction of the Company in a General Meeting by a special resolution.   | Condition on which bonds, debentures, etc. may be issued.      |
| 88. | The Board shall cause a proper Register to be kept in accordance with the provisions of the Act, of all mortgages, Debentures and charges specifically affecting the property of the Company including all floating charges on current assets of the Company and fixed charges on the undertaking or any property of  |  |

the Company, and shall cause the requirements of the Act in relation to charges be duly complied with.

## DEBENTURES

89. The Company shall have the power to issue debentures whether convertible or nonconvertible, and whether linked to issue of equity shares or not, among Members, but in exercising, this power, provisions of these Articles and the Act and any statutory modifications thereof shall be complied with.

Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution and subject to the provisions of the Act.

If it is provided by the trust deed securing or otherwise in connection with an issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in case of any and every such issue of debentures, the person having such power may exercise such power from time to time and appoint a director accordingly.

## REGISTRATION OF CHARGES

90. (a) The provisions of Chapter VI of the Act relating to registration of charges which expression shall include mortgage shall be complied with.
- (c) In the case of a charge created out of India and comprising solely of property situated outside India the relevant provisions of the Act shall be complied with.
- (c) Where a charge is created in India but comprises property outside India, the instrument creating or proposing to create the charge under that section or a copy thereof verified in the prescribed manner, may be filed for registration notwithstanding that further proceedings, may be necessary to make the charge valid or effectual according to the law of the country of which the property is situated.
- (d) Where any charge on any property of the Company required to be registered under the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein, shall be deemed to have notice of the charge as from the date of such registration.
- (e) In respect of registration of charges on properties acquired subject to charge, the relevant provisions of the Act shall be complied with.
- (f) The Company shall also comply with the provisions of the relevant provisions of the Act and the rules framed thereunder, relating to security to be created in case of series of Debenture entitling holders to any charge to the benefit of which the Debenture holder of that series are entitled.

## GENERAL MEETINGS

91. Subject to the provisions of the Act, the Company shall, in addition to any other meeting, hold a General Meeting (hereinafter called “**Annual General Meeting**”) at the intervals and in accordance with the requirement of the Act
- Annual General Meeting.

and not more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

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| 92. | All General Meetings other than Annual General Meeting shall be called Extra-Ordinary General Meetings.  | Extra-ordinary General Meeting.                               |
| 93. | The Board of Directors may call an Extraordinary General Meetings whenever they think fit.   | Directors may call Extra-Ordinary General Meeting.            |
| 94. | <p>(1) The Board of Directors shall at the requisition made by such number of Members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as on that date carries the right of voting, proceed duly to call an Extraordinary General Meeting of the Company and the provisions the Act and the provisions of the Articles herein below contained shall be applicable to such Extraordinary General Meeting.</p> <p>(2) The requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists, and shall be deposited at the Registered Office of the Company.</p> <p>(3) The requisition may consist of several documents of the like form each signed by one or more requisitionists.</p> <p>(4) Where two or more distinct matters are specified in the requisition, the provisions of Clause (1) of Article 94 above shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.</p> <p>(5) If the Board of Directors do not, within twenty one days form the date of the receipt of a valid requisition in regard to any matter, proceed duly to call a meeting for the consideration of those matter, on a day not later than forty five days from the date of the receipt of the requisition. The meeting may be called by the requisitionists themselves or by such of the requisitionists as represent either majority in value for the paid up share capital held by all of them, or not less than one-tenth of such of the paid up share capital of the Company as is referred to in Article 94 (1) above whichever is less, shall proceed to call and hold meeting within three months from the date of the requisition.</p> <p>(6) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Board of Directors as were in default.</p> | Directors call Extra-ordinary General Meeting on requisition. |
| 95. | <p>(1) A General Meeting of the Company may be called by giving not less than clear twenty-one days' notice in writing or by electronic mode in the manner set out under the Act.</p> <p>(2) However, the General Meeting may be called after giving a shorter notice (i.e., lesser than twenty-one days), if the consent is accorded thereto in writing or by electronic mode by not less than ninety-five percent of the Members entitled to vote at such General Meeting.</p>   | Notice of Meeting.  |

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| 96. | <p>(1) Every notice of a meeting of the Company shall specify the place, the date and hour of the meeting and shall contain a statement of the business to be transacted at such General Meeting.</p> <p>(2) In every notice there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and that a proxy need not be a Member of the Company.</p>   | Content of Notice. |
| 97. | <p>(1) In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special, with the exception of business relating to:</p> <ul style="list-style-type: none"> <li>(i) the consideration of the financial statements including balance sheet and the profit and loss account statements and the report of Board of Directors and the auditors.</li> <li>(ii) the declaration of dividend.</li> <li>(iii) the appointment of and the fixing of the remuneration of the auditors.</li> <li>(iv) the appointment of Directors in the place of those retiring.</li> </ul> <p>(2) In the case of any other meeting all business shall be deemed special.</p> <p>(3) Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting, a statement setting out all material facts concerning each item of special business to be transacted at a General Meeting, shall be annexed to the notice calling such meeting, namely:—</p> <ul style="list-style-type: none"> <li>(a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of— <ul style="list-style-type: none"> <li>(i) every director and the manager, if any;</li> <li>(ii) every other key managerial personnel; and</li> <li>(iii) relatives of the persons mentioned in sub-clauses (i) and (ii);</li> </ul> </li> <li>(b) any other information and facts that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.</li> </ul> <p>(4) Where any item of business to be transacted at the meeting consists of according approval of the meeting to any document, the time and place where the document can be inspected shall be specified in the explanatory statement.</p> <p>(5) <b>“Postal Ballot”</b>: Members will be entitled to vote by Postal Ballot for only those resolutions as may be notified by the Central Government from time to time, in the manner and in accordance with the provisions of the Act and the rules framed thereunder. If a resolution is passed by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been passed at a General Meeting convened in that behalf.</p> <p>(6) Notwithstanding anything to the contrary contained in these Articles, any reference made to a resolution by the Members of the Company at any General Meeting shall also be deemed to include a resolution passed by postal ballot in accordance with the provisions contained in these Article</p> | Special Business.  |

whether or not the subject matter of such resolution is a matter for which resolution by postal ballot is compulsory under the applicable provisions of the Act or any other law for the time being in force.

- (7) Notices and other documents of General Meeting of the Company may also be given to every Member of the Company by e-mail, provided that every Member should be given an advanced opportunity to register their e-mail address and changes therein from time to time with the Company or its Registrar and Share transfer agents. In case any Member has not registered his e-mail address with the Company, the service of notice and documents shall be in physical and in accordance with the provisions of Act.
98. Notice of every meeting shall be given to every Member of the Company in any manner authorized by the Act and by these Articles, it shall be given to the persons entitled to a Share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the time of the representative of the deceased or assignees of the insolvent or by any like description at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred. Notice in case of death of a Member.
99. Notwithstanding anything contrary contained in these Articles, the Company may, in pursuance of and subject to compliance with the provisions of applicable rules, regulations, circulars, guidelines, notifications, etc. as may be specified by the Ministry of Corporate Affairs (MCA), SEBI, or any competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act or by the rules, regulations made there under or the SEBI guidelines and notifications, from time to time, allow the Member(s) of the Company to participate in the General Meeting(s) of the Members through any type of electronic mode like video conferencing, etc. and the Members so participating shall be deemed to be present in such General Meeting(s) for the purpose of the quorum, voting, recording and all other relevant provisions in this regard. Meetings by Video Conference.
- For conducting the aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines, etc. issued / to be issued from time to time by MCA, SEBI or any other competent authority(ies) in this regard.
100. Notice of every meeting of the Company and every other communication relating to any General Meeting of the Company which any Member of the Company is entitled to have sent to him, shall be given to the Auditor or Auditors for the time being of the Company in the manner authorized by the provisions of the Act, as in the case of any Member or Members of the Company.
101. The accidental omission to give notice of any meeting to or the non-receipt of any notice by any Member or to the other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.
102. (1) Where by any provision contained in the Act or in these Articles, a special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than fourteen (14) days before the meeting at which it is to be moved exclusive of (i) the days on which the notice is served or deemed to be served; and (ii) the day of the meeting.

- (2) The Company shall, immediately after the notice of the intention to move any such resolution has been received by it give its Members notice of the resolution in the same manner as it gives notices of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by the Articles, not less than seven days before the meeting.
103. Upon requisition in writing of such number of Members as required in Article 94 hereof, the Board of Directors shall duly comply with the obligation of the Company under the Act relating to circulation of Members resolutions and statement.
104. A certificate in writing, signed by the Secretary or by a Director or some officer appointed by the Board of Directors for the purpose, to the effect that according to the best of his belief the notice convening the meeting have been duly given, shall be conclusive evidence thereof. Certificate in writing by Secretary/Director shall be conclusive evidence
105. No Annual General Meeting or Extraordinary General Meeting shall be competent to enter upon, discuss or transact any business, a statement of which has not been specified in the notice convening such meeting, except as provided in the Act. Business which may not be transacted at the meeting.
- PROCEEDING AT GENERAL MEETINGS**
106. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Act. Quorum at General Meeting.
107. If within half an hour after the time appointed for the holding of a General Meeting, valid quorum is not present, the meeting, if convened on the requisition of shareholders shall be dissolved and in every other case shall stand adjourned to the same day in the next week or if the day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day, time and place as the Board of Directors may by notice to the shareholders appoint. If at such adjourned meeting, a valid quorum is not present within half an hour, those Members present shall be a quorum and may transact the business for which the meeting was called. Proceedings when quorum not present.
108. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Business of adjourned meetings.
109. The Chairman of the Board of Directors shall be entitled to take the Chair at every General Meeting if there be no Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act the Board of Directors present may choose a Chairman, and in default of their doing so the Members present shall choose one of the Board of Directors to be the Chairman, and if no Director present be willing to take the Chair, the Members personally present shall choose one of the Member to be the Chairman. Chairman
110. (1) No business shall be discussed at any General Meeting, except the election of Chairman whilst the Chair is vacant. Business confined to decision of Chairman whilst Chair vacant.
- (2) If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles, and the Chairman so elected on a show of hands shall continue to be the Chairman of the meeting and exercise all the powers of the Chairman under

the Act and these Articles, until some other person is elected as Chairman as a result of the poll and such other person shall be the Chairman for the rest of the meeting.

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| 111. | The Chairman with the consent of any meeting at which a quorum is present, can adjourn any meeting from time to time and from place to place in the city or town or village where the registered office of the Company is situated.  | Chairman with consent may adjourn meeting.                              |
| 112. | At any General Meeting a resolution put to the vote at the meeting shall, unless a poll is (before or on the declaration of the result on a show of hands) demanded, be decided on a show of hands and unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.   | <b>Evidence of the passing of a resolution where poll not demanded.</b> |
| 113. | Before or on declaration of the result of the voting on a show of hands, the Chairman may on his own motion, order a poll to be taken. Poll shall also be ordered by Chairman if it is demanded by one or more Members present at the meeting in person or by proxy and holding shares or being entitled to votes at least to the extent stipulated under the provisions of the Act. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.  | <b>Demand for Poll.</b>   |
| 114. | A poll demanded on any question (other than the election of the Chairman or on question of adjournment, which shall be taken forthwith) shall be taken at such place in the city/town or village in which the Registered Office of the Company is situate and at such time not being later than forty eight hours from the time when the demand was made as the Chairman may direct. Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken, including the power to take the poll by open voting or by secret ballot and either at once or after the interval or adjournment or otherwise and the result of the poll shall be deemed to be the decision of the meeting on the resolution, on which the poll was taken. | Time and manner of taking poll.   |
| 115. | Where a poll is to be taken, the Chairman of the meeting shall appoint such number of persons, as he deems necessary, to scrutinize the poll process and votes given on the poll and to report thereon to him in the manner as may be prescribed under the Act. The Chairman of the meeting shall have power to regulate the manner in which the poll shall be taken.  | Chairman to regulate the poll.  |
| 116. | The demand for a poll shall not prevent the continuance of a meeting for transaction of any business other than the question on which the poll has been demanded.  | Demand for poll not to prevent transactions of other business.          |
| 117. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands has taken place or at which the poll is demanded, shall be entitled to second or casting vote in addition to the vote or votes to which he may be entitled as a Member.   | Resolutions to be decided in case of equality of votes.                 |
| 118. | At every Annual General Meeting of the Company there shall be laid on the tables the Director's Report and audited statement of accounts, auditors report (if not already incorporated in the statement of accounts), the Proxy Register with proxies and the Register of Directors and KMPs shareholding maintained under the Act. The auditor's report shall be read before the Company in its General Meeting and shall be open to inspection by any Member of the Company.   | Reports statements and Registers to be laid on the table.               |



119.	<p>1. (1) A copy each of the following resolutions (together with a copy of the statement of material facts annexed to the notice of the meeting in which such resolution has been passed) and agreements shall, within a period of thirty (30) days after the passing of the resolution or making thereof, be printed or typewritten and duly certified under the signature of an officer of the Company and filed with the Registrar, in such manner and with such fees as prescribed under the Act and the rules framed thereunder:</p> <p>2.</p> <ul style="list-style-type: none"> <li>(a) special resolutions;</li> <li>(b) resolutions which have been agreed to by all the Members of the Company, but which, if not so agreed to, would not have been effective for their purpose unless they had been passed as special resolutions;</li> <li>(c) any resolution of the Board of Directors of the Company or agreement executed by the Company, relating to the appointment, re-appointment or renewal of the appointment, or variation of the terms of appointment, of a managing director;</li> <li>(d) resolutions or agreements which have been agreed to by any class of Members but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by a specified majority or otherwise in some particular manner;</li> <li>(e) all resolutions or agreements which effectively bind such class of Members though not agreed to by all those Members;</li> <li>(f) resolutions passed by a company according consent to the exercise by its Board of Directors of any of the powers under clause (a) and clause (c) of sub-section (1) of Section 180 of the Act;</li> <li>(g) resolutions requiring the Company to be wound up voluntarily passed in pursuance of Section 304 of the Act;</li> <li>(h) resolutions passed in pursuance of sub-section (3) of Section 179 of the Act; and</li> <li>(i) any other resolution or agreement as may be prescribed under the Act and the rules framed thereunder and placed in the public domain.</li> </ul>	<p><b>1. Registratio ns of Certain Resolution and Agreement .</b></p>
120.	<p>The Company shall cause minutes of all proceedings of every General Meeting to be kept in accordance with the provisions of the Act by making, within thirty (30) days of the conclusion of each such meeting, entries thereof in books kept for that purpose with their pages consecutively numbered. Each page of every such book shall be initiated or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed by the Chairman of the same meeting. Any such minutes kept as aforesaid shall be evidence of the proceedings recorded therein.</p>	<p>Minutes of General Meeting.</p>
121.	<p>The books containing the aforesaid minutes shall be kept at the registered office and be open during business hours to the inspection of any Member without charge, subject to such reasonable restrictions the Company may by these Articles or in General Meeting impose in accordance with provisions of the Act. Any Member shall be entitled to be furnished, within seven (7) days after he had made a request in that behalf to the Company, with a copy of the minutes on payment of such sum as prescribed under the Act.</p>	<p>Inspection of Minutes Books of General Meeting.</p>

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| 122.                              | No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by these Articles or such information as required by the Act to be contained in the Minutes of the proceedings of such meeting.  | Publication of report of proceedings of General Meeting. |
| <p><b>1. VOTES OF MEMBERS</b></p> |  |  |
| 123.                              | Subject to the provisions of the Act and these Articles, votes may be given either personally or by proxy or in the case of a body corporate also by a representative duly authorized under a resolution.  | Votes may be given by proxy of attorney.                 |
| 124.                              | <p>(1) Subject to any rights or restrictions for the time being attached to any class or classes of Shares,—</p> <p style="margin-left: 40px;">(a) on a show of hands, every Member present in person shall have one vote; and</p> <p style="margin-left: 40px;">(b) on a poll, the voting rights of Members shall be in proportion to his share in the Paid-Up equity share capital of the Company.</p> <p>(2) A Member may exercise his vote at a meeting by electronic means in accordance with the provisions of the Act.</p> <p>(3)     (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p style="margin-left: 40px;">(ii) For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.</p> <p>(4) A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.</p> <p>(5) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.</p> <p>(6) No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of his Shares in the Company have been paid.</p> <p>(7)     (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</p> <p style="margin-left: 40px;">(ii) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.</p> |  |
| 125.                              | Any person entitled under the transmission clause to transfer any Share, shall not be entitled to be present; or to vote at any meeting either personally or by proxy in respect of such Shares, unless at least forty eight (48) hours before the time for holding the meeting or adjourned meeting as the case may be; at which he proposes to be present and to vote, he shall have satisfied the Directors of his right to transfer such Shares (as to which the opinion of the Board of Directors shall be final) or unless the Board of Directors shall have previously admitted his right to vote in respect thereof.   | Votes of a person entitled to a share on transmission.   |

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| 126. | Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself, but a proxy so appointed shall not have any right to speak at the meeting.  | Appointment of proxy.               |
| 127. | Every proxy shall be appointed by an instrument in writing signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate be signed by an Officer or an attorney duly authorized by it.   | Deposit of instrument of proxy.     |
| 128. | <p>(1) The instrument of proxy shall be deposited at the office of the Company not less than forty eight (48) hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument proxy shall not be treated as valid.</p> <p>(2) Every Member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect, the proxies lodged at any time during the business hours of the Company provided not less than three days' notice in writing of the intention so to inspect is given to the Company.</p> |                                     |
| 129. | An instrument appointing a proxy shall be in such form as may be prescribed by the Act from time to time.  | Form of Proxy.                      |
| 130. | If any such instrument be confined to the object of appointing a proxy for voting at a meeting of the Company, it shall remain permanently or fix such time as the Board of Directors may determine, in the custody of the Company, and if embracing other object, a copy thereof, examined with the original shall be delivered to the Company to remain in the custody of the Company.   | Custody of the instrument of proxy. |

## DIRECTORS

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| 131. | Subject to the provisions of the Act, the number of Directors shall not be less than three (3) and unless otherwise determined by the Company in General Meeting more than fifteen (15). The Company may appoint more than fifteen (15) directors after passing a special resolution.  | Number of Directors |
| 132. | The Company may agree with any financial institution or any authority or person or State Government that in consideration of any loan or financial assistance of any kind whatsoever, which may be rendered by it to the Company, it shall till such time as the loan or financial assistance is outstanding have power to nominate one or more Directors on the Board of the Company and from time to time remove and reappoint such Directors and to fill in any vacancy caused by the death or resignation of such Directors otherwise ceasing to hold office. Such Nominee Directors shall not be required to hold any qualification shares. | Nominee Directors.  |
| 133. | <p>Any trust Deed for securing Debenture, debenture stock may if so arranged, provide for the appointment of a Director by the trustees thereof or by the holders of the Debentures or debentures stock in the following circumstances:</p> <p>(ii) Two consecutive defaults in payment of interest to the debenture holders;</p> <p>(iii) Default in creation of security for debentures</p> <p>(iv) Default in redemption of debentures</p>  | Debenture Director. |

Such trust Deed may empower such trustees or holders of Debentures or debenture stock from time to time to remove the Director so appointed. The Director appointed under this Article is herein referred to as the “**Debenture Director**” and the term Debenture Director means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or,

subject to the provision of the Act, be removed by the Company. The trust deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

Provided further that the issuer, which is in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee.

If an issuer is a company, it shall ensure that its Articles of Association require its board of directors to appoint the person nominated by the debenture trustee(s) in terms of clause(e) of sub-regulation(1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its board of directors.

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| 134. | <p>The Board of Directors may appoint a person, not being a person holding any alternate directorship for any other director in the Company, or holding directorship in the Company, to act as an alternate director for a Director during his absence for a period of not less than three (3) months from India:</p> <p>No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of this Act:</p> <p>An alternate director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate the office if and when the Director in whose place he has been appointed returns to India.</p> | Appointment of Alternate Directors.   |
| 135. | <p>Subject to the provisions of the Act, any casual vacancy occurring for the office of a Director whose period of office is liable to determine by retirement by rotation may be filled up by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office till such time, the original directors would have held office, if the vacancy had not occurred.</p>   | Casual Vacancy.                       |
| 136. | <p>Subject to the provisions of the Act, the Director shall have power at any time to appoint a person or persons as additional Director or Directors. Provided that any person who fails to get appointed at a General Meeting, shall not be eligible for appointment as an additional director.</p>  | Appointment of Additional Directors.  |
| 137. | <p>Such additional director shall hold office only up to the date of the next Annual General Meeting of the Company, but shall be eligible for re-election at that meeting as a Director, provided that the number of Directors and the Additional Director together, shall not exceed the maximum strength fixed by the Article.</p>  |                                       |
| 138. | <p>The Company shall appoint such number of directors as Independent Directors as may be required under the provisions of the Act and rules thereunder, and SEBI LODR Regulations as applicable. The candidates to be appointed as independent director shall hold such qualifications and shall comply with such conditions as may be prescribed under the Act and SEBI LODR Regulations, as applicable.</p>  | Appointment of Independent Directors. |
| 139. | <p>The Company shall appoint such number of women directors as may be required under the provisions of the Act and rules thereunder and SEBI LODR Regulations.</p>   | Appointment of Women Directors        |

140.	A Director of the Company shall not be bound to hold any qualification shares.	Qualification Shares.
141.	Subject to the provisions of the Act and schedules there under, the remuneration payable to the Director of the Company shall be as hereinafter provided.	Remuneration of Directors.
	<p>(1) The fees payable to a Director for attending a meeting of the Board or a committee of the Board or a General Meeting shall be decided by the Board of Directors from time to time within the maximum limits of such fees that may be prescribed under relevant provisions of the Act, or if, not so prescribed in such manner as the Board of Directors may determine from time to time in conformity with the provisions of law. Subject to the provisions of Section 197 and Schedule V to the Act, the Directors shall be paid such further remuneration if any, either on the basis of percentage of the net profits of the Company or otherwise, as the Company in General Meeting shall from time to time determine, and such additional remuneration and further remuneration shall be divided amongst the Directors in such proportion and manner as the Board may from time to time determine, and in default of such determination shall be divided amongst the Directors equally. Provided that the total remuneration received by a Director shall not exceed the overall maximum remuneration as may be prescribed under the Act.</p> <p>(2) The Board of Directors may in addition allow and pay to any Director who is not a bona fide resident of the place where a meeting of the Board or Committee or a General Meeting of the Company is held, and who shall come to that place for the purpose of attending the meeting, such sum as was incurred by such Director and the Board may consider fair compensation for his travelling, hotel, boarding, lodging and other expenses incurred in attending or returning from meetings of the Board of Directors, or any Committee thereof or General Meetings of the Company.</p> <p>(3) Subject to the limitations provided by the Act and this Article, if any Director shall be called upon to go or reside out of his usual place or residence on the Company's business or otherwise perform extra service outside the scope of his ordinary duties, the Board may arrange for such Director such special remuneration for such service either by way of salary, commission or the payment of stated sum of money as they shall think fit, in addition to or in substitution of his remuneration above provided, and all the Directors shall be entitled to be paid or reimbursed or repaid any travelling, hotel and other expenses incurred or to be incurred in connection with the business of the Company and also to be reimbursed with all fees for filling all documents which they may be required to file under the provisions of the Act.</p>	
142.	<p>(1) The Board of Directors, may from time to time appoint one or more of their body to be a Managing Director or a Whole-time Director of the Company either for a fixed term not exceeding five (5) years for which he or they is or are to hold such office on terms and conditions as they may deem fit and delegate such power to them as they may deem proper and from time to time remove or dismiss him or them from office and appoint another in his/their place.</p> <p>(2) The Board may fix the remuneration of such Managing Directors and Whole-time Directors, whether by way of salary or commission or by conferring a right to participate in the profits of the Company or by combination of any of the above.</p>	Appointment of and remuneration payable to Managing Director and/or Whole-time Director
143.	The continuing Directors may act notwithstanding any vacancy in their body but subject to the provisions of the Act, if the number falls below the minimum number above fixed and notwithstanding the absence of a quorum, the Directors	Directors may act

	may act for the purposes of filling up vacancies or for summoning a General Meeting of the Company.	notwithstanding vacancy.
144.	<p>(3) A person shall not be eligible for appointment as a Director of the Company, if —</p> <p>(a) he is of unsound mind and stands so declared by a competent court;</p> <p>(b) he is an undischarged insolvent;</p> <p>(c) he has applied to be adjudicated as an insolvent and his application is pending;</p> <p>(d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six (6) months and a period of five (5) years has not elapsed from the date of expiry of the sentence:</p> <p style="padding-left: 40px;">Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven (7) years or more, he shall not be eligible to be appointed as a director in any company;</p> <p>(e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;</p> <p>(f) he has not paid any calls in respect of any Shares of the Company held by him, whether alone or jointly with others, and six (6) months have elapsed from the last day fixed for the payment of the call;</p> <p>(g) he has been convicted of the offence dealing with related party transactions under Section 188 of the Act at any time during the last preceding five (5) years; or</p> <p>(h) he has not complied with sub-section (3) of section 152 of the Act.</p> <p>(4) No person who is or has been a Director of a company which—</p> <p>(a) has not filed financial statements or annual returns for any continuous period of three financial years; or</p> <p>(b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one (1) year or more;</p> <p style="padding-left: 40px;">shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.</p>	Disqualification s for a person to act as director
145.	<p>(1) Subject to the provisions of the Act, the office of a director shall become vacant if:</p> <p>(a) he incurs any of the disqualifications specified in Section 164 of the Act;</p> <p>(b) he absents himself from all the meetings of the Board of Directors held during the preceding period of twelve (12) months with or without seeking leave of absence of the Board;</p>	When office of Directors to become vacant.

- (c) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Act;
- (e) he becomes disqualified by an order of a court or the Tribunal;
- (f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six (6) months:

Provided that the office shall be vacated by the Director even if he has filed an appeal against the order of such court;

- (g) he is removed in pursuance of the provisions of this Act; and
  - (h) he, having been appointed as a director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company.
- (2) Subject to the provisions of the Act, a Director may resign his office at any time by providing a notice in writing addressed to the Company or to the Board of Directors.

146. (1) Subject to the provisions of Section 188 of the Act, no Director shall be disqualified by his office from contracting with the Company for any purpose and in any capacity whatsoever including either as vendor, purchaser, agent, broker, underwriter of Shares and Debentures of the Company or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established, but it is hereby declared that nature of his interest must be disclosed by him as provided hereunder.
- Directors may contract with Company.
- (2) Every Director who is in any way whether directly or indirectly concerned or interested in any contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company as prescribed under section 184 of the Act shall disclose the nature of his concern or interest at a meeting of the Board of Directors or as provided in these Articles hereof.
- Disclosure of interest.
- (a) In the case of a proposed contract or arrangement, the disclosure required to be made by a Director under sub-clause (2) above shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration or if the Director was not at the date of the meeting, concerned or interested in the proposed contract or arrangement at the first, meeting of the Board after the Director becomes so concerned or interested.
  - (b) In the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

- (3) For the purpose of this Article, a general notice given to the Board of Directors by a Director to the effect that he is a Director or Member of a specified body corporate or is a Member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may after the date of the notice be entered into with that body corporate or firm said be deemed to be sufficient disclosure of such concern or interest in relation to any contract or arrangement so made. Such general notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by a fresh notice given in the first month of the financial year in which it would have otherwise expired. The general notice as aforesaid and any renewal thereof shall be given at a meeting of the Board of Directors or the Director concerned shall take reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.
- General notice of interest.
- (4) Nothing contained in sub-clause (2) hereof shall apply to any contract or arrangement entered into or to be entered into between the Company and any other Public Company where any one of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in the other Company.
- (5) A Director shall not take any part in the discussion of or vote on any contract or arrangement entered into, or to be entered into by or on behalf of the Company, if he is in any way directly or indirectly, concerned or interested in the contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote, and if he does vote, his vote shall be void.
147. (1) The Company shall keep one or more Registers in accordance with the provisions of the Act, in which shall be entered separately, particulars of all contracts or arrangements in which the Directors interested. The Registers shall include details of the contracts and name of parties and such other details as may be required under the prevailing provisions of the Act.
- Register of Contracts in which Directors are interested
- (2) The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the firms and bodies corporate of which notice has been given by him of interest.
- (3) The Registers as aforesaid shall be kept at the registered office of the Company and they shall be open to inspection at such office and extracts may be taken from any of them and copies thereof may be required by any Member of the Company to the same extent in the same manner and on payment of the same fees as in case of the Register of Members.
148. A Director of the Company may be or may become a Director of any Company promoted by the Company, or in which it may be interested as vendor, Member or otherwise and subject to the provisions of the Act and these Articles.
- Directors may be Directors of Companies promoted by the Company.
149. A Director, Managing Director, the Company shall upon his appointment to or relinquishment of his office as Director, Managing Director, in any other body corporate, disclose to the Company, at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, whichever is earlier the particulars relating to his office in the other body corporate.
- Disclosure by Directors, etc. of appointment.
150. A Director or Manager shall give notice in writing to the Company of his holding of shares and debentures of the Company, or its holding or its subsidiary or its associates, together with such particulars as may be prescribed under the Act. If such notice be not given at a meeting of the Board, the Director or
- Disclosure of holdings.



- Manager shall take all reasonable steps to secure that it is brought up and read at the meeting of the Board next after it is given. The Company shall enter the aforesaid particulars in a Register kept for their purpose in conformity with provisions of the Act.
151. No Director of the Company and no related party shall hold any office or place of profit under the Company, or any subsidiary of the Company except as provided in and subject to the provisions of section 188 of the Act and rules made there under. Holding of office of profits by Directors.
152. The Company shall observe the restrictions imposed by Section 185 of the Act on the Company with regard to grant of loan or security and guarantee to and on behalf of Directors and any other person in whom the director is interested. Loans to Directors.
153. Subject to the provisions of Section 188 of the Act, the Company can by passing a resolution of the Board of Directors or by way of ordinary resolution as the case may be, and subject to such conditions as may be prescribed under the Section 188 of Act and rules there under, may enter into any contract or arrangement with a related party with respect to: Related Party Contracts.
- (a) sale, purchase or supply of any goods or materials;
  - (b) selling or otherwise disposing of, or buying, property of any kind;
  - (c) leasing of property of any kind;
  - (d) availing or rendering of any services;
  - (e) appointment of any agent for purchase or sale of goods, materials, services or property;
  - (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
  - (g) underwriting the subscription of any securities or derivatives thereof, of the Company:
- No Member of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the company, if such Member is a related party.
- Nothing in this Article shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.
154. Subject to the provisions of the Act and these Articles, the Company may from time to time increase or reduce within the maximum limit permissible, the number of Directors, provided that any increase in the number of Directors exceeding the limit in that behalf provided by the Act shall not have any effect unless necessary approvals have been taken in accordance with the Act. Increase or reduction in number of Directors.

#### **RETIREMENT AND ROTATION OF DIRECTORS**

155. (a) Subject to the provisions of the Act, the period of office as Director in case of the present Directors, so far as their total number does not exceed one-third of the total number of Directors appointed or the total number which is permissible under the provisions of the Act, for the non-rotation shall not be liable to determination by retirement by rotation of Directors and their number shall not be taken into account in determining the retirement by rotation of Directors or the number of Directors to retire. However, in case Retirement and rotation of Directors.

their total number exceeds one-third of the total number of Directors appointed in the Board or the number permissible under the provision of the Act for non-rotation of the Directors as the case may be, the Board shall decide as to out of them whose period of office shall be liable to determination by retirement by rotation. The Board of Directors shall take the required decision in this respect in the meeting first held immediately after the insertion of this Article and thereafter every time as and when the total number of Directors is increased or decreased.

- (b) The total number of permanent Directors inclusive of Directors referred to in sub-clause (a) above and the aforesaid Managing Director or Managing Directors and or Whole-time Director or Whole-time Directors and nominee Director appointed by the financial institution shall not exceed one-third of the total strength of the Board of Directors of the Company or the number permissible for non-rotation of the Directors under the provisions of the Act as the case may be. However, in case their total number and/or along with the Directors stated in sub-clause (a) above, as the case may be, exceeds one-third of the total number of Directors appointed in the Board or the number permissible under the provisions of the Act for non-rotation of the Directors as the case may be, the Board shall decide as to out of them whose period of office shall be liable to determination by retirement by rotation from time to time as and when such situation arises.
  - (c) Subject to sub-clauses (a) and (b) above, the Board of Directors shall have power to decide as to who out of the Board of Directors should be the non-rotational Director(s).
  - (d) At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation shall retire from office.
  - (e) Not less than two-third of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles, be appointed by the Company in General Meeting.
  - (f) The remaining Directors shall be appointed in accordance with the provisions of these Articles.
  - (g) The expression “**Retiring Director**” means a Director retiring by rotation.
156. Subject to the provisions of the Act and these Articles, the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between person who become Directors on the same day, those who are to retire shall in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall remain in office until the conclusion of the meeting at which his reappointment is decided or his successor is appointed. Ascertaining of Directors retiring by rotation.
157. Subject to the provisions of the Act and these Articles, a retiring Director shall be eligible for re-appointment. Eligibility for re-election.
158. The Company at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the Retiring Director or some other person thereto. Company to fill up vacancy.

159. (1) Subject to the provisions of the Act and these Articles any person who is not a Retiring Director shall be eligible for appointment to the office of the Director at any General Meeting if he or some Member intending to propose him has, at least fourteen (14) clear days before such meeting, left at the registered office of the Company, a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office as the case may be, along with a deposit of such sum as may, from time to time, be prescribed by the law as security deposit, which shall be refundable only if the candidate in respect of whom the deposit is made has duly been elected as Directors.
- (2) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Sub-Clause (1) of this Article signifying candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company, his consent in writing to act as a Director if appointed.
- (3) On receipt of the notice referred to in this Article the Company shall inform its Members of the Candidature of that person for the office of a Director or of the intention of a Member to propose such person as a candidate for that office by serving individual notice on Members not less than seven days before the meeting provided that it shall not be necessary for the Company to serve individual notices upon the Members if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the city, town or village in which the Registered Office of the Company is situate of which one is published in the English language and the other in the regional language.
- (4) A person other than;
- (a) a Director re-appointed after retirement by rotation or immediately on the expiry of his term of office; or
  - (b) an additional or alternate Director, or a person filling a casual vacancy in the office of a Director, appointed as Director or re-appointed as an additional or alternate director, immediately on the expiry of his term of office, or
  - (c) a person named as Director of the Company under these Articles as first registered;
- shall not act as a Director of the Company unless he has within thirty (30) days of appointment signed and filed with the Registrar, his consent in writing to act as such Director.
160. At a General Meeting of the Company, a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution, unless a resolution that it shall be so made, has first been agreed to by such meeting without any vote being given against it. A resolution moved in contravention of this Article shall be void whether or not objection so moved is passed no provision for the automatic reappointment of retiring Directors by virtue of these Articles or the Act in default of another appointment shall apply.
- (1) The Company may, subject to the provisions of the Act and these Articles remove any Director before the expiry of his period of office.
- (2) Special notice shall be given, of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.

Notice of  
candidature for  
office of  
Directors.

Individual  
Resolution for  
Directors  
appointment.

Removal of  
Directors

- (3) On receipt of notice of any such resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of the Company) shall be entitled to be heard on the resolution at the meeting.
- (4) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto, representation in writing to the Company (not exceeding a reasonable length) and requests its notification to the Members of the Company, the Company shall unless the representation is received by it too late for it to do so; (a) in the notice of the resolution given to the Members of the Company state the fact of the representation having been made; and (b) send a copy of the representation to every Member of the Company and if a copy of the representation is not sent as aforesaid because it has been received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the meeting. Provided that copies of the representation shall not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.
- (5) A vacancy created by the removal of Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board be filled by the appointment of another Director in his place by the meeting at which he is removed provided special notice of the intended appointment has been given under sub-clause (2) of this Article 160. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.
- (6) If the vacancy is not filled under Sub-Clause (5) it may be filled as casual vacancy in accordance with the provisions of the Act and all the provisions of the Act and the rules thereunder shall apply accordingly.
- (7) A Director who was removed from office under this Article shall not be reappointed as Director by the Board of Directors.
- (8) Nothing contained in this Article shall be taken:
  - (a) as depriving a person removed thereunder of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as Director; or
  - (b) as derogating from any power of the Company to remove a Director, which may exist apart from this Article 160.

## MEETING OF DIRECTORS

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| 161. | The Company shall hold its first meeting of the Board of Directors within thirty (30) days of the date of incorporation of the Company. The Directors may meet together as a Board from time to time and shall hold a minimum number of four (4) meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. | Meeting of Directors        |
| 162. | Notwithstanding anything contrary contained in these Articles, may, in pursuance of and subject to compliance of provisions of the Act and the applicable rules, regulations, circulars, guidelines, notifications etc. as may be   | Meetings by electronic mode |

specified by the MCA, and any competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Act, or by the rules, regulations made thereunder, from time to time, allow the Directors of the Company to participate in the Meeting(s) of the Board of Directors through any type of electronic mode like video conferencing etc. and the Directors so participating shall be deemed to be present in such Meeting(s) of Board of Directors for the purpose of the quorum, voting, recording and all other relevant provisions in this regard.

For conducting the aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines etc. issued / to be issued from time by MCA, SEBI or any other competent authority(ies) in this regard.

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| 163. | A Director or the Managing Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Board of Directors. Notice of not less than seven (7) days shall be issued in respect of every meeting of the Board in writing to every Director for the time being in India and at his usual address to the Company and to every other Director as may be required under relevant provisions of the Act. Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at such meeting of the Board.   | When meetings to be convened and notice thereof.            |
| 164. | Subject to the provisions of the Act and SEBI LODR Regulations, the quorum for a meeting of the Board of Directors shall be one third of the total strength of the Board of Directors (excluding Directors, if any, whose places may be vacant at the time, and any fraction contained that one-third being rounded off as one) or two Directors, present in person or attending through any type of electronic mode like video conferencing, whichever is higher, provided that where at any time the number of interested Directors exceeds, that is to say, the number of Directors, who are not interested and are present at the meeting, not being less than two, shall be quorum during such meeting. A meeting of the Board of Directors for the time being at which quorum is present shall be competent to exercise all or any of the authorities powers and discretion by or under the Act or the Articles of the Company, for the time being vested in or exercisable by the Board of Directors generally. | Quorum.   |
| 165. | If a meeting of the Board of Directors cannot be held for want of quorum, then the meeting shall stand adjourned until such date and at such time and place as the Chairman may appoint and in default of such appointment to the same day in the next week at the same time and place or if that day is a public holiday till the next succeeding day which is not a public holiday, at the same time and place or to such day, time and place as the Board of Directors present may determine.   | Adjournment of meeting for want of quorum.                  |
| 166. | The Board shall elect one of its Members to be the Chairman of the Board and the Board shall determine the period for which the Chairman is to hold such office.   | Appointment of Chairman.                                    |
| 167. | All meetings of the Board of Directors shall be presided over by the Chairman, if present, but if at any meeting of the Board of Directors the Chairman be not present at the time appointed for holding the same, then in that case, the Board of Directors shall choose one of their Member then present to preside at the meeting.  | Who to preside at meeting at board.                         |
| 168. | Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes, the Chairman of the meeting, whether the Chairman appointed by virtue of these Articles or the Director presiding at such meeting shall have second or casting vote.   | Questions at Board meeting how to be decided (casting vote) |

169.	<p>Subject to the provisions of the Act and these Articles the Board of Directors may delegate any of their powers to a committee consisting of such Member or Members of their body, as they think fit and they may from time to time revoke and discharge any such committee either wholly or in part and either as to person or purposes, but every committee so formed shall, in the exercise of the powers so delegated to it conform to any regulations that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee in conformity with such regulations and in fulfillment of the purpose of their appointment but not otherwise shall have the like force and effect as it done by the Board. Subject to the provisions of the Act the Board may from time to time fix the remuneration to be paid to any Member or Members of their body constituting a committee appointed by the Board in terms of these Articles and may pay the same.</p> <p>The Company shall inter- alia constitute the following Committees as and when required under provisions of the Act:</p> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee as may be required under Section 135 of the Act.</li> <li>Audit Committee as may be required under Section 177 of the Act.</li> <li>Nomination and Remuneration Committee and Stakeholders Relationship as required under Section 178 of the Act.</li> </ol> <p>The composition and duties of the aforesaid committees shall be as may be prescribed under the Act and rules made there under and SEBI LODR Regulations, as applicable.</p>	Directors may appoint committee.
170.	The meetings and proceedings of any such committee consisting of two or more Directors shall be governed by the provisions herein contained in respect of the meetings and proceedings of the Board of Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Board of Directors under the last preceding Articles.	Meeting of Committees how to be convened.
171.	<ol style="list-style-type: none"> <li>(1) Subject to the provisions of Section 174 of the Act, a resolution passed by circular without a meeting of the Board or a committee of the Board appointed under these Articles, shall subject to the provisions of sub clause (2) hereof, and the Act, be as valid and effectual as resolution duly passed at meeting of the Board or of a committee duly called and hold.</li> <li>(2) A resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, if the resolution has been circulated in draft together with the necessary papers, if any, to all the Board of Directors or to all the Members of the Committee then in India (not being less in number than the quorum requisite for a meeting of the Board of the Committee as the case may be) and to all other Directors or Members of the Committee at their usual address in India by hand delivery, post, courier or prescribed electronic mode and has been approved by majority of the Board of Directors or Members of the Committee as are entitled to vote on the Resolution.</li> <li>(3) Subject to the provisions of the Act, statement signed by the Managing Director or other person authorized in that behalf by the Board of Directors certifying the absence from India of any Directors shall for the purposes of this Article be conclusive evidence of the facts stated therein.</li> </ol>	Resolution by Circular.
172.	Subject to the provisions of the Act and these Articles, all acts done by any meeting of the Board of Directors or by a Committee of Directors or by any person acting as a Director shall, notwithstanding that it shall afterwards be	Act of Board or Committee valid notwithstanding

	discovered that there was some defect in the appointment of such Director or person acting as aforesaid or that they or any of them were or was disqualified, or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, may be as valid as if every such person had been duly appointed and was qualified to be a Director, provided that nothing in this Article shall be deemed to give validity to acts done by the Board of Directors after their appointment had been shown to the Company to be invalid or to have terminated.	defect in appointment.
173.	<p>The Company shall cause minutes of the meeting of the Board of Directors and of Committees of the Board to be duly entered in a book or books provided for the purpose in accordance with the relevant provisions of Section 118 of the Act. The minutes shall contain a fair and correct summary of the proceedings of the meeting including the following:</p> <p>(i) The names of the Directors present at the meeting of the Board of Directors or any Committee thereof;</p> <p>(ii) All orders made by the Board of Directors;</p> <p>(iii) All resolutions and proceedings of meetings of the Board of Directors and Committees thereof;</p> <p>(iv) In the case of each resolution passed at a meeting of the Board of Directors or Committee thereof the names of Directors if any, dissenting from or not concurring in the resolution.</p>	Minutes of proceedings of Board of Directors and Committees to be kept.
174.	All such minutes shall be signed by the Chairman of the concerned meeting or by the person who shall preside as Chairman at the next succeeding meeting and all the minutes purported to be so signed shall for all actual purposes whatsoever be prima facie evidence of the actual passing of the resolution recorded and the actual and regular transaction or occurrence of the proceedings so recorded and of the regularity of the meetings at which the same shall appear to have taken place.	By whom minutes to be signed and the effect of minutes recorded.
175.	<p>(1) Subject to the provisions of the Act and these Articles the Board of Directors of the Company shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized to exercise, and do. Provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other Act or by the Memorandum or these Articles or otherwise to be exercised or done by the Company in General Meeting. Provided further that in exercising any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act or in the Memorandum or in these Articles of in any regulations not inconsistent therewith duly made thereunder including regulations made by the Company in General Meeting.</p> <p>(2) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p>	General Powers of Directors.
176.	<p>(1) Subject to the provisions of Section 180 of the Act, the Board of Directors shall not exercise the following powers except with the consent of the Company accorded by a special resolution, namely:—</p> <p>(a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.</p>	Consent of company necessary for the exercise of certain powers.

Explanation.—For the purposes of this Article 176(1) —

- (i) “undertaking” shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year;
- (ii) the expression “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year;
- (b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
- (c) to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its Paid-Up share capital and free reserves, apart from temporary loans obtained from the company’s bankers in the ordinary course of business.

Explanation.—For the purposes of this Article 176 (1) (c), the expression “temporary loans” means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature;

- (d) to remit, or give time for the repayment of, any debt due from a Director.
- (2) Every special resolution passed by the Company in the General Meeting in relation to the exercise of the powers referred to in Article 176 (1) (c) shall specify the total amount up to which monies may be borrowed by the Board of Directors.

177. (1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and it shall do so only by means of resolutions passed at meetings of the Board namely:—
- Powers exercised at Board meetings.
- (a) to make calls on shareholders in respect of money unpaid on their Shares;
  - (b) to authorize buy-back of Securities under Section 68 of the Act;
  - (c) to issue Securities, including Debentures, whether in or outside India;
  - (d) to borrow monies;
  - (e) to invest the funds of the Company;
  - (f) to grant loans or give guarantee or provide security in respect of loans;
  - (g) to approve financial statement and the Board’s report;
  - (h) to diversify the business of the Company;
  - (i) to approve amalgamation, merger or reconstruction;



(j) to take over a company or acquire a controlling or substantial stake in another company;

(k) any other matter which may be prescribed;

provided that the Board may, by a resolution at a meeting delegate to any committee of Directors or the Managing Director or any other principal office of the Company or to a principal officer of any of its branch offices, the powers specified in sub clause (d) to (f) of this Article 177 (1) to the extent specified below, on such conditions as the Board may prescribe.

- (2) Every resolution delegating the power referred to in, Article 177 (1) (d) shall specify the total amount up to which loans may be borrowed from time to time by the delegate, provided however, that where the Company has an arrangement with its bankers for the borrowing of moneys by way of overdraft, cash credit, or other accounts, the day to day operation on overdraft cash credit or other account, by means of which the arrangement as made is actually availed of shall not require the sanction of the Board.
- (3) Every resolution delegating the power referred to in Article 177 (1) (e) shall specify the total amount up to which the funds may be invested and the nature of the investments which may be made by the delegate.
- (4) Every Resolution delegating the power referred to in Article 177 (1)(f) above, shall specify the total amount outstanding at any time made by the delegate, the purpose for which the loans may be made and the maximum amount of loans which may be made.
- (5) Nothing contained in this Article shall be deemed to affect the right of the Company to, in a General Meeting, impose restrictions and conditions on the exercise by the Board of any of the powers referred above.

178.	Without prejudice to the powers conferred by Articles and so as not in any way to limit or restrict these powers and without prejudice to the other powers conferred by these Articles and subject to the approval of the Members where ever required, it is hereby declared that the Board of Directors shall have following powers that is to say power:	Certain powers of Board.
	(1) To pay all costs, charges and expenses preliminary and incidental to the promotion establishment and registration of the Company.	To pay preliminary any promotional costs and charges.
	(2) To pay and charge to the capital of the Company any commission or interest lawfully payable thereabout under the relevant provisions of the Act and Articles.	To pay commission and interest.
	(3) Subject to the provisions of the Act and these Articles to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit, and in any such purchase or other acquisition to accept such title as the Board of Directors may believe or may be advised to be reasonably satisfactory.	To acquire property.
	(4) At their discretion and subject to the provision of the Act to pay for any property or rights required, by or services rendered to the Company, either wholly or partly in cash, or in Shares, bonds, Debentures, debenture-stock, mortgage or other Securities of the Company, and any such Shares may be	To pay for property in cash debentures or otherwise.

issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, Debentures, debenture stock, mortgage or other Securities may be either specifically charged upon all or any part of the property of the Company and its uncalled or not so charged.

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| (5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or jointly; also to insure all or any portion of the goods, produce machinery and other articles imported or exported by the Company and to sell assign, surrender or discontinue any policies of effected in pursuance of this power. | To insure properties of the Company.               |
| (6) To open accounts with any bank or bankers or with any company or firm and to pay money into and draw money from any such amount from time to time as the Board of Directors may think fit.   | To open account with bank.                         |
| (7) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the Property of the Company and its unpaid capital for the time being or in such other manner as they think fit subject to the necessary approvals.   | To secure contracts by mortgage, etc.              |
| (8) To attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company or in payment for services rendered to the Company, such conditions as to the transfer thereof as they think fit.   | To attach conditions as to transfer of any shares. |
| (9) To accept from any Member, on such terms and conditions as may be agreed, a surrender of his shares or stock or any part thereof, so far as may be permissible by any law for the time being in force.   | To accept surrender of Shares.                     |
| (10) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.   | To appoint trustees.                               |
| (11) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise, concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debt due, or of any claims or demands by or against the Company.   | To bring and defend suits and legal proceedings.   |
| (12) To refer any claims or demand by or against the Company or any dispute or difference to arbitration and observe, perform and execute and awards made thereon.   | To refer to arbitration.                           |
| (13) To act on behalf of the Company in all matters relating to bankrupts and insolvents.  | To act in insolvency matters.                      |
| (14) To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demand of the Company.   | To give receipts.                                  |
| (15) To determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend, warrants, releases, contracts and documents and to give the necessary authority for such purposes.   | To authorize acceptance.                           |

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| <p>(16) Subject to the provisions of the Act and these Articles to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such securities and other investments (not being shares of the Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments provided that all investments shall be made and held by the Company in its own name, and within the limits permitted by the Members and under the Act.</p>   | <p>To invest money.</p>  |
| <p>(17) To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgages may contain a power of sale and such other powers, covenants, provisions and agreements as shall be agreed.</p>   | <p>To execute Mortgage.</p>  |
| <p>(18) To distribute by way of bonus, amongst the staff of the Company, a part of the profits of the Company and to give to any officer or other persons employed by the Company, a commission on the profits of any particular business or transactions and to charge such bonus or commission as part of the working expenses of the Company.</p>   | <p>To distribute bonus.</p>  |
| <p>(19) Subject to the provisions of the Act, to give to any officer or other person employed by the Company, an interest in any particular business or transaction by way of a share in the general profits of the Company, and such share of profits shall be treated as a part of the working expenses of the Company.</p>  | <p>Sharing profits.</p>  |
| <p>(20) To provide for the welfare of employees or ex-employees of the Company and its Directors or ex-Directors and the wives, widows, and families and the dependents of such persons, by building or contributing to the building of houses, dwelling or quarters or by grant of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payment or by creating and from time to time, subscribing or contributing to provident and other funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, and dispensaries, medical and other attendances and other forms of assistance, welfare or relief as the Board of Directors shall think fit, and to subscribe or contribute or otherwise to assist to or guarantee money to charitable, benevolent, religious, scientific, national, public or any other institutions objects or purposes or for any exhibition.</p>   | <p>To provide for welfare of employees and to subscribe to charitable and other funds.</p> |
| <p>(21) Before recommending any dividend, to set aside out of the profits of the Company, such sums as they may think proper for depreciation or to create a Depreciation Fund, Insurance Fund, General Reserve, Reserve Fund, Sinking Fund or any special or other fund or funds or accounts or accounts to meet contingencies, or to pay redeemable preference shares, Debenture or debenture stock or special dividends or for equalizing dividends, or for repairing, improving, extending and maintaining any part of the property of the Company, and/or for such other purposes (including the purposes referred to in the last two preceding sub-clauses) as the Board of Directors may, in their absolute discretion think conducive to the interests of the Company and to invest the several sums so set aside or as much thereof as are required to be invested upon such investments (subject to the restrictions imposed by the Act and these Articles) as the Board of Directors may think fit from time to time to deal with and vary any such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board of Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Board of Directors apply or upon which they expend the same</p> | <p>To create depreciation and other funds.</p>   |

or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the Reserve, General Reserve, or the Reserve Fund into such special funds as the Board of Directors may think fit, and to employ the assets constituting all or any of the above funds or accounts, including the Depreciation Fund appropriated out of the net profits in the business of the Company or in the purchase or repayment of redeemable preference shares, Debentures or debenture-stock and that without being bound to keep the same separately from the other assets, and without being bound to pay or allow interests, on the same, with power however to the Director at their discretion to apply or allow interests on the same, with power however to the Board of Directors at their discretion to allow to the credit of such fund, interest at such rate as the Board of Directors may think proper.

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| <p>(22) Subject to the provisions of the Act, to appoint and at their discretion remove or suspend managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances, and also without prejudice foregoing, from time to time, provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in following sub-clauses (24), (25), (26) and (27) of this Article 178, shall be without prejudice to the general powers conferred by this sub-clause (22) of Article 178.</p>  | <p>To appoint employees.</p>      |
| <p>(23) To comply with the requirements of any local law which the Company is not bound to comply with but which in their opinion it shall be in the interests of the Company necessary or expedient to comply with.</p>  | <p>To comply with local laws.</p> |
| <p>(24) From time to time and at any time to establish a local board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of any such local board, or any managers or agents and to fix their remuneration.</p>   | <p>Local Board.</p>               |
| <p>(25) Subject to the provisions of the Act and the Articles, and at any time to delegate to any such Local Board, or any member or members thereof or any managers or agents so appointed any of the powers, authorities and discretions for the time being vested in the Board of Directors and to authorize the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding such vacancies therein and any such appointment or delegation under sub clause (24) of this Article 178, may be made on such terms and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any persons so appointed and may annul or vary any such delegation.</p>  | <p>Delegation</p>                 |
| <p>(26) At any time and from time to time by a power of attorney authorize any person or person to be the attorney or attorneys of the Company, for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these presents and excluding the power which may be exercised only by the Board of Directors at a meeting of the Board under the Act or the Articles of by the Company in General Meeting) and for such period and subject to such conditions as the Board of Directors may from time to time think fit and any such appointment may (if the Board of Directors think fit) be made in favour of the member or any of the members of any Local Board, established as aforesaid or in favour of any Company, or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any body of persons whether nominated directly or indirectly by the Board of Directors</p> | <p>Power of Attorney.</p>         |

and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board of Directors may think fit, and may contain powers enabling any such delegate or attorneys as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in them.

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| (27) | Subject to the provisions of the Act and these Articles, to delegate the powers, authorities and discretions vested in the Board of Directors to any person, firm, company, or fluctuating body of persons as aforesaid.   | To delegate.                  |
| (28) | Subject to the provisions of the Act and these Articles, for or relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company. | To enter into contracts, etc. |

#### **KEY MANAGERIAL PERSONNEL**

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| 179. | Subject to the provisions of Section 203 of the Act and rules made thereunder and/or these Articles, as applicable,  | Power to appoint Key Managerial Persons.                                   |
|      | (i) a chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;   |  |
|      | (ii) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.  |  |
| 180. | Subject to the provisions of the Act and these Articles, the Managing Director or Managing Directors or Whole-time Director or Whole-time Directors shall be subject to retirement by rotation and, subject to the provisions of any contract between him or them and the Company be subject to the same provisions as to resignation and removal as the other Director of the Company and he or they shall ipso facto and immediately cease to be Managing Director or Managing Directors or Whole time Director or Whole time Directors if he or they cease to hold the office of Director from any cause. | What provisions the Managing and Whole time Directors shall be subject to. |
| 181. | The remuneration of the Managing Director or Managing Directors or Whole-time Director or Whole-time Directors (subject to provisions of the Section 197 and Schedule V of the Act) shall be in accordance with the terms of his or their contract with the Company.   | Remuneration of Managing Director and whole time Director                  |
| 182. | Subject to the provisions of the Act and to the terms of any Resolution of the Company in General Meeting or of any Resolution of the Board and to the term of any contract with him or them, the Managing Director or Managing Directors shall have substantial powers of management subject to the superintendence, control and direction of the Board of Directors.   | Power and Duties of Managing Director.                                     |

#### **SECRETARY**

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| 183. | The Board of Directors shall appoint a whole-time Secretary of the Company possessing the prescribed qualification for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them. The main functions of the Secretary shall be the responsibility for maintaining records and Registers required to be kept under the Act and these Articles, making the necessary returns to the Registrar of | Secretary. |
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Companies under the Act and these Articles and for getting the necessary documents registered with the Registrar and for carrying out all other administrative and ministerial acts, duties and functions which a Secretary of a Company is normally supposed to carry out, such as giving the necessary notices to the Members, preparing the agenda of meetings, issuing notices to Directors, preparing minutes of meeting of Members and of Directors and of any committee of Directors and maintaining minute books and other statutory documents, and he shall carry out and discharge such other functions and duties as the Board of Directors or the Managing Director may from time to time require him to do so.

## **REGISTERS, BOOKS AND DOCUMENTS**

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| 184. | <p>(1) Company shall maintain all Registers, books and documents as required by the Act or these Articles including the following, namely:</p> <ul style="list-style-type: none"> <li>(a) Register of Members;</li> <li>(b) Register of Debenture Holders;</li> <li>(c) Register of other Security Holders;</li> <li>(d) Register of Securities/ Shares bought back;</li> <li>(e) Register of Charges;</li> <li>(f) Register of Directors, key managerial personnel;</li> <li>(g) Register of loans, investments, guarantees and securities;</li> <li>(h) Register of Investments not held by the Company in its own name;</li> <li>(i) Register of contracts, arrangements in which the directors are interested;</li> <li>(j) Books of Accounts;</li> <li>(k) All returns and forms filed with the Registrar of Companies;</li> <li>(l) Such other statutory registers as may be prescribed under the relevant and applicable provisions of the Act, from time to time.</li> </ul> <p>(2) The said Registers, books and documents shall be maintained in conformity with the applicable provisions of the Act and these Articles and shall be kept open for inspection for such persons as may be entitled thereto respectively under the Act and these Articles on such days and during such business hours as may in that behalf be determined in accordance with the provisions of the Act these Articles and extracts therefrom shall be supplied to those persons entitled thereto in accordance with the provisions of the Act and these Articles.</p> <p>(3) The Company may keep a Register of foreign Members in accordance with the provisions of the Act. The Board of Directors may from time to time, make such provisions as they may think fit in respect of the keeping of the branch Registers of Members and/or Debenture holders.</p> | Registers Books and Documents. |
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## **DIVIDENDS**

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| 185. | The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.  | Division of profits. |
| 186. | Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the Members, such interim dividends during the financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared by the Company. | Interim Dividend.    |
| 187. | (i) The Board may, before recommending any dividend, set aside out of the profits of the Company, such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including                      |                      |

provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 188.
- (i) Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares.
  - (ii) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share.
  - (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
189. The Board may deduct from any dividend payable to any Member, all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.
- 190.
- (i) Any dividend, interest or other monies payable in cash in respect of Shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members, or to such person and to such address as the holder or joint holders may in writing direct.
  - (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
191. Any one of two or more joint holders of a Share may give effective receipts for any dividends, bonuses or other monies payable in respect of such Share.
192. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act. No dividend shall bear interest against the Company.
193. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company. If the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, transfer the total amount of dividend, which remained so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account".

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investor Education and Protection Fund". Provided that, any claimant of Shares so transferred shall be

entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.

Further, there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law and the Company shall comply with the provisions of Sections 124 and 125 of the Act in respect of all unclaimed or unpaid Dividends.

## **RESERVES AND CAPITALISATION**

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| 194. | The Board may, before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or as may be permitted by the Act, applied for payment of dividend or be invested in such investments and in such manner or as may be permitted by the Act and as the Board may from time to time think fit.   | Reserves       |
| 195. | <p>(i) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p style="margin-left: 20px;">(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p style="margin-left: 20px;">(b) that such sum be accordingly set free for distribution in the manner specified in Article 195(ii) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(ii) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards—</p> <p style="margin-left: 20px;">(A) paying up any amounts for the time being unpaid on any Shares held by such Members respectively;</p> <p style="margin-left: 20px;">(B) paying up in full, unissued Shares of the Company to be allotted and distributed, credited as fully Paid-Up, to and amongst such Members in the proportions aforesaid;</p> <p style="margin-left: 20px;">(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</p> <p style="margin-left: 20px;">(D) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares;</p> <p style="margin-left: 20px;">(E) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.</p> | Capitalization |
| 196. | <p>(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p style="margin-left: 20px;">(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid Shares, if any; and</p>   |                |



- (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
  - (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares becoming distributable in fractions; and
  - (b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further Shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such Members.

## ACCOUNTS

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| 197. | <p>(1) The Company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting:</p> <p>Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide, and when the Board of Directors may decide the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place.</p> <p>(2) If the Company shall have branch office, whether in or outside India, proper books of account relating to the transactions effected at the office shall be kept at that office, and proper summarized returns, made up to date at intervals of not more than three months, shall be sent by the branch office of the Company to its Registered Office or other place in India, as the Board thinks fit where the main books of the Company are kept.</p> <p>(3) All the aforesaid books shall give a true and fair picture of the financial position of the Company.</p> | <p>Books of Account to be kept.</p>                               |
| 198. | <p>The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company or, any of them, shall be open to the inspection of Members not being Directors and no Member (not being Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorized by the Company in General Meeting.</p>  | <p>Inspection by Member of accounts and books of the Company.</p> |
| 199. | <p>At every Annual General Meeting the Board shall lay before the Company, financial statements along with the reports thereto, prepared in accordance with the provisions of the Act and such financial statements shall comply with the requirements of the Act so far as they are applicable to the Company.</p>  | <p>Financial Statements to be furnished at General Meeting.</p>   |
| 200. | <p>There shall be attached to every Financial Statements laid before the Company a Report by the Board of Directors complying with the provision of the Act.</p>   | <p>Board Report.</p>  |

201.	The Company shall comply with the requirements of the Act and make necessary arrangement for Section 136 of the Act.	Right of Members to copies of Financial Statements
<b>ANNUAL RETURNS</b>		
202.	The Company shall prepare and file the requisite annual returns in accordance with the provisions of the Act.	Annual Return.
203.	Once, at least in every year, the books of account of the Company shall be examined by one or more auditors in accordance with the relevant provisions contained in that behalf in the Act and the rules thereunder.	Accounts to be Audited.
204.	The appointment qualifications, powers, rights, duties and remuneration of the auditors shall be regulated by and in accordance with the relevant provisions of the Act.	Appointment powers, etc. of Auditors.
205.	Every account when audited and approved by the Members in a General Meeting, shall be conclusive except as regards any error discovered therein within three (3) months after the approval thereof. Whenever any such error is discovered within the aforesaid period, the account shall forthwith be corrected and thenceforth shall be conclusive.	Accounts when audited and approved to conclusive except as to errors discovered within.

#### **DOCUMENTS AND SERVICE OF DOCUMENTS**

206.	<p>(1) A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order, judgment or any other document in relation to or in the winding up of the Company) may be served or sent by the Company or to any Member either personally or by sending it by post to him at his registered address or (if he has no registered address in India) at the address, if any within India supplied by him to the Company or by such electronic mode as may be prescribed under the Act.</p> <p>(2) Where a document is sent by post:</p> <p>(a) service thereof shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, provided that where a Member, has intimated to the Company in advance that documents should be sent to him under certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company, a sum sufficient to defray the expenses of doing so, service of the document shall not be deemed to be effected, unless it is sent in the manner intimated by the Member; and</p> <p>(b) Such service shall be deemed to have been effected:</p> <p>(i) in the case of a notice of a meeting, at the expiration of forty eight (48) hours after the letter containing the notice is posted; and</p> <p>(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.</p>	Manner of Service.
207.	If a Member has no registered address in India and has supplied to the Company an address within India for the giving of notice to him, a document advertised	Service on Members

	in a newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.	having no registered address.
208.	All document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title of representative of the deceased or Assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or (until such as address has been so supplied) by serving the document in any manner been so supplied by serving the documents in any manner in which the same might have been served if the death or insolvency has not occurred.	Service on person acquiring shares on death or insolvency of Member.
209.	Subject to the provisions of the Act and these Articles, notices of the General Meetings shall be given; <ul style="list-style-type: none"> <li>(i) to all Members of the Company as provided and in the manner authorized by these Articles;</li> <li>(ii) to the persons entitled to a Share in consequence of the death or insolvency of a Member.</li> <li>(iii) to the Auditor or Auditors for the time being of the Company, in any manner authorized by these Articles.</li> </ul>	Persons entitled to notice of general meetings.
210.	Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members or any of them, and not expressly provided for by these presents shall be deemed to be duly served or sent if advertised once in one daily English and one daily vernacular newspaper circulating in the district in which the registered office of the Company is situated.	Advertisement.
211.	Every person who by operation of a transfer, or other means whatsoever, becomes entitled to any Share, shall be bound by every document in respect of such Share which previously to his name and address being entitled on the Register, has been duly served on or sent to the person from whom he derives his title to such Share.	Members and by document given to previous holders.
212.	Any notice to be given by the Company shall be signed by the Managing Director or Secretary or by such Director or officer as the Board of Directors may appoint and such signature may be written or printed or lithographed.	Notice by company and signature thereto.
213.	All notices to be given on the part of the Members to the Company shall be kept at or sent by post under certificates of posting or by registered post to the registered office of the Company.	Service of notice by Members.

#### **AUTHENTICATION OF DOCUMENTS**

214.	Save as otherwise expressly provided in the Act or these Articles, a document or proceedings requiring authentication by the Company may be signed by a Director the Managing Director or an authorized officer of the Company.	Authentication of documents and proceedings
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#### **RECONSTRUCTION**

215.	On any sale of an undertaking of the Company, the Board or a liquidator on a winding up, may if authorized by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, whether incorporated in India or not, either then existing or to be formed for the purchase	Reconstruction.
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in whole or in part of the property of the Company, and the Board (if the profits of the Company permit) or the liquidator (in a winding up) may distribute such Shares or Securities or any other property of the Company amongst the Members without realization, or vest the same in trustees for them, and any special resolution may provide for the distribution or appropriation of cash, Shares or other Securities, benefit or property otherwise than in accordance with the strict legal rights of the Members or contributories of the Company and for the valuation of such Securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights, if any, as are incapable of being waived or excluded by these Articles.

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| 216. | <p>If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively; and if in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to rights of the holders of Shares issued upon special terms and conditions.</p>   | Distribution of Assets.                   |
| 217. | <p>(1) If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution, but subject to the rights attached to any preference shares capital, divide amongst the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction of a special resolution, but subject to the rights attached to any preference share capital, divide amongst the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. The liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.</p> <p>(2) If thought expedient any such division may, subject to the provisions of the Act, be otherwise than in accordance with the legal right of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any such division shall be determined, any contributory who would be prejudiced hereby shall have right to dissent and ancillary rights as if such determination were a special resolution passed in accordance with the relevant provisions of the Act.</p> <p>(3) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten (10) days after the passing of the special resolution, by notice in writing, intimate to the liquidator to sell his proportion and pay him the net proceeds and the liquidator shall, if practicable, act accordingly.</p> | Distribution of assets in specie or kind. |

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| 218. | A special resolution sanctioning a sale to any other Company duly passed under the relevant provisions of the Act may, subject to the provisions of the Act, in like manner as aforesaid determined that any Shares or other consideration receivable by the liquidator be distributed amongst the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction. | Right of shareholders in case of the sale. |
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#### **SECRECY CLAUSE**

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| 219. | <p>(1) Every director, manager, auditor, trustee, Member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall if so required by the Board of Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transaction and affairs of the Company with the customers and the state of the accounts with individuals and in realization thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board of Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p> <p>(2) No Member shall be entitled to visit or inspect the Company's works without the permission of the Board of Directors or the Managing Director or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process, which may relate to the conduct of the business of the Company and which in the opinion of the Director or the Managing Director it will be inexpedient in the interest of the Members of the Company to communicate to the public.</p> | Secrecy Clause. |
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#### **INDEMNITY AND RESPONSIBILITY**

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| 220. | Every officer, Director and key managerial personnel of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.  | Directors and other right to indemnity.                  |
| 221. | Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, omissions, neglects or defaults of any other Director or officer or for joining in any omission or other act for conformity or for any loss or expenses suffered by the Company through insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankrupt, insolvency, or tortious act of any person, company or corporation, with whom any moneys, securities or effects' shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss or damages, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty. | Directors and others not responsible for acts of others. |
| 222. | The Company shall have among its objective the promotion and growth of the national economy through increased productivity, effective utilization of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with the national aspirations, and the Company shall be mindful of its social and moral responsibilities to the customers, employees, shareholders, society and the local community.   | Social objects.  |

223. Whenever in the Act, it has been provided that the Company shall have any right privileges or authority or that the Company could carry out any transaction only if the Company is authorized by its articles, then and in that case this Article thereto authorizes and empowers the Company to have such rights, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided. General Power.

#### **CORPORATE SOCIAL RESPONSIBILITY**

224. (1) The Company under the requisite provisions of the Act, shall undertake such social activities as may be required, and for that purpose, shall constitute a Corporate Social Responsibility Committee of the Board consisting of three (3) or more Directors, out of which at least one (1) Director shall be an Independent Director. Corporate Social Responsibility.
- (2) The Corporate Social Responsibility Committee shall,—
- (a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as may be specified in the Act;
  - (b) recommend the amount of expenditure to be incurred on the activities referred to in Article 224 (2) (a); and
  - (c) monitor the Corporate Social Responsibility Policy of the Company from time to time.
- (3) The Board of Directors of shall,—
- (a) after taking into account the recommendations made by the Corporate Social Responsibility Committee, approve the Corporate Social Responsibility Policy for the Company and disclose contents of such Corporate Social Responsibility Policy in its report and also place it on the Company's website, if any, in such manner as may be prescribed under the Act; and
  - (b) ensure that the activities as are included in Corporate Social Responsibility Policy of the Company are undertaken by the company.
- (4) The Board shall ensure that the company spends, in every financial year, at least two per cent (2%) of the average net profits of the company made during the three (3) immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.
- (5) The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities.

## SECTION IX: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and subsisting contracts (not being contracts entered into in the ordinary course of business carried on by our Company and including contracts entered into until the date of this Draft Red Herring Prospectus), which have been entered or are to be entered into by our Company which are, or may be, deemed material, will be attached to the copy of the Red Herring Prospectus and the Prospectus, as applicable, which will be delivered to the RoC for filing. Copies of the abovementioned documents (including the Red Herring Prospectus) and contracts, and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10:00 a.m. and 5:00 p.m. on all Working Days from date of filing of the Red Herring Prospectus until the Bid/ Offer Closing Date and will be available on the website of our Company at <http://www.tennecoindia.com/investor-information/>.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

#### A. Material Contracts for the Offer

1. Offer Agreement dated June 30, 2025 among our Company, the Promoter Selling Shareholder and the BRLMs.
2. Registrar Agreement dated June 30, 2025 among our Company, the Promoter Selling Shareholder and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank(s) Agreement dated [●] by and among our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank(s), Public Offer Bank and the Refund Bank(s).
4. Share Escrow Agreement dated [●] among our Company, the Promoter Selling Shareholder and the Share Escrow Agent.
5. Syndicate Agreement dated [●] among our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members.
6. Underwriting Agreement dated [●] among our Company, the Promoter Selling Shareholder and the Underwriters.

#### B. Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.
2. Certificate of incorporation dated December 21, 2018 issued by the Central Registration Centre on behalf of the RoC.
3. Certificate of incorporation consequent upon conversion to public company dated May 16, 2025 issued by the Central Registration Centre on behalf of the RoC pursuant to conversion of our Company into a public company and consequential change in our name from 'Tenneco Clean Air India Private Limited' to 'Tenneco Clean Air India Limited'.
4. Resolution of the Board dated June 27, 2025 authorizing the Offer and other related matters.
5. Resolution of our Board dated June 30, 2025 approving this Draft Red Herring Prospectus.
6. Resolution of our Board dated June 30, 2025, taking on record the consent and authorization of the Promoter Selling Shareholder for the transfer of the Offered Shares pursuant to the Offer for Sale.

7. Resolution dated June 16, 2025 passed by the board of directors of the Promoter Selling Shareholder for participation in the Offer for Sale.
8. Consent letter dated June 29, 2025 from the Promoter Selling Shareholder consenting to and authorizing the transfer of the Offered Shares pursuant to the Offer for Sale.
9. Resolution of our Audit Committee dated June 30, 2025 approving the KPIs.
10. Copies of the annual reports of our Company for the Fiscals 2025, 2024 and 2023.
11. The examination report dated June 29, 2025 of the Statutory Auditor, on our Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus.
12. Report dated June 29, 2025 on Statement of Possible Special Tax Benefits of our Company and our Shareholders issued by the Statutory Auditor.
13. Report dated June 30, 2025 on the Statement of Possible Special Tax Benefits available to our Material Subsidiary, Tenneco Automotive India Private Limited, issued by Walker Chandiook & Co LLP, Chartered Accountants
14. Written consent of the Directors, Company Secretary and Compliance Officer, the BRLMs, the Syndicate Members, legal counsel to our Company as to Indian law, international legal counsel to the Company, Registrar to the Offer, Independent Chartered Accountant, Escrow Collection Bank(s), Public Offer Bank(s), Refund Bank(s), Sponsor Bank, Bankers to our Company, as referred to in their specific capacities.
15. Consent dated June 30, 2025 from Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditor, holding a valid peer review certificate from ICAL, to include their name as required under section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as Statutory Auditors, and in respect of their (i) examination report, dated June 29, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated June 29, 2025 on the Statement of Possible Special Tax Benefits of our Company and our Shareholders, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
16. Consent dated June 30, 2025 from Walker Chandiook & Co LLP, Chartered Accountants, to include their name as required under the SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as statutory auditors of our Material Subsidiary, Tenneco Automotive India Private Limited in respect to their report dated June 30, 2025, on the Statement of Possible Special Tax Benefits available to available to our Material Subsidiary, Tenneco Automotive India Private Limited, as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
17. Consent dated June 30, 2025 from B.B. & Associates, Chartered Accountants (*FRN No. 023670N*), to include their name as required under section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act to the extent and in their capacity as the Independent Chartered Accountant, in respect of their certificates in connection with the Offer and details derived therefrom as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
18. Certificate dated June 30, 2025 from B.B. & Associates, Chartered Accountants (*FRN No. 023670N*), certifying the KPIs of the Company.
19. Consent dated June 30, 2025 from Kunal Kantilal Vikamsey and Naresh Kanji Wadhia of Kanti



Karamsey and Co. Advisors LLP (*Chartered Engineer Registration Numbers: F-1307017 and M 115754/4, respectively*), to include their name as an “expert” as defined under section 2(38) and 26(5) of the Companies Act to the extent and in their capacity as the independent chartered engineers and in respect of the certificate issued by them and details derived therefrom as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

20. Share swap agreement dated March 25, 2025 executed by and between Tenneco Automotive India Private Limited, Tenneco Mauritius Holdings Limited, Tenneco (Mauritius) Limited and our Company.
21. Valuation report from an independent registered valuer, dated March 19, 2025, obtained for the purpose of share swap agreement dated March 25, 2025 executed by and between Tenneco Automotive India Private Limited, Tenneco Mauritius Holdings Limited, Tenneco (Mauritius) Limited and our Company.
22. Share swap agreement dated March 25, 2025 executed by and between Federal-Mogul Bearings India Limited, Federal-Mogul Investments B.V., Tenneco LLC and our Company.
23. Valuation report from an independent registered valuer dated March 19, 2025, obtained for the purpose of share swap agreement dated March 25, 2025 executed by and between Federal-Mogul Bearings India Limited, Federal-Mogul Investments B.V., Tenneco LLC and our Company.
24. Share swap agreement dated March 25, 2025 executed by and between Federal-Mogul Ignition Products India Limited, Federal-Mogul Pty Ltd and our Company.
25. Valuation report from independent registered valuer, dated March 19, 2025, obtained for the purpose of share swap agreement dated March 25, 2025 executed by and between Federal-Mogul Ignition Products India Limited, Federal-Mogul Pty Ltd and our Company.
26. Share swap agreement dated March 25, 2025 executed by and between Federal-Mogul Sealings India Limited, Federal-Mogul Investments B.V. and our Company.
27. Valuation report from independent registered valuer, dated March 19, 2025, obtained for the purpose of share swap agreement dated March 25, 2025 executed by and between Federal-Mogul Sealings India Limited, Federal-Mogul Investments B.V. and our Company.
28. License agreement dated April 1, 2024, as amended by the amendment #1 to the license agreement dated June 17, 2025, executed between Tenneco Holdings LLC, Tenneco Automotive India Private Limited, Federal-Mogul Sealings India Limited, Federal-Mogul Bearings India Limited, Federal-Mogul Ignition Products India Limited, and our Company.
29. Scheme of Arrangement for Demerger between our Company, Tenneco Automotive India Private Limited, their respective shareholders and creditors.
30. Valuation report dated January 17, 2019, obtained in relation to the Scheme of Arrangement for Demerger.
31. Industry report titled “**Industry assessment for Clean Air systems, Ignition systems, Bearings, Sealings, Shock Absorbers & Struts and Aftermarket for Ignition, Bearings, Sealings and Shock Absorbers & Struts**” dated June 2025 prepared by CRISIL and commissioned and paid for by our Company, available on our Company’s website at <https://tennecoindia.com/industry-report/>.
32. Consent letter dated June 27, 2025 from CRISIL, for the industry report titled “**Industry assessment for Clean Air systems, Ignition systems, Bearings, Sealings, Shock Absorbers & Struts and Aftermarket for Ignition, Bearings, Sealings and Shock Absorbers & Struts**”.
33. Due diligence certificate dated June 30, 2025, addressed to SEBI from the BRLMs.
34. Board resolution dated May 5, 2025 and a special resolution of our Shareholders passed at their meeting dated May 15, 2025 approving the remuneration payable to Arvind Chandrasekharan, Whole-time Director and Chief Executive Officer.

35. In – principle approvals dated [●] and [●] issued by BSE and NSE, respectively.
36. Tripartite agreement dated May 29, 2025 between our Company, NSDL and the Registrar to the Company.
37. Tripartite agreement dated June 4, 2025 between our Company, CDSL and the Registrar to the Company.
38. SEBI observation letter bearing reference number [●] and dated [●].

## DECLARATION

I 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 this Draft 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. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

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**Niranjan Kumar Gupta**  
*Chairman and Independent Director*

**Place:** Gurgaon, India

**Date:** June 30, 2025

## DECLARATION

I 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 this Draft 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. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

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**Arvind Chandrasekharan**

*Whole-Time Director and Chief Executive Officer*

**Place:** Málaga, Spain

**Date:** June 30, 2025

## DECLARATION

I 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 this Draft 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. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

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**Manavendra Singh Sial**  
*Non-Executive Director*

**Place:** Berlin, Germany  
**Date:** June 30, 2025

## DECLARATION

I 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 this Draft 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. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

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**Nathan Patrick Bowen**  
*Non-Executive Director*

**Place:** Novi, Michigan  
**Date:** June 30, 2025

## DECLARATION

I 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 this Draft 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. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

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**Prakash Mahesh**

*Non-Executive Director*

**Place:** Charlotte, North Carolina

**Date:** June 30, 2025

## DECLARATION

I 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 this Draft 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. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

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**Utsav Baijal**

*Non-Executive Director*

**Place:** London, United Kingdom

**Date:** June 30, 2025



## DECLARATION

I 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 this Draft 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. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

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**Gopika Pant**

*Independent Director*

**Place:** New Delhi, India

**Date:** June 30, 2025

## DECLARATION

I 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 this Draft 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. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

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**Jaidit Singh Brar**  
*Independent Director*

**Place:** Gurgaon, India  
**Date:** June 30, 2025

## DECLARATION

I 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 this Draft 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. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

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**Mahender Chhabra**  
*Chief Financial Officer*

**Place:** Gurgaon, India  
**Date:** June 30, 2025

## **DECLARATION**

We, Tenneco Mauritius Holdings Limited, hereby confirm that all statements, disclosures and undertakings specifically made by or confirmed by us in this Draft Red Herring Prospectus about or in relation to ourselves as a Promoter Selling Shareholder and our Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

**SIGNED FOR AND ON BEHALF OF TENNECO MAURITIUS HOLDINGS LIMITED**

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Authorised Signatory

Name: Shafiiq – Ur – Rahmaan Soyfoo

Designation: Director

Place: Beau Bassin, Mauritius

Date: June 30, 2025