

TENNECO

Integrated Annual Report **2025-26**

NO **BOUNDARIES**


NO BOUNDARIES

YOUR GUIDE TO THE REPORT

WELCOME TO TENNECO CLEAN AIR INDIA LIMITED

Tenneco Clean Air India Limited is an ultimate subsidiary of Tenneco LLC, the principal operating entity of the Tenneco Group, a U.S.-headquartered global Tier I automotive supplier. The Company operates in the automotive components sector with a focus on clean air, powertrain and advanced ride technology solutions.

In this report, the terms “Tenneco Clean Air India Limited,” “Tenneco Clean Air India,” “the Company,” “we,” “our,” “us,” and “it” refer to Tenneco Clean Air India Limited.

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ABOUT THE REPORT

This Integrated Annual Report presents the financial and non-financial performance of Tenneco Clean Air India Limited for the financial year ended March 31, 2026.

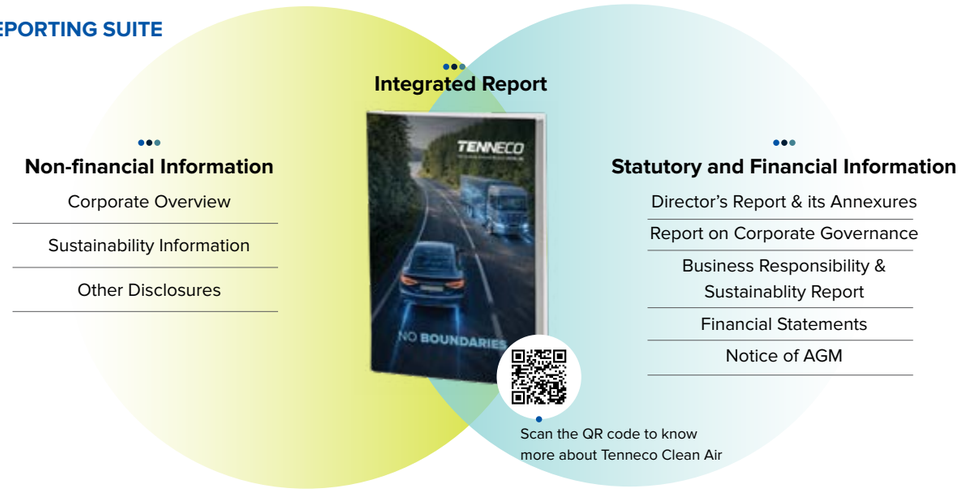
It provides an integrated view of the Company’s strategy, governance, performance and outlook, reflecting its approach to sustainable value creation.

REPORTING PERIOD AND BOUNDARY

Unlike the central theme, ‘No Boundaries’, this Integrated Annual Report is presented within defined reporting boundaries.

- Period covered: **April 01, 2025 to March 31, 2026** (Where necessary, past and recent information are also included).
- Organizations covered: Tenneco Clean Air India Limited and wherever required, its subsidiaries. Unless otherwise specifically stated, all disclosures and information presented in this Integrated Annual Report pertains to the Company on a standalone basis.

OUR REPORTING SUITE



Our reporting suite has been prepared in accordance with applicable laws, regulations and standards in India, as well as select globally recognised frameworks and guidelines, as outlined below:

- The Companies Act, 2013 and rules notified thereunder
- Indian Accounting Standards
- The Secretarial Standards
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Business Responsibility and Sustainability Reporting (BRSR) based on the National Guidelines for Responsible Business Conduct (NGRBC)
- International Integrated Reporting Council (IIRC) Frameworks (Now part of IFRS)
- United Nations Sustainable Development Goals Principles (UN SDGs)
- United Nations Global Compact (UNGC) Principles

FORWARD-LOOKING STATEMENTS

This Integrated Annual Report contains forward-looking statements based on Company’s current assumptions and expectations. These statements are subject to risks and uncertainties, including but not limited to, changes in economic conditions, regulatory developments and other external factors, which may cause actual outcomes to differ materially. Readers are advised to exercise caution in relying on such statements. The Company undertakes no obligation to update them, except as required by law.

FEEDBACK

We welcome stakeholder feedback to enhance the quality and relevance of our disclosures.

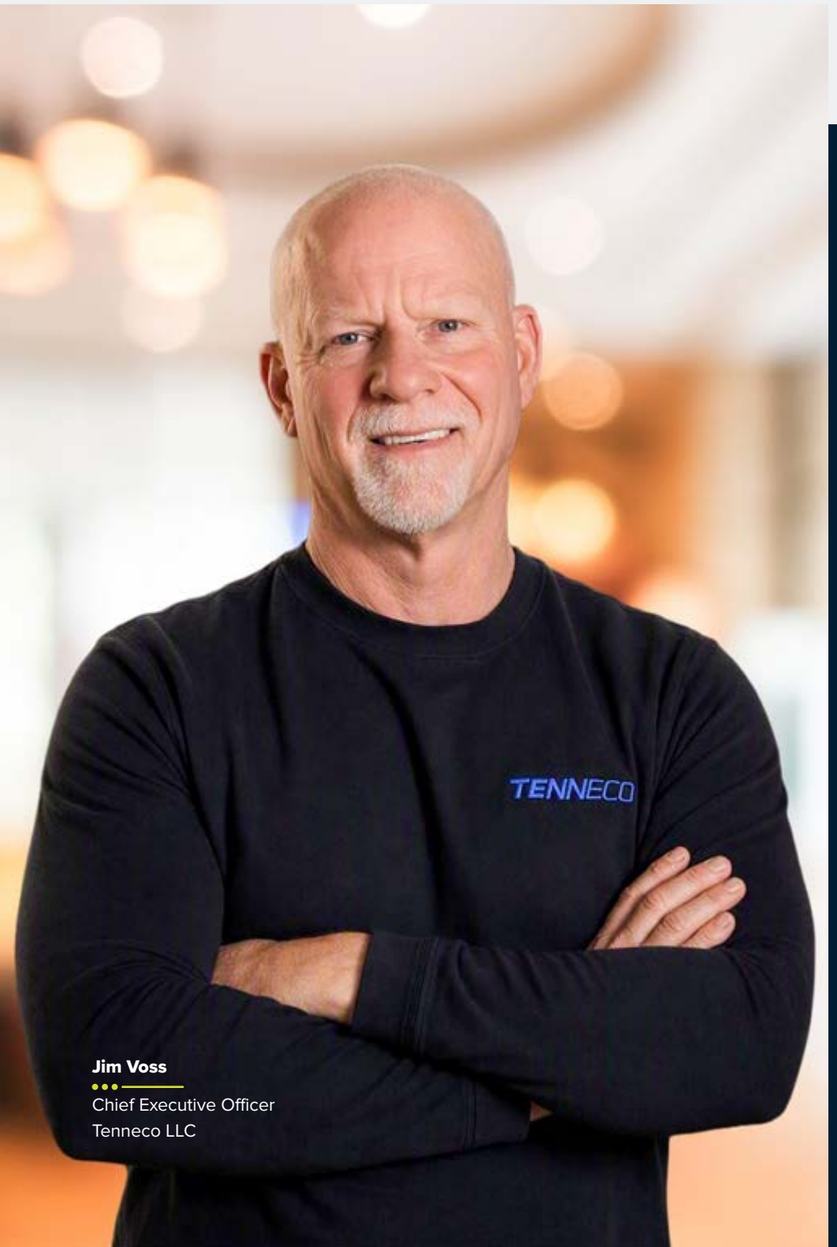
Email

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- Indian investors query: tennecoindiainvestors@tenneco.com

Note: Certain visuals and images in this report are used for representation purposes only.

FOREWORD

2025 was a defining year for Tenneco Clean Air India, made possible by our people, our disciplined execution and our customer focus that defines 'The Tenneco Way'. That culture — reflected in how our teams operate, lead, and deliver — helped drive the successful public listing of Tenneco Clean Air India Limited, an important milestone in Tenneco Group's broader growth story.



Jim Voss
Chief Executive Officer
Tenneco LLC

We thank our customers and investors for their confidence and our colleagues across Tenneco Group for their continued support. As we look ahead, our India Team is well positioned to keep raising standards, strengthening operational excellence and creating lasting value. That's the power of a No Boundaries mindset — it shaped the year behind us, and it will drive the opportunity ahead.

Tenneco Group is one of the world's leading designers, manufacturers and distributors of automotive components and systems, serving original equipment and aftermarket customers across major global markets. Headquartered in Northville, Michigan, Tenneco Group operates 169 manufacturing sites and 39 engineering and technical facilities across 28 countries, supported by a global team of approximately 60,000 people.

Tenneco Group's portfolio spans four business divisions — Performance Solutions, Powertrain, Clean Air and DRiV — and includes iconic brands such as Monroe®, Walker®, Champion® and Fel-Pro®, among more than 40 brands. Through *"The Tenneco Way"*, the Tenneco Group brings an execution-led culture, high-performance mindset and strong people accountability to every market it serves.

In India, this global scale is reflected through Tenneco Clean Air India Limited and its subsidiaries, serving Indian OEMs and export markets with technologies tailored to local customer needs. With 12 manufacturing facilities and 2 R&D centers near key automotive hubs, Tenneco India combines global engineering capability with local manufacturing strength, market understanding and customer relationships.



LEADERSHIP REFLECTION

DEAR SHAREHOLDERS

When Tenneco Clean Air India listed on the NSE and BSE in November 2025, the market spoke clearly. The issue was oversubscribed a record 61.8 times, with Qualified Institutional Buyers subscribing 174.8 times their allocation.



Arvind Chandrasekharan
Whole-time Director
and Chief Executive Officer

> Over the past several years, we have moved through deliberate phases: from Execute to Win, to Game On, and now to No Boundaries. Each transition was built on the one before it. Execute to Win was about establishing discipline. Game On was about raising the bar. No Boundaries – our current phase is about what becomes possible when both are in place.

Success doesn't happen by accident. I truly believe that if it wasn't for our Tenneco way and culture for the past 3 years and especially this past year, we would have never collectively achieved the outcomes we did as a high performing team. There is something about our commitment to excellence and execution that truly stands despite market headwinds and the daily uneasiness that comes with it. We truly believe that our culture is our sustainable competitive advantage.

And what a fantastic year it has been! When Tenneco Clean Air India listed on the NSE and BSE in November 2025, the market response was unequivocal. The issue was oversubscribed 61.8 times, with Qualified Institutional Buyers subscribing 174.8 times their allocation. Since listing, our stock continues to rank in the top decile of BSE-listed companies since listing.

Our Initial Public Offer ("IPO") marks a significant milestone in the evolution of Tenneco Clean Air India. It reflects years of focused execution, disciplined growth, and teamwork across the organization—and the confidence our parent company and investors continue to place in India's manufacturing capability, engineering depth, and long term growth opportunities.

FY 2025-26 was marked with several internal records – doubling of our top-line growth rate (Value Added Revenues - VAR) at 12.3% vs the prior three years (FY2023 - FY2025) at 5.9%, highest ever EBITDA Margin achieved of 18.8%, Highest-ever ROCE of 94%, Highest-ever order book of INR 1,24,000 Million and that too with a very strong balance sheet (zero net debt).

This achievement belongs to many. To our tenacious teams across our plants, engineering centers, and offices who live *The Tenneco Way* every day. To our global leadership at Tenneco Group for backing this journey with conviction. And to you—our shareholders, who chose to place your trust in us. Your confidence is something we carry into every decision we make as a listed company.

A CULTURE THAT EXECUTES

At Tenneco Group, culture is not an abstract concept—it is a core driver of execution, resilience, and long-term value creation. We strongly believe in the widely cited observation by management thinker Peter Drucker that "culture eats strategy for breakfast." While strategy defines direction, it is culture that determines how consistently and effectively that strategy is executed. Our culture enables disciplined execution, decisive action, and sustained performance across economic cycles and geographies.

Our culture is built around an uncompromising obsession with excellence and a conscious bias toward action. We operate with intensity, speed, and accountability, recognizing that in a complex and dynamic global operating environment, progress is achieved by acting, learning, and continuously improving. We do not view outcomes through the lens of success or failure; instead, every challenge delivers either a win or a lesson—both of which strengthen our organization and sharpen our competitive edge.

This philosophy is embodied in the Tenneco Mindset—a mindset that rejects complacency, challenges conventional thinking, and refuses to accept the status quo. We expect our teams to transform ideas into outcomes, and consistently raise performance standards across safety, quality, delivery, cost, and innovation. The Tenneco Mindset is grounded in humility, discipline, and accountability, ensuring that growth ambition is balanced with operational rigor and capital efficiency.

THE NON-NEGOTIABLE FIRST PRIORITY

Safety is our highest priority and the first metric reviewed in every operational discussion. In FY 2025-26, we recorded zero Serious Injury and Fatality (SIF) events across all facilities, reflecting sustained focus and discipline.

Our PARIVARTAN program is deployed across sites, with PSIF closure rates consistently above 95% against internal targets. The India EHS Meet 2025 brought together 25 site and regional leaders for three days of focused work on safety leadership, sustainability reporting, and cultural maturity. Every participant signed a collective pledge to achieve P3 (People, Performance, Pride operating model) EHS Gold Certification for their respective sites by 2026—an example of ownership that defines a true safety culture.

GOVERNANCE THAT BUILDS TRUST

As a listed company, we continued strengthening governance disciplines that support long term performance and stakeholder trust. Our Board and Committees provided oversight across strategy, risk, compliance, internal controls, and operational performance.

Our whistleblower and vigil mechanisms enabled concerns to be raised and addressed through secure, transparent, and accountable processes. These systems are aligned with our company culture—the same discipline and ownership that drive execution also shape how we govern.

LEADERSHIP REFLECTION CONTD...

THE NUMBERS THAT TELL OUR STORY

FY 2025-26 was a year of strong execution across most key financial metrics. Value Added Revenue grew 12.3% to INR 49,180 Million, EBITDA rose 13.5% to a record INR 9,255 Million at our highest-ever margin of 18.8%, and Profit After Tax grew 9.3% to INR 6,044 Million, even as we absorbed elevated input costs and a one-time labour code impact through the year. Return on Capital Employed nearly doubled to 94%, from 57% in FY 2024-25, a true reflection of the capital discipline built into how we run this business.

We ended FY 2025-26 with an order book providing full revenue visibility through FY 2027-28 and supporting a double digit CAGR trajectory over the next three years. The order book is well diversified across businesses and geographies, with exports now representing over 14% of total order booking, compared to approximately 5% of revenue at IPO.

WHERE OUR GROWTH IS COMING FROM

Our growth is driven by two high performing engines.

Clean Air and Powertrain Solutions

We hold market leading positions, including 57% share among commercial truck OEMs and 68% among off highway OEMs, with growing penetration in passenger vehicles. A landmark achievement this year was our entry into the hot end of the aftertreatment system for a leading Japanese passenger vehicle OEM—opening a significantly expanded domestic and export opportunity. We also secured a major clean air win with Europe's leading commercial truck manufacturer, reaffirming our global capability. In the last quarter, we secured a strategic win in the engine bearings business with a leading Japanese OEM, further strengthening our position, where we already hold a 44% market share in bearings. We also completed a proof of concept on an after-treatment system for a leading European Truck OEM to meet Euro VII legislation, indicating future export readiness. Finally, we announced a new Clean Air Manufacturing Facility in the North of India to support our growth at local customers covering multiple vehicle segments.

Advanced Ride Technologies

While our semi-active electronic suspension technology gains momentum in the premium passenger vehicle segment, our newly patented DaVinci DCx suspension system, first of its kind globally, delivers ride quality comparable to advanced electronic systems—at a fraction of the cost through a purely mechanical architecture. Adoption by a leading Indian OEM for a flagship SUV platform represents annual revenue potential of approximately INR 2,200 Million from that program alone. With 52% market share in passenger vehicle shock absorbers, this innovation strengthens our leadership and opens new segments.

Building on the North India facility approved earlier in the year for Clean Air business, where we are expecting production by end-FY 2026-27, the Board of the subsidiary has now also approved a greenfield Advanced Ride Technologies manufacturing facility in Western India. This is going to take our total announced capacity investment to INR 1,400 Million.

Together, these facilities strengthen our proximity to OEM clusters in the north and west and support awarded programs across light vehicles, off-highway, and tractor segments.

Source: Crisil Report

TECHNOLOGY AS A COMPETITIVE MOAT

We are, at our core, a technology company. Our global R&D backbone is translated locally through two in house technical centres in India, staffed by exceptional engineering talent. These teams develop solutions tailored to Indian road conditions, cost realities, and OEM timelines.

The DaVinci DCx is the most visible example of this capability—but not the only one. Our Euro VII proof-of-concept with a leading European truck OEM, and the Zero-Defect Supplier Award we received from Toyota this year, are both proof points of the same engineering depth. These are capabilities that take years to build, cannot be replicated quickly, and compound in value as vehicle platforms become more complex.

INVESTING IN THE PEOPLE BEHIND THE PERFORMANCE

In March 2026, the Company hosted the first Tenneco University Global Campus, underscoring India's growing role in our global leadership pipeline. Senior leaders convened in Hyderabad to solve real business challenges and deepen strategic capability.

Our Emerging Leaders Programme graduated its India cohort in February 2026, while Indian leaders continue to participate in the globally competitive NextUp Plant Leadership Development Programme. Together, these initiatives form a deliberate architecture to build leaders from within who are fully aligned with our Tenneco way—our culture, our values, our mindset, our unique P3 operating model, and other core elements that have determined our success in the past and will continue to drive sustainable competitive advantage for our company.

RESPONSIBILITY BEYOND BOUNDARIES

We approach environmental stewardship and community engagement with the same discipline as financial performance. Our Tenneco Clean Air Chakan plant received the Platinum Award at the Kirloskar Oil Engines ESH/ESG Competition 2026 for Scope 1 and 2 emissions reduction, freshwater conservation, energy efficiency, and circularity.

Community initiatives supported 151 athletes and 67 para-athletes, while health and eye check-up camps across 17 rural villages benefited 2,205 people. The 'Vriksharopan Abhiyan' saw 5,000 saplings planted and maintained in Pune, while Plogging Drives in Gurugram and Pune had 131 employees of the Company contribute in the CSR initiative.

NO BOUNDARIES

The theme of this Annual Report—No Boundaries—captures our current phase of evolution. From Execute to Win, to Game On, and now No Boundaries, each phase built upon disciplined execution and higher benchmarks.

No Boundaries means no ceiling on growth, no tolerance for underperformance, and no hesitation in pursuing global programs or first in world technologies. It means competing anywhere in partnership with our Tenneco global and regional teams, building enterprise-first leaders, and continuously raising standards.

BUILDING LONG-TERM CORPORATE VALUE

The automotive industry continues to evolve through changing emission frameworks, increasing premiumisation, diversification in powertrain technologies and supply-chain realignments. These shifts are increasing technology intensity across vehicle platforms and creating opportunities for suppliers with strong engineering capability, manufacturing scale, operational discipline and customer relevance.

Tenneco India remains well positioned within this environment. Our portfolio across Clean Air, Powertrain (Bearings, Sealings & Ignitions) and Advanced Ride Technologies allows us to participate across multiple areas of the automotive value chain. Our focus remains on improving content per vehicle, expanding export opportunities, strengthening localisation, enhancing technology intensity across the portfolio and maintaining disciplined execution across the organisation.

We believe our competitive advantage comes from our culture, parentage, technology, market position, operating model, customer relationships, strong financials, and a diverse leadership team.

A WORD OF GRATITUDE

To our global leadership—particularly Jim Voss, Manavendra Sial, Chairman of the Board, other fellow Board of Directors and the broader team—thank you for your belief in India's capability and long term potential. To our OEM customers and suppliers, thank you for your continued partnership and trust.

To our investors, including our pre IPO and anchor investors, thank you for recognising the strength of our business and the opportunities that lie ahead.

Above all, this achievement belongs to our teams across India. Every safe day, every innovation, and every commitment delivered has built the foundation for our IPO and the future we are creating together.

As we look ahead, we remain committed to investing in our people, advancing our technologies, strengthening India's role in the global automotive value chain, and delivering performance with integrity and consistency.

We are glad to have you with us on this journey.

Regards,

Arvind Chandrasekharan

Whole-time Director and Chief Executive Officer



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CFO'S REVIEW

DEAR SHAREHOLDERS

FY 2025-26 was an important year for Tenneco Clean Air India Limited.



Tenneco Clean Air India Limited got listed on NSE and BSE on November, 19 2025 and the issue was oversubscribed 61.8 times. This marked a significant milestone in the Company's journey. For us, the IPO was not simply about access to capital markets. It was recognition of the business we have built in India over the years: a business anchored in engineering capability, manufacturing execution, customer relationships, financial discipline and long-term thinking. It also reflected the confidence that our parent company, investors, customers and stakeholders continue to place in India's role within the global automotive supply chain.

As a listed company, the expectations from us are naturally higher. That is something we fully recognise and welcome. Governance, transparency, accountability and consistency in execution will continue to remain central to how we operate the business. These are not new priorities for us; they are part of the Tenneco Way and have shaped the culture of the organisation long before the listing.

We have delivered strong financial performance during the year with highest ever EBITDA percentage, highest ever ROCE, maintained negative cash conversion cycle and have continued to be a net debt free company.

FY 2025-26 PERFORMANCE SNAPSHOT

INR 54,040 Million
Revenue from Operations

INR 49,180 Million
Value Added Revenue (VAR)

18.8 %
Highest-ever EBITDA Margin

12.3 %
Profit After Tax Margin

94 %
ROCE

~ INR 1,24,000 Million
Incremental lifetime* Order Book as of March 31, 2026

Debt-free Balance Sheet

Negative 23-Day Cash Conversion Cycle

*Incremental lifetime order book includes all orders secured based on OEM confirmation on volume and price, but not put into production, as of March 31, 2026. It enhances the Company's revenue visibility over the next 5-6 years approximately.

From a financials standpoint, FY 2025-26 was characterised by strong operating performance and continued balance sheet strength. Our growth during the year remained supported by stronger customer engagement, increasing premiumisation across vehicle platforms, export programmes, localisation opportunities and higher technology content per vehicle. Advanced Ride Technologies continued to perform well during the year, while Clean Air and Powertrain solutions benefited from stable domestic demand. We also secured important new business wins across both domestic and export programmes, improving medium-term visibility across businesses.

AN OPERATING MODEL BASED ON EXECUTION EXCELLENCE

Over the years, we have continued to embed Tenneco's P3 operating framework across our operations, supporting improvements in productivity, quality, delivery performance and cost management while strengthening execution discipline across the organisation. There is a dedicated CI (Continuous improvement) team that keeps working on ideation starting from idea generation and implementation and validation of the same with L1 being ideation and L5 being validation once idea is implemented. This unique operating model has provided us sustained competitive edge and laid down a strong foundation which contributed to our highest-ever EBITDA margin during the year. Further, we have a very efficient Capex deployment model where we leverage standardized and modular manufacturing operations and redeployment of assets within the Tenneco group. This ensures that we have an asset light model that helps maximising assets turn and consequently leads to high Asset turnover ratio.On the cash conversion front, a structured and disciplined approach has enabled us to maintain a negative 23-day cash conversion cycle.

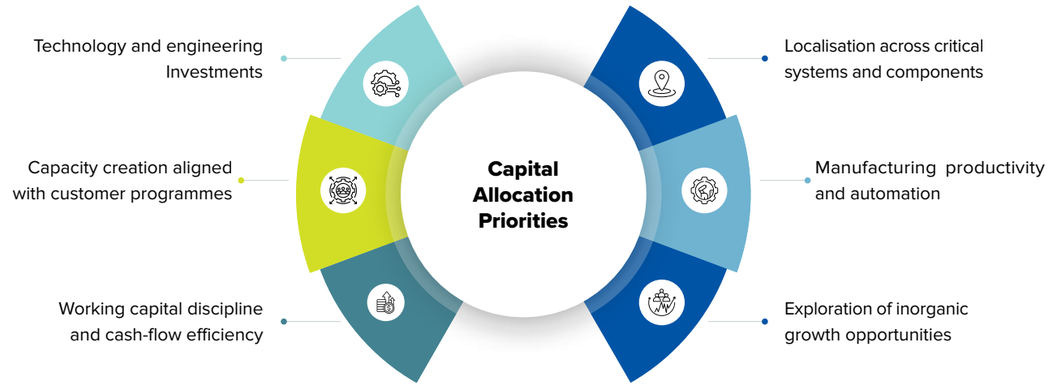
A STRONG BALANCE SHEET WITH HIGH CAPITAL EFFICIENCY

One of the strengths of our business continues to be the quality of our financial model. We remained debt-free during the year while continuing to invest in capacity, localisation, automation, manufacturing capability enhancement and future growth programmes through internal accruals. Our business continued to generate healthy cash flows supported by disciplined working capital management and operational efficiency.

During the year, we generated cash flow equivalent to 58% of EBITDA (adjusted for one time sale proceeds) and delivered ROCE of 94%, while continuing to invest in future growth initiatives. This gives us flexibility and allows us to continue investing for growth while maintaining financial resilience across industry cycles, without compromising discipline in capital allocation and deployment.

As of March 31, 2026, our incremental lifetime order book stood at approximately INR 1,24,000 Million, providing visibility over future revenue streams over the next 5-6 years approximately, and supporting our medium-term growth ambitions. Against this backdrop, our focus remains on building a business that can deliver sustainable growth while maintaining financial resilience, balance sheet strength and disciplined capital allocation.

Our capital allocation priorities remain clear and disciplined. We continue to invest in technology, localisation, manufacturing capability enhancement and capacity creation aligned with customer programmes. During the year, we announced approximately INR 1,400 Million of growth investments across new Clean Air and Advanced Ride Technologies facilities to support future demand while maintaining balance sheet strength and financial flexibility. At the same time, we continue to prioritise investments that strengthen competitiveness, improve operational efficiency, support long-term growth and create sustainable shareholder value.



OUTLOOK FOR FY 2026-27

According to the Automotive Component Manufacturers Association of India (ACMA), the Indian automotive components industry is expected to grow by 8-10% in FY 2026-27, supported by strong domestic demand, continued infrastructure-led economic growth, expanding manufacturing investments, increasing global sourcing from India and opportunities arising from Free Trade Agreements. While geopolitical developments, trade-related uncertainties and continued dependence on imports for certain advanced technologies and EV-related components may pose challenges, ACMA remains positive on the medium- to long-term prospects of the sector. The industry continues to benefit from India's growing position as a globally competitive automotive manufacturing and sourcing hub, supported by rising localisation, capacity expansion and sustained investments in technology and manufacturing capabilities.

For Tenneco Clean Air India Limited, the industry environment is expected to remain dynamic in FY 2026-27. Emission regulations, localisation requirements, premiumisation trends and evolving powertrain mix will continue to shape investment priorities across OEMs and suppliers. At the same time, supply-chain diversification, increasing focus on India as a manufacturing hub and expanding export opportunities are expected to support long-term growth for the Company.

Against this backdrop, our priorities remain unchanged. We will continue focusing on profitable growth, operational execution, disciplined capital allocation, cash generation and strengthening customer engagement across key programmes. Supported by a strong order book, diversified portfolio, long-standing customer relationships and a debt-free balance sheet, we believe we remain well positioned to navigate the evolving industry environment and to create long-term value for our stakeholders.

I would like to thank our customers, suppliers, board members, investors and our global leadership team for their continued trust and support. Most importantly, I would like to thank our employees whose commitment to the Tenneco way, the Tenneco culture, the Tenneco mindset and the disciplined execution continue to move the Company forward every day.

Regards,

Mahender Chhabra

Chief Financial Officer

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NO BOUNDARIES

Tenneco India is a different company than it was three years ago. What you will find in this report is not just financial performance; it is the story of a business that made hard choices, raised its standards and delivered.

The progress reflected in these pages is deliberate. Strong leadership, a relentless focus on execution, and a culture that refuses to accept the status quo, have driven meaningful improvement across every dimension of this business — our operating model, our manufacturing footprint, our financial performance, and our position in the markets we serve.

At the center of that progress is our culture — *The Tenneco Way.* It is our sustainable competitive advantage in a world that is moving faster and demanding more. It is what separates how we operate from how our competitors operate. A high-performance mindset, core values that drive real behavior, and an obsession with execution that runs through every level of this organization. As a publicly listed company, Tenneco Clean Air India carries that standard into everything it does and into everything our shareholders, customers and partners can expect from us.

We take that progress and accelerate it through a 'No Boundaries' lens, an extension of that mindset, grounded in measurable outcomes. Strong growth, healthy margins, expanding order visibility and increasing participation in global programs reflect a business scaling with discipline. Our successful listing further strengthens our governance and positions us well for what comes next.

'No Boundaries' is the natural progression of a team operating with that mindset, one that has done the hard work, proven the model, and now has the platform and the people to compete for opportunities that were previously out of reach. It means challenging every constraint on growth, on thinking, on what this business can become. It means bringing the same urgency and obsession with excellence that got us here to a bigger ambition.

As we move forward, our focus areas for No Boundaries are:

Prioritising safety — always the foundation

Driving organisational velocity

Strengthening leadership, people and culture

Pivoting to a growth mindset and market outperformance

THE TENNECO WAY

The Tenneco Way defines how we think, operate and deliver. It brings together our values, mindset and operating discipline into a unified framework that drives consistent performance across the organisation.

It reflects our purpose “to be the most trusted partner and the best manufacturer and distributor in the transportation industry”. This is translated into action through clear priorities, disciplined execution and a shared sense of purpose. At its core, it enables us to operate with fewer constraints, promoting a culture that encourages ownership, speed and the confidence to continuously raise our own benchmarks.



CORE VALUES

Our values guide how we engage, make decisions and deliver outcomes. They are embedded across the organisation and shape everyday behaviour:

Radical Candor
We encourage open, honest and direct dialogue to drive better outcomes.

Simplify
We reduce complexity and focus on what matters most.

Organisational Velocity
We act with speed and agility in a dynamic environment.

Tenacious Execution
We take ownership and deliver with discipline.

Win
We succeed by building trust and delivering for our customers and stakeholders.

THE TENNECO STANDARD (P3)

P3 (People. Performance. Pride.) is how we operationalise. The Tenneco Way across every plant, every team and every shift. It connects purpose to performance, culture to consistency, and strategy to execution, while keeping safety at the centre of all we do. The name says it all.

People
come first—we build environments where trust, safety and support enable everyone to perform at their best.

Performance
is our mindset—we own our results and continuously push beyond best-in-class.

Pride
is what we build—world-class operations our teams are proud to be part of.

P3 is rooted in our own best practices, strengthened by our standards and tailored to the realities of our operations. We built it to reflect who we are—and where we are going.

EMOTIONAL INTELLIGENCE

At Tenneco, emotional intelligence (EQ) is a power skill. It is what separates good leaders from great ones. To lead ‘The Tenneco Way’ requires a high degree of emotional intelligence, as it forms the foundation that enables everything else to work. It equips leaders to understand and empathise, especially under pressure, and enables stronger relationships, more effective communication and better decision-making. With EQ, performance and culture rise together—and that is how The Tenneco Way comes to life.

DEVELOPMENT OF SELF AND OTHERS

We are committed to developing both self and others. We believe in building capabilities, strengthening leadership and enabling individuals and teams to grow.

Culture Sprints | TENNECO University | TENNECO University: Nextup | Leadership Core Skills | Leadership in Finance Track (Lift)

TENNECO MINDSET

We are obsessed with achieving excellence. Our conscious default mode is relentless action. **“We never fail—we either win or we learn”.** No respect for the status quo. No boundaries. No excuses. We take risks and make the impossible happen—then we raise the bar. Humbly. Unapologetically. Courageously. Game on.

ABOUT THE COMPANY

Tenneco Clean Air India Limited is a Tier 1 automotive component manufacturer, supplying Clean air, powertrain and advanced ride technologies to original equipment manufacturers and the aftermarket.

Incorporated in 2018, the Clean Air business was acquired by the Company in 2019 pursuant to a Scheme of Arrangement for demerger, which brought together established manufacturing operations and product lines built over several decades. The Company and its subsidiaries operate through Clean Air and Powertrain Solutions and Advanced Ride Technologies segments, serving multiple vehicle categories with a diversified, technology-driven portfolio.

As part of the Tenneco Group, we leverage global engineering capabilities, customer relationships and operating systems, complemented by strong local manufacturing and market understanding. This enables us to operate across markets and platforms, aligned with our “No Boundaries” approach.



#1
Clean Air Solutions for Commercial Vehicle OEMs 58%* value market share

#1
Shock Absorbers & Struts for Passenger Vehicle OEMs 55%* value market share

#1
Clean Air Solutions for Off-Highway OEMs 68%* value market share

*Source Crisil Report

OUR JOURNEY

Our journey reflects a steady expansion of capabilities—from building a strong manufacturing foundation to evolving into an integrated, globally aligned platform, guided by a ‘No Boundaries’ approach to growth.

Foundation and Capability Build-Up*

1979 – 2000

- Establishment of Parwanoo facility for manufacturing bearings (Powertrain Solutions)
- Establishment of Hosur facility for Advanced Ride Technologies (ART) products
- Establishment of Chakan facility for sealing products (Powertrain Solutions)
- Establishment of Bhiwadi facility for ignition products (Powertrain Solutions)
- Commissioning of the first Clean Air products manufacturing plant at Pune

Expanding Scale and Technology Depth*

2006 – 2019

- Installation of the first Dorst press for sintered components at the Puducherry facility
- Establishment of Chennai facility for Clean Air products
- Establishment of Pithampur facility for Clean Air products

Technology and Product Evolution*

2023 – 2024

- Launch of BS6.2 solutions across Chakan I, Chakan II, Chennai and Pithampur facilities
- Introduction of next-generation shock absorbers for SUV and EV segments

Integration and Market Milestone

2025 and Onwards

- Acquisition of Federal-Mogul Sealing India Limited, Federal-Mogul Bearings India Limited, Federal-Mogul Ignition Products India Limited and Tenneco Automotive India Private Limited in March 2025.
- Successful listing on the BSE and NSE, marking a significant milestone in our evolution as a public company

* The milestones disclosed above include certain events that have occurred prior to such facilities/businesses becoming a part of our Company and/or Subsidiaries.

AWARDS AND ACCOLADES

INNOVATION EXCELLENCE

Innovation Award
Automotive Division at the Mahindra Supplier Excellence Awards

SUPPLIER AND PARTNERSHIP EXCELLENCE

Super 8 Participant
Regional Supplier Samrat FY 2024-25 by Ashok Leyland

Appreciation Award
for commitment to excellence in 2024 by Hyundai Motor India

QUALITY AND PERFORMANCE RECOGNITION

Recognised as a
Q-Prime Supplier for end-to-end quality excellence by Daimler India Commercial Vehicles

Recognised with the
Silver Award for Best Performance in Quality at the Supplier Meet 2025 by Albonair

Winner under the
Quality Category at the Annual Supplier Meet 2025 by Daimler India Commercial Vehicles

SUSTAINABILITY RECOGNITION

Eco Edge Progressive certification
for advancing sustainability integration, by CII–ITC Centre of Excellence for Sustainable Development

OPERATIONAL EXCELLENCE

Recognition for achieving
90% reduction in straight pass loss through Samunnati Drive by VE Commercial Vehicles

INDUSTRY RECOGNITION

Gold Award
for case study by Quality Circle Forum of India (Safety Week – Pune Chapter)

IPO HIGHLIGHTS

The successful listing of Tenneco Clean Air India Limited on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) under the ticker symbol “TENNIND” marked an important milestone in Tenneco Group’s journey in India. The listing reflected the strength of the business built over the years through consistent execution, engineering capability, customer partnerships and operational discipline across businesses.

STRONG IPO PERFORMANCE

61.8x
Strong Overall IPO Subscription

30%
Share price growth since IPO (issue price)[1]

10%
Top-decile share price performance among BSE-listed companies since listing[1]

21.9%
Institutional Holding[2]



STRONG POST-IPO OUTPERFORMANCE VS MARKET AND SECTOR

Share Performance Chart (November 19, 2025-March 31, 2026) - Rebased to 100



[1] Share price as on March 31, 2026; [2] Institutional holding as on March 31, 2026

BUSINESS SEGMENTS

We operate through two integrated business segments, delivering critical systems that enable cleaner, safer and more comfortable mobility. These are supported by a shared, boundaryless engineering, manufacturing and global technology backbone, enabling us to offer a diversified portfolio of customised and proprietary solutions tailored to specific industry sub-segments.

CLEAN AIR AND POWERTRAIN SOLUTIONS

The Clean Air and Powertrain Solutions segment comprises two key areas: Clean Air Solutions and Powertrain Solutions. Clean Air Solutions focus on the design and manufacture of exhaust aftertreatment systems, including catalytic converters, mufflers and exhaust pipes for OEMs. Powertrain Solutions include engine bearings, sealing systems and ignition products supplied to OEMs and the aftermarket under the Champion brand.

Key Products

- Exhaust systems
- Aftertreatment systems (DOC, DPF, SCR)
- Manifolds and pipes
- Thermal management solutions

Strategic Role

- Driven by regulatory tailwinds (BS VI and beyond)
- Enables cleaner mobility and compliance
- Provides stable, volume-led growth

ADVANCED RIDE TECHNOLOGIES

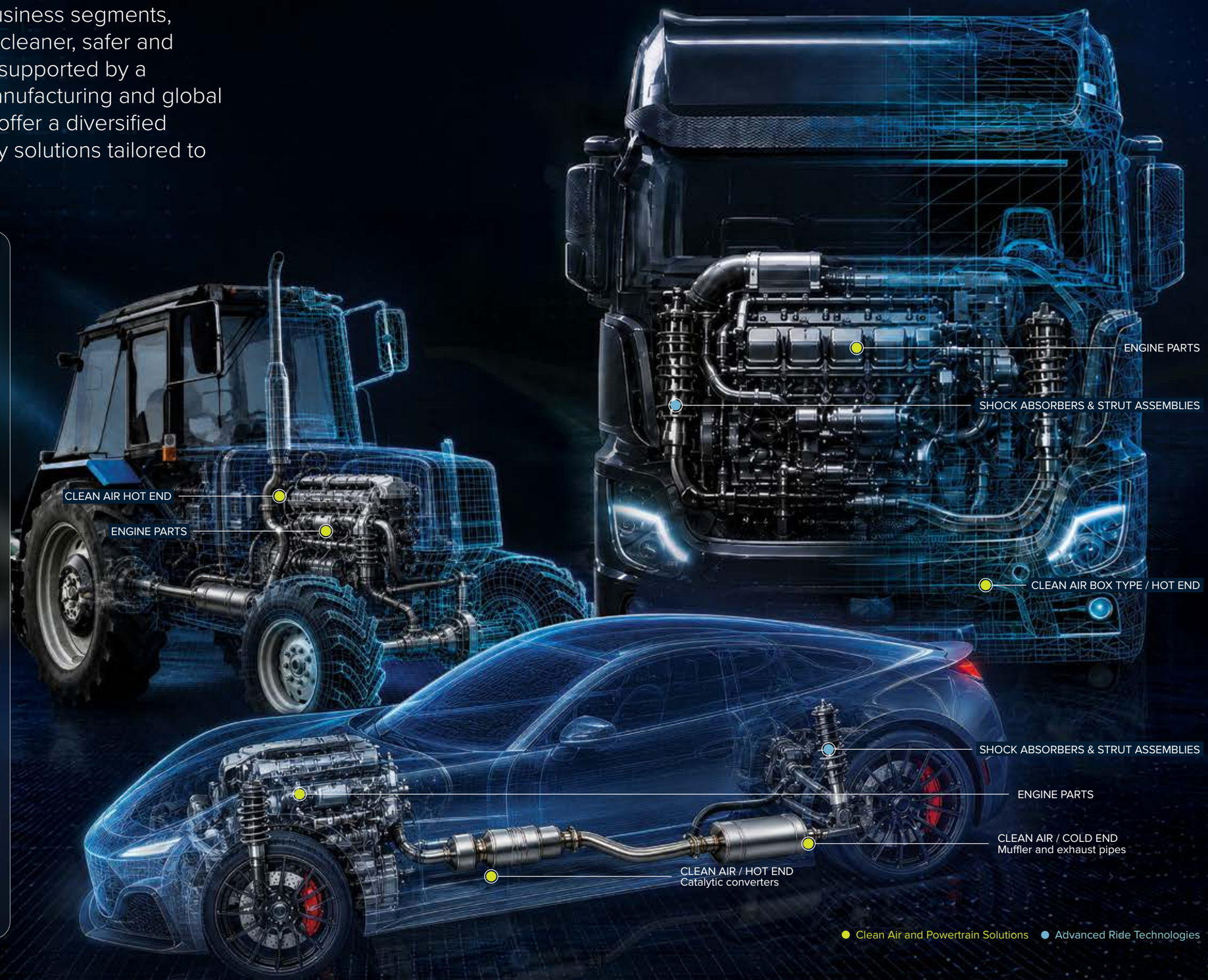
The Advanced Ride Technologies segment designs, manufactures and supplies shock absorbers, struts and advanced suspension systems under the Monroe brand to OEMs and the aftermarket. These solutions cater to both internal combustion engine (ICE) and electric vehicle (EV) platforms.

Key Products

- Shock absorbers
- Struts and dampers
- Suspension systems
- Ride control technologies

Strategic Role

- Driven by premiumisation and technology adoption
- Higher growth and margin expansion segment
- Enables differentiated driving experience



THE EVOLVING AUTOMOTIVE LANDSCAPE

The automotive industry continues to evolve through tightening emission regulations, changing powertrain mix, increasing premiumisation, localisation priorities and supply-chain realignments. While internal combustion engine (ICE) platforms continue to remain relevant across several vehicle categories, the industry is also witnessing higher technology adoption, cleaner mobility solutions and increasing integration of advanced engineering systems.

These industry shifts are increasing the importance of emission-control technologies, ride performance systems, localisation capabilities, engineering integration and higher technology content across vehicle platforms. At the same time, OEMs continue to focus on platform optimisation, supply-chain resilience, cost competitiveness and regulatory readiness across markets.

We, Tenneco India, remain positioned across multiple areas of the automotive value chain through our portfolio spanning Clean Air, Ignition, Powertrain and Advanced Ride Technologies. Our focus remains aligned towards supporting OEM requirements across emission compliance, ride performance, powertrain efficiency and advanced automotive systems, while strengthening localisation, technology integration and customer engagement across businesses.

EMISSION TRANSITION AND CLEANER MOBILITY

Tightening emission regulations, fuel-efficiency requirements and increasing focus on environmental sustainability continue to accelerate demand for advanced exhaust after-treatment systems, catalytic technologies, thermal management solutions and cleaner powertrain architectures. Bharat Stage VI norms and evolving global emission frameworks are also increasing technology intensity across ICE and hybrid platforms.

We continue to align our Clean Air portfolio with these evolving industry requirements, supporting OEMs across emissions compliance, system efficiency and performance optimisation.

INDUSTRY THEMES

- **Tightening emission compliance frameworks**
- **Increasing adoption of advanced after-treatment systems**
- **Focus on fuel efficiency and lower emissions**
- **Higher technology content across ICE and hybrid platforms**

POWERTRAIN EVOLUTION AND ICE CONTINUITY

While electrification continues to expand globally, ICE platforms are expected to remain relevant across commercial vehicles, off-highway applications and several passenger vehicle segments over the medium term. At the same time, hybrid technologies, alternative fuels and advanced powertrain systems continue to gain traction across markets.

These developments are increasing demand for efficiency-enhancing components, ignition systems, sealing technologies and powertrain solutions supporting durability, fuel economy and overall vehicle performance.

INDUSTRY THEMES

- **Continued relevance of ICE platforms across key segments**
- **Increasing hybridisation and alternative fuel adoption**
- **Focus on fuel economy and system efficiency**
- **Rising localisation across powertrain systems**

PREMIUMISATION AND RIDE PERFORMANCE

Consumer preferences continue to shift towards premium features, improved ride quality, enhanced handling performance and differentiated driving experience. Increasing SUV penetration and feature upgrades across passenger vehicles are driving higher adoption of advanced suspension systems, ride control technologies and vehicle dynamics solutions.

These trends continue to support higher content per vehicle across Advanced Ride Technologies and premium vehicle platforms. Increasing focus on ride comfort and differentiated driving experience is also accelerating adoption of advanced suspension systems.

INDUSTRY THEMES

- **Premiumisation across passenger vehicle platforms**
- **Growing SUV penetration and feature upgrades**
- **Increasing demand for ride comfort and handling performance**
- **Higher technology content per vehicle**

LOCALISATION AND SUPPLY-CHAIN REALIGNMENT

The global automotive supply chain continues to undergo structural realignment driven by geopolitical developments, tariff actions and increasing focus on regional manufacturing resilience. OEMs and Tier-I suppliers continue to strengthen localisation initiatives to improve supply security, operational flexibility and cost competitiveness.

India continues to strengthen its positioning within the global automotive manufacturing ecosystem through engineering capability, manufacturing scale, cost competitiveness and supportive policy frameworks, creating opportunities across exports, localisation programmes and global sourcing initiatives.

INDUSTRY THEMES

- **China+1 and supply-chain diversification strategies**
- **Increasing localisation across vehicle platforms**
- **Export opportunities for Indian suppliers**
- **Manufacturing competitiveness and engineering capabilities**

TECHNOLOGY INTENSITY AND ADVANCED ENGINEERING

Technology integration across vehicle systems continues to increase, driven by evolving regulatory requirements, safety standards, connectivity features and performance expectations. This is accelerating investments across engineering integration, electronics & software, advanced manufacturing, lightweight materials, automation and next-generation mobility technologies.

As vehicles become increasingly technology-intensive, suppliers with strong engineering capabilities, manufacturing execution and system integration expertise continue to gain strategic relevance across the automotive value chain.

INDUSTRY THEMES

- **Increasing technology content across vehicles**
- **Greater engineering integration across systems**
- **Advanced manufacturing and automation adoption**
- **Higher focus on performance, efficiency and durability**





INTEGRATED THINKING

The Tenneco Way brings one way of thinking to every part of our business. Engineering, manufacturing, commercial teams and corporate functions work with a shared understanding of what success demands.

A No Boundaries mindset removes traditional barriers between functions, allowing knowledge, accountability and decisions to move with speed and purpose. Every choice considers its wider business impact, connecting all six capitals through one operating philosophy.

VALUE CREATION MODEL

RESOURCES DEPLOYED

MANUFACTURED CAPITAL*

Manufacturing footprint, production infrastructure and integrated manufacturing capabilities.

12
Manufacturing Facilities

2
R&D Centres

INTELLECTUAL CAPITAL*

Engineering expertise, global technology platforms and the P3 operating framework.

6
P3 Certified Plants

5
Plants progressing towards P3 Certification

FINANCIAL CAPITAL*

Financial resources deployed to support operations, manufacturing investments and customer programmes.

Net Debt Free
Balance Sheet

(23)
Day Cash Conversion Cycle

NATURAL CAPITAL

Energy, water and environmental resources managed through responsible manufacturing practices.

Environmental resource management initiatives

23%
Renewable Energy in Overall Energy Mix

HUMAN CAPITAL

Skilled workforce supported through the P3 framework and continuous capability development.

Tenneco University and related programs to develop and elevate leadership capabilities

2,530
Total workforce strength

SOCIAL & RELATIONSHIP CAPITAL*

Long-standing OEM relationships, customer engagement and supplier partnerships built over decades.

100+
Customers

19+
Years Average Relationship with Top 10 Automotive OEMs

*Company and its Subsidiaries

BUSINESS DRIVERS

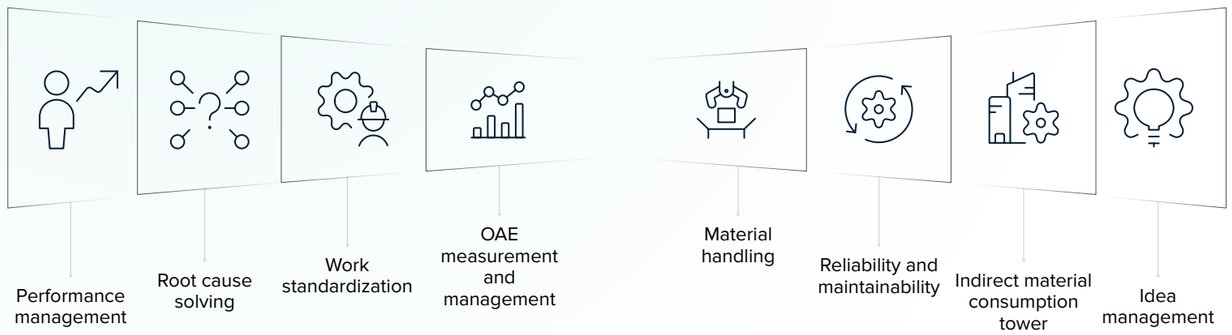


PURPOSE STATEMENT

TO BE THE MOST TRUSTED PARTNER AND THE WORLD'S BEST MANUFACTURER AND DISTRIBUTOR IN THE TRANSPORTATION INDUSTRY.



OPERATING STANDARDS



FOCUS AREAS

Safety | Organizational Velocity | Strengthing leadership and culture | Growth Mindset

OUTPUTS / VALUE CREATED

MANUFACTURED CAPITAL*

Delivered high-quality products, reliable programme execution and on-time customer deliveries.

₹1,24,000 Million
Order Book
(over next 5-6 years approximately)

₹34,654 Million
Start of Production (SOP)

INTELLECTUAL CAPITAL*

Delivered differentiated technologies, strengthened product portfolio and secured strategic programme wins.

Euro VII
Proof of Concept

DCx DaVinci
Selected for a flagship SUV platform

FINANCIAL CAPITAL*

Delivered profitable growth, supporting long-term returns and reinvestment capacity.

₹54,629 Million
Total Income

94%
ROCE

₹6,044 Million
Profit After Tax

NATURAL CAPITAL

Reduced environmental footprint while supporting responsible manufacturing and long-term sustainability.

Eco Edge Progressive Sustainability Award

16%
Reduction in Scope 1 & Scope 2 Emissions

HUMAN CAPITAL

Created a safe, accountable and high-performing workplace supporting disciplined execution.

79.56%
Employee retention rate

SOCIAL & RELATIONSHIP CAPITAL*

Built enduring stakeholder confidence through deeper customer engagement, expanded business opportunities and sustained market credibility.

₹60,254 Million#
Net Order Additions

#for period Oct 2025 - Mar 2026

MANUFACTURED CAPITAL

ROLE IN VALUE CREATION

Manufactured Capital includes the Company and its subsidiaries production facilities and operational infrastructure used to manufacture clean air, powertrain and advanced ride technology solutions.

OPERATIONAL DYNAMICS

Internal Exposure

- High utilization levels increase pressure on existing capacity
- Supply chain disruptions affect production continuity
- Equipment lifecycle management impacts operational efficiency
- Safety focus could impact production cycle time

External Economic Contribution

- Expansion of manufacturing capacity supports domestic automotive supply chains
- Manufacturing activities generate energy consumption and industrial waste
- Production quality influences OEM vehicle performance

CAPITAL ALLOCATION & TRADE-OFFS

Higher output increases energy consumption and emissions management requirements

Retooling production lines to support new emission technologies and advanced suspension systems

Financial | Manufactured | Intellectual | Human | Natural | Social & Relationship



MANUFACTURING ECOSYSTEM AND STRATEGIC FOOTPRINT

Our manufactured capital is anchored in a strategically distributed, multi-location production network that enables the delivery of complex, high-precision components across clean air systems and associated product lines. Our manufacturing footprint spans key automotive clusters across India, including Tamil Nadu, Maharashtra, Haryana, Rajasthan, Gujarat, Madhya Pradesh, Himachal Pradesh and Puducherry, with facilities such as Chennai, Chakan, Sanand, Bawal, Hosur and Pithampur forming the core of our operational backbone.

This footprint reflects our deliberate strategy of aligning manufacturing presence with customer ecosystems, enabling close integration with OEM production programmes and enhancing responsiveness to demand cycles. The co-location of facilities within industrial corridors and supplier parks—such as our Chennai facility within the Renault-Nissan supplier ecosystem—further strengthens synchronisation with customer production schedules while reducing logistical inefficiencies.

From an integrated reporting perspective, our manufacturing network drives value through geographic diversification, proximity-led responsiveness and deep integration within customer platforms, thereby reinforcing both operational efficiency and relationship longevity.

SUPPLY CHAIN ARCHITECTURE AND SOURCING STRATEGY

Our manufacturing strength is supported by a structured and interdependent supplier ecosystem that enables reliable sourcing of critical raw materials and components. Given the precision-driven requirements of automotive systems, supplier relationships extend beyond procurement into process alignment and long-term collaboration.

This ecosystem is characterised by diversification, localisation and quality alignment, allowing us to manage input variability while maintaining cost discipline. Supplier clustering around manufacturing hubs enhances responsiveness and reduces supply chain latency, supporting operational continuity. Our approach reflects a shift towards a more integrated supply chain model, where resilience is built through diversification and closer ecosystem alignment.

A majority of our suppliers are localised, supporting supply continuity and responsiveness. The top 10 suppliers contribute to 24% of total procurement spend and are dual sourced, resulting in low exposure to supplier concentration risk.

Supplier performance is tracked on a monthly basis, with a focus on delivery and quality:

- Delivery performance is monitored through schedule adherence
- Quality is measured in parts per million (PPM)

Freight costs are monitored on a weekly basis. Freight rates are fixed through agreements with logistics vendors based on vehicle type, travel distance and trip requirements. These contracted arrangements ensure a stable and predictable cost structure, with vehicles dedicated exclusively to Tenneco.

90%

Proportion of total procurement sourced locally



MANUFACTURED CAPITAL CONTD...

MANUFACTURING OPERATIONS AND PROCESS EXCELLENCE

Our manufacturing operations are designed to deliver end-to-end precision, from raw material intake to finished product dispatch, under tightly controlled process conditions. The production flow integrates fabrication, assembly, testing and validation processes, aligned with stringent OEM specifications and regulatory requirements.

A defining element of our operational framework is the P3 operating system, which standardises manufacturing practices across facilities while embedding performance discipline and continuous improvement. This enables our operations to function as a cohesive system, ensuring consistency in output quality, reduction in process variability and efficient replication of best practices across plants. The multi-product, standardised, and modular capabilities of our facilities further enhance operational agility, allowing production realignment in response to changing demand conditions.

Operational improvements under the P3 framework include:

- Improved safety performance across plants making it a “Safe place to Work”
- Improvement in quality and delivery performance to customers
- Increase in P3-certified plants from 2 in the previous year to 6 currently, with an additional 4 plants applying for certification in Q1 FY 2026-27
- All 12 plants across Clean Air, Powertrain and Advanced Ride Technologies achieving improvements in safety, quality, delivery and operating standards aligned to global Tenneco certification levels

Consistency in process performance and quality outcomes is ensured through structured product and process design controls:

- **DFMEA (Design Failure Mode and Effect Analysis)** is applied to identify and address potential product failure modes at the design stage
- **PFMEA (Process Failure Mode and Effect Analysis)** is used to identify and mitigate process-related risks during process design
- Quality management systems are implemented across critical stages, including in-process checks and end-of-line (EOL) inspections using digitised methods

These measures ensure adherence to key product specifications and support consistent delivery of quality outcomes across plants.

Operational Performance Tracking

Operational performance across plants is tracked through the P3 framework, providing visibility into efficiency and productivity at a plant level. Key metrics used to monitor and drive improvement include:

- Overall Asset Effectiveness (OAE)
- Direct labour efficiency savings
- Year-on-year productivity savings

These metrics enable comparison across plants, support identification of performance gaps and drive targeted improvement actions.





TECHNOLOGY INTEGRATION AND DIGITAL MANUFACTURING

Our manufacturing operations use technology to support disciplined execution, rather than as a standalone digital transformation initiative. Technology is embedded within defined operating processes to improve visibility, control and consistency across plants.

The P3 operating system provides a common foundation for monitoring performance, identifying deviations and enabling timely corrective actions. This supports data-driven oversight of manufacturing performance and ensures that best practices are applied consistently across facilities.

Our approach balances technology integration with process standardisation and workforce capability. This enables manufacturing systems to remain reliable, scalable and adaptable to changing customer requirements and production conditions, while maintaining consistency in execution across plants.

CAPACITY, UTILISATION AND SCALABILITY

Our manufacturing network supports flexible capacity management through its multi-location presence, enabling dynamic allocation of production loads across facilities. This reduces operational bottlenecks and enhances utilisation efficiency.

The distributed nature of our capacity provides inherent redundancy, supporting continuity in the event of disruptions at individual plants. Process and equipment standardisation enable dynamic capacity allocation across plants, with the ability to align with customers to flex or transfer equipment and, where required, shift products across facilities.

Capacity planning is closely aligned with customer programmes and demand outlook. In line with this:

- A new plant for Clean Air products is being added in FY 2026-27 to cater to customers in the North region
- Capacity enhancement at the Chakan Sealings Facility for its products, driven by export opportunities.

Our presence within established industrial clusters supports modular expansion aligned with programme growth. This network-led approach enables scalability through optimisation rather than standalone capacity addition, enhancing both efficiency and capital effectiveness.

Cold Ends

3 Million
Total installed capacity

51%
Capacity utilisation

Hot Ends

2 Million
Total installed capacity

78%
Capacity utilisation

Struts and Shock Absorbers

21 Million
Total installed capacity

90%
Capacity utilisation

MANUFACTURED CAPITAL CONTD...

QUALITY ASSURANCE

Quality remains central to our manufacturing philosophy, driven by the stringent requirements of OEM customers and regulatory frameworks. Our manufacturing processes are designed to ensure consistency, compliance and reliability, with quality embedded across all stages of production.

We adopt a process-integrated approach where quality begins at the design and supplier stages and continues through production execution. This minimises variability at source and enhances product reliability, reinforcing alignment with customer-specific standards. Plants maintain strong quality performance through adherence to manufacturing standards.

The P3 operating system supports consistency in quality performance by:

- Monitoring shop-floor performance on a daily basis through tier meetings
- Building problem-solving capability across teams
- Driving a structured and systematic problem-solving culture

Quality at source is managed through structured systems across both suppliers and internal operations:

- Supplier development teams drive quality system improvements at the supplier level
- Three levels of inspection are implemented within plants: incoming parts, in-process and finished goods inspection
- Quality performance at each stage is monitored and improvement actions are taken to reduce variability

These practices support consistency in quality outcomes across plants and strengthen reliability in delivery.



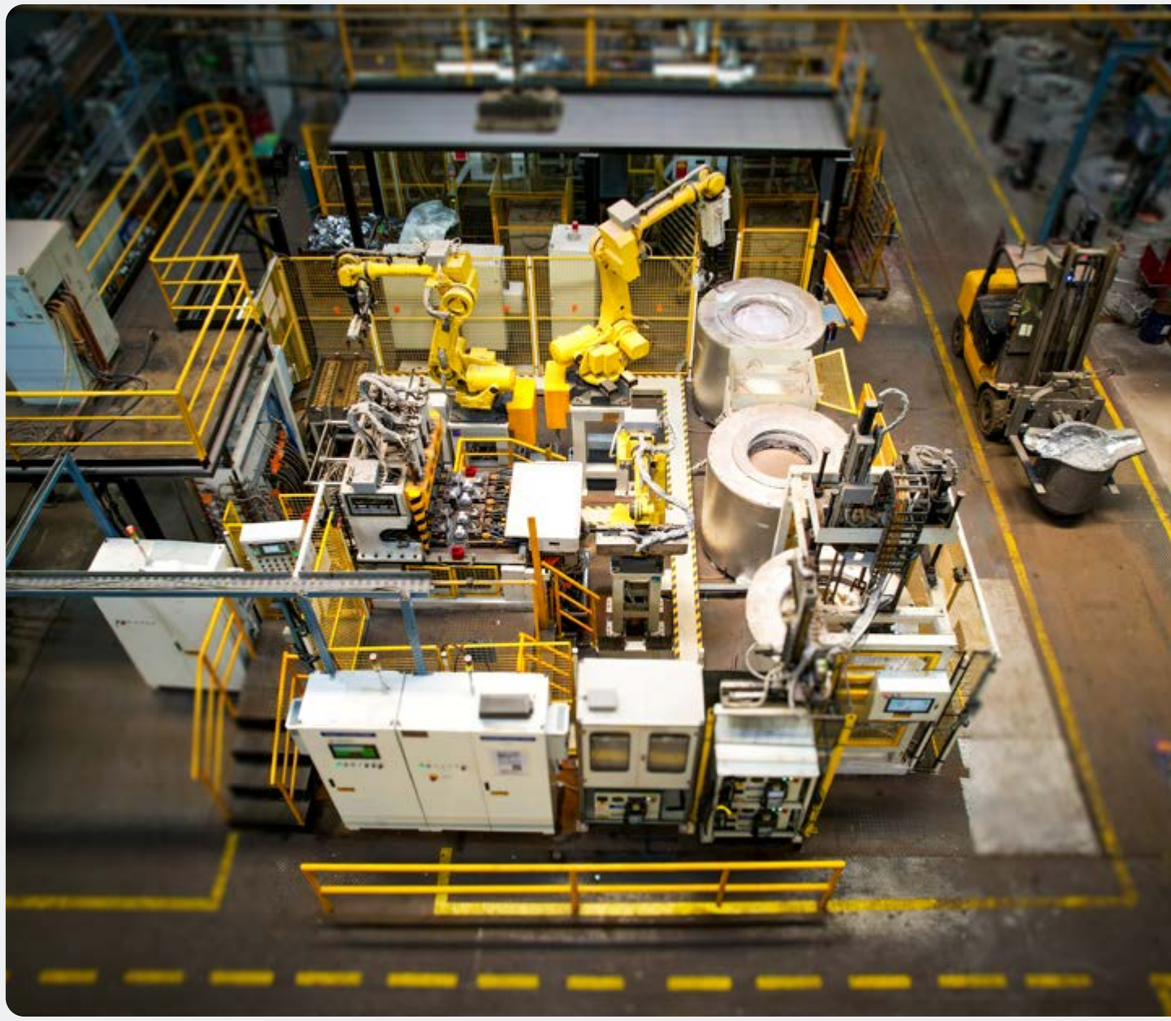
SUSTAINABILITY IN MANUFACTURING

Sustainability within our manufacturing operations is aligned with our broader role of enabling emissions control and regulatory compliance through our product portfolio. We are progressively increasing the share of green energy in our operations, contributing to reduced Scope 1 and Scope 2 emissions.

Our approach is anchored in improving operational efficiency and reducing environmental impact through proximity-led logistics, landfill waste reduction and optimisation of water usage. These measures support responsible resource utilisation while maintaining efficiency across our manufacturing network.

We maintain internal monitoring frameworks to track resource use across energy, water and waste, enabling visibility over operational performance and supporting continuous improvement initiatives.

38-41 page Further details on resource management, environmental performance and related metrics are provided in the **Natural Capital** section of this Integrated Annual Report.



INTELLECTUAL CAPITAL

ROLE IN VALUE CREATION

Intellectual Capital reflects our engineering expertise, technology platforms, validation systems and operational know-how deployed across clean air, powertrain and advanced ride technology solutions.

OPERATIONAL DYNAMICS

Internal Exposure

- Technology development requires continuous engineering investment
- Integration of global technologies requires adaptation to domestic platforms
- Product cost optimisation requires localisation and manufacturing integration

External Economic Contribution

- Innovation supports OEM vehicle performance and regulatory compliance
- Engineering capabilities support new product programmes and localisation in India
- Technology deployment supports higher value premiumisation across vehicle platforms

CAPITAL ALLOCATION & TRADE-OFFS

R&D investments increase operating costs but support long-term product portfolio expansion

New technologies require upgraded test facilities and modifications to tooling and assembly lines

Financial Manufactured Intellectual Human Natural Social & Relationship



Tenneco India's intellectual capital is built through engineering expertise, product development capability, validation systems, manufacturing know-how and operational processes developed through long-standing engagement with global and domestic OEMs. As the automotive industry continues to evolve through tightening emission regulations, changing powertrain mix, premiumisation, and increasing technology intensity, these capabilities continue to support product development, localisation and execution across businesses.

We continue to strengthen our engineering and development capabilities through investments in R&D infrastructure, validation systems, localisation engineering and manufacturing integration. Our teams work closely with customers across product development cycles, beginning from application engineering and prototyping through testing, validation and commercial production.

GLOBAL TECHNOLOGY INTEGRATION AND LOCALISATION

We continue to leverage Tenneco Group's global engineering ecosystem, technology portfolio and product development capabilities to support localisation and deployment of advanced technologies within the Indian market. Our engineering teams work closely with Tenneco Group's global engineering and technical centres to adapt technologies for Indian operating conditions, customer requirements and cost structures.

Our ability to leverage Tenneco Group's Euro 6-compliant Clean Air technologies during India's BS6 transition enabled accelerated development and introduction of BS6-compliant solutions across multiple vehicle platforms within compressed industry timelines. This integration of global technology capability with local engineering execution continues to support faster commercialisation, improved localisation and greater responsiveness to customer requirements.



Leveraging Tenneco Group's European products to pioneer BS6-compliant solutions in India

India's transition from BS4 in 2017 to BS6 in 2020, compared with Europe's transition from Euro 4 in 2005 to Euro 6 in 2014, required rapid engineering adaptation, localisation and validation across vehicle platforms within compressed industry timelines. The transition also required significant reduction in particulate matter and NOx emissions while addressing Indian operating conditions, infrastructure requirements and vehicle specifications.

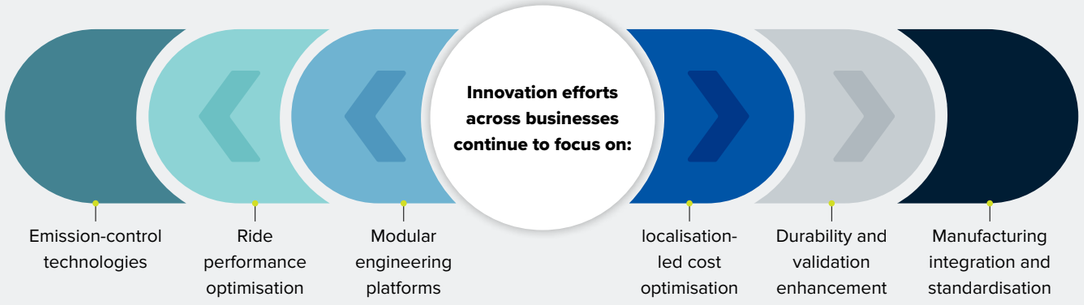
We leveraged Tenneco Group's Euro 6-compliant Clean Air technologies to develop India-specific BS6 solutions, including incorporation of urea mixing technology to comply with BS6 requirements. To support implementation, we expanded manufacturing capabilities across Pithampur, Chakan and Chennai and strengthened technical readiness through focused training programmes on next-generation emission technologies. Between May 2019 and June 2020, we introduced 45 BS6-compliant products across 26 vehicle platforms, while also strengthening customer acquisition through our BS6-compliant technology platforms. The Company remains committed to be technology-ready for upcoming BS7, CAFE and other legislations over the next 3 to 5 years.

INTELLECTUAL CAPITAL CONTD...

RESEARCH, DEVELOPMENT AND INNOVATION

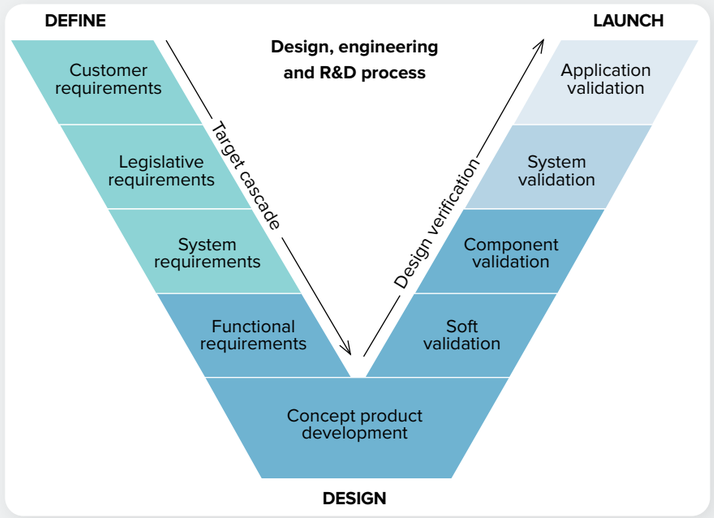
We continue to strengthen our engineering and product development capabilities through focused investments across R&D infrastructure, simulation capability, validation systems and localisation engineering. Our approach remains centred on adapting global technologies for Indian operating conditions while improving manufacturability, cost competitiveness and platform integration across businesses.

Our engineering teams work closely with OEMs across product development cycles, supporting application engineering, product customisation, validation and commercialisation across Clean Air, Powertrain and Advanced Ride Technologies.



Product Development and Validation Framework

Our product development cycle 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.



Concept Phase

- **Benchmarking:** Study market, customer needs, and competitors
- **Idea Generation:** Brainstorm product concepts (design, features, tech)
- **Concept Design:** Initial sketches and 3D models
- **Feasibility:** Assess technical, manufacturing, and cost viability

Testing & Validation

- **Component Testing:** Verify part performance/durability
- **System Testing:** Test full exhaust system
- **Vehicle Validation:** On-road, durability, and safety tests
- **Reporting:** Capture results and update design

Production Part Approval Process

Start series production as per customer ramp plan

Design & Engineering

- **Detailed Design:** Finalize specs, components, materials
- **Virtual Prototyping:** CAD models for analysis and simulation
- **Prototypes:** Build/test physical prototypes and sub-assemblies

Production Launch

- **Tooling:** Develop dies, fixtures, equipment
- **Pilot Builds:** Trial runs to fix production issues
- **Quality:** QC across production line

Engineering and Product Development Capability

Our engineering and product development capabilities support design, simulation, testing and validation across Clean Air, Powertrain and Advanced Ride Technologies. We continue to work closely with OEMs across product development cycles, from concept development and application engineering through prototyping, validation and commercial production.

We have developed capabilities across:

Computational Fluid Dynamics (CFD) simulations	Thermal and vibration analysis	Durability and performance testing	Hot shaker, thermal shock and weld fatigue testing	Ride and handling optimisation and validation	Modular engineering and product standardisation

Our Advanced Ride Technologies business also operates mobile validation labs supporting on-site ride tuning and handling optimisation at customer test locations across India. We continue to follow standardised engineering and validation processes aligned with Tenneco Group’s global technical standards across product development and manufacturing integration.



Introduction of First Electronic Suspension System for an Indian OEM

A leading Indian automotive OEM sought advanced suspension solutions for its EV platforms to enhance ride comfort, handling performance and vehicle stability through real-time suspension adjustments. The programme also reflected increasing premiumisation and technology integration across passenger vehicle platforms.

Through our Advanced Ride Technologies business, we introduced continuously variable semi-active suspension electronic dampers for the new generation of premium electric vehicles models. The programme involved modular product development, collaboration with Tenneco Group’s European engineering teams and adaptation of the technology for Indian road conditions. The solution enabled driver-selectable ride modes and strengthened ride comfort and vehicle dynamics, while also earning the “Innovation Award ” at a leading automotive supplier conference in 2025.

OEM Collaboration and Platform Integration

We continue to work closely with OEMs across vehicle programmes through integrated product development, engineering collaboration and application-specific customisation. Our products are typically integrated into customer development cycles from early-stage engineering and design phases, supporting platform-level integration, emission compliance, ride and handling optimisation, localisation and cost optimisation initiatives. We also continue to benefit from long programme lifecycles and the technology-intensive nature of products across the automotive industry.

OPERATING SYSTEMS AND PROCESS KNOW-HOW

Our intellectual capital also includes Operating systems, process frameworks and manufacturing know-how integrated across facilities and business operations. We continue to leverage standardised operating models developed within the Tenneco Group, including the P3 Operating System, P3X Accelerator Program and Office of Strategic Execution (OSE), to strengthen execution consistency, operational efficiency, manufacturing productivity and quality management across businesses.

Technology-led Value Creation

Our intellectual capital framework continues to support long-term value creation across engineering, manufacturing, customer integration and operational execution. As the automotive industry continues to evolve through increasing technology intensity, emission transitions and changing customer requirements, we remain focused on strengthening engineering capabilities, localisation initiatives, validation systems and manufacturing integration across businesses.

NATURAL CAPITAL

ROLE IN VALUE CREATION

Natural capital represents the environmental resources used across Tenneco India's manufacturing operations, including energy, water, and raw materials, along with the Company's environmental management practices. Effective stewardship of natural capital enables operational continuity, regulatory compliance, and cost discipline while supporting Tenneco India's long-term sustainability objectives. Through structured environmental management systems, the Company seeks to reduce resource intensity, minimise waste generation, and mitigate environmental risks associated with manufacturing operations.

OPERATIONAL DYNAMICS

Internal Exposure

- Energy consumption forms a significant component of operating costs and is actively managed through efficiency initiatives and optimisation of utilities.
- Water use and waste generation are subject to regulatory requirements, requiring robust control measures, treatment infrastructure and monitoring systems.
- Environmental risks are managed through established processes, compliance audits and continuous improvement programmes at the plant level.

External Economic Contribution

- Manufacturing activities result in emissions, effluents and waste streams that require responsible management.
- Environmental performance directly influences regulatory compliance, stakeholder confidence and the sites' license to operate.
- Strong adherence to environmental regulations and proactive environmental initiatives support stable operations and reduce exposure to regulatory, financial and reputational risks.

CAPITAL ALLOCATION & TRADE-OFFS

Environmental efficiency programmes reduce resource intensity

Renewable energy adoption lowers long-term energy cost exposure

Financial · Manufactured · Intellectual · Human · Natural · Social & Relationship



MANAGING ENVIRONMENTAL FOOTPRINT

Our operations are inherently dependent on natural resources, including energy, industrial materials and infrastructure. As a producer of clean air systems and related automotive components, our processes involve metal fabrication, precision engineering and assembly across a multi-location manufacturing footprint in India. This resource dependence is structural and directly shapes cost efficiency and operational resilience.

The availability, quality and cost of these inputs influence production continuity and margins, making disciplined resource management a business imperative beyond the sustainability consideration. Managing this footprint is embedded within how we operate. The ability to align resource use with production efficiency while maintaining environmental control directly influences, compliance and long-term resilience.

Material, Energy and Process Efficiency

Material consumption is driven by process precision in metal forming and fabrication. Yield losses, scrap generation and rework directly impact cost and throughput. We focus on improving material utilisation through process control, tooling efficiency and standardised manufacturing practices across facilities.

Energy intensity varies across facilities and product lines based on equipment mix, level of automation, production volumes and the nature of manufacturing processes deployed. Operations with higher forming loads, thermal processes or extended machine run-times inherently exhibit higher energy demand per unit of output. Water is used across cleaning, cooling and treatment processes, with consumption managed in line with process requirements and a focus on minimising excess usage and controlling losses.

Efficiency improvements are driven through multiple operational levers, including optimisation of machine utilisation, reduction of idle and non-productive run time, preventive maintenance to sustain equipment efficiency and alignment of production planning with energy-efficient operating windows. Continuous monitoring of energy consumption supports identification of loss areas and targeted improvement actions.

These measures contribute to improved energy intensity performance while supporting cost stability in an environment of volatile raw material and energy prices.

ENERGY USE, EMISSIONS AND TRANSITION READINESS

Our emissions profile is primarily linked to energy consumption across manufacturing operations. Electricity and fuel usage across plants contribute to Scope 1 and Scope 2 emissions.

We track energy consumption at plant level and focus on reducing intensity through process improvements and better utilisation of equipment. Emissions intensity is broadly comparable with peers in automotive component manufacturing, where energy use is driven by equipment intensity, automation levels and production mix. Variations across facilities are influenced by process configuration, asset age and utilisation rates rather than differences in core manufacturing technology.

Our approach is centred on progressive reduction of emissions intensity through operational efficiency improvements, with a focus on:

- **Improving energy productivity per unit of output through process optimisation**
- **Enhancing equipment efficiency and utilisation**
- **Embedding disciplined operational controls across facilities**

This intensity-led trajectory supports cost competitiveness and regulatory preparedness while allowing flexibility as production volumes and product mix evolve. We are also evaluating opportunities to improve the energy mix across facilities, including increased adoption of lower-carbon and renewable energy sources where commercially and operationally feasible. These initiatives are assessed based on:

- Site-specific infrastructure readiness
- Local regulatory requirements
- Renewable energy availability
- Long-term cost considerations

In the near term, the focus remains on increasing the share of renewable energy through both on-site and off-site setups, as this approach delivers immediate emissions reduction benefits.



NATURAL CAPITAL CONTD...

WATER USE AND EFFLUENT MANAGEMENT

Water is used across multiple stages of production, including surface treatment, cleaning and cooling. Consumption levels vary by process and plant configuration. We monitor water use at plant level and control consumption through process design and operational discipline. Effluent generated from operations is treated through plant-level systems before discharge, ensuring compliance with regulatory standards. We continue to focus on reuse of treated water within operations, particularly in processes with consistent water demand. Pithampur Plant operates in a water-stressed regions. Water availability at these locations is managed through:

- Primary sourcing from municipal or local industrial board arrangements
- Supplementary sourcing from private suppliers, where required
- Recycling and reuse of treated domestic sewage water for non-potable applications such as gardening and cooling tower make-up

A significant portion of water consumption is met through recycling and reuse. Recycled water is primarily used for:

- Gardening
- Cooling tower make-up

These applications do not involve human contact, ensuring safe and efficient utilisation while maximising internal water reuse.

WASTE MANAGEMENT AND CIRCULARITY

Waste generated across our operations includes metal scrap, process waste and packaging materials. Scrap generation is inherent to fabrication processes and is managed through recovery and recycling. We track scrap generation and focus on improving recovery rates through process control and material handling practices.

Recyclable materials are channelled through authorised recyclers, while hazardous waste is handled in accordance with regulatory requirements. All scrap generated is externally recycled through authorised channels.

We are also improving circularity through better utilisation of materials within production and reducing dependence on virgin inputs where feasible. Packaging optimisation and reuse are being implemented across selected operations.

1,721.56 Tons
Total waste generated across operations (FY 2025-26)

100% (3.54 Tons)
Hazardous waste disposed as per regulatory standards

99.80%
Total waste recycled

ENVIRONMENTAL COMPLIANCE AND OPERATING CONTROLS

Our operations are subject to regulations governing emissions, effluent discharge and waste handling. Compliance is managed through plant-level monitoring systems and defined operating procedures. Environmental parameters are tracked across facilities, and processes are aligned to meet prescribed limits. This includes emission controls, effluent treatment and waste handling protocols. Maintaining compliance is essential to avoiding disruptions and ensuring continuity in operations, particularly across a multi-location manufacturing footprint.

ENVIRONMENTAL RISK AND OPERATIONAL CONTINUITY

Environmental risks include regulatory changes, resource constraints and operational incidents that may affect production continuity. These risks vary across locations based on geographic conditions, local regulatory requirements and availability of critical resources such as water and energy.

Environmental risks are assessed at the plant level, with differentiation based on:

- Geographic location and resource availability
- Local regulatory requirements and enforcement practices
- Municipal infrastructure reliability and environmental permitting conditions

Sites operating in regions with higher regulatory oversight or resource constraints are subject to enhanced monitoring, compliance controls and periodic risk reviews. These assessments guide the prioritisation of controls, capital investments and management attention, ensuring that higher-risk locations receive proportionate oversight while maintaining a consistent environmental management framework across operations.

Contingency mechanisms are embedded within plant-level operational and environmental management systems to address potential resource disruptions or regulatory changes. Regulatory risks are managed through continuous monitoring of applicable requirements, engagement with local authorities and timely incorporation of regulatory changes into operating procedures. Resource costs, particularly energy and raw materials, also influence operating margins, and managing these exposures remains important for maintaining cost stability across production cycles.

SUPPLY CHAIN ALIGNMENT

Material sourcing and inventory management are aligned with production schedules to ensure continuity of supply and efficient use of inputs. This reduces excess consumption and supports stable operations. We maintain visibility over material flows from procurement through production, enabling better control over consumption and inventory levels. Coordination with suppliers supports consistency in material quality and availability.

STRATEGIC POSITIONING IN A LOW-EMISSIONS ECONOMY

The transition towards tighter emissions standards is reshaping the automotive industry. Our product portfolio, particularly in clean air systems, is aligned with this shift and supports OEMs in meeting regulatory requirements. This creates a direct linkage between environmental regulation and product demand. As standards evolve, the relevance of emissions control technologies increase, reinforcing the role of our product portfolio within the value chain.

*Company and its subsidiaries



FINANCIAL CAPITAL

ROLE IN VALUE CREATION

Financial discipline determines how much freedom we have to invest and pursue growth opportunities while safeguarding our long-term resilience. Our model combines earnings growth, cash generation, working capital discipline and efficient asset deployment. In FY 2025-26, this translated into our highest-ever EBITDA margin and ROCE, a debt-free balance sheet and a negative cash conversion cycle, while funding investments in manufacturing capacity, localisation, automation and technology.

OPERATIONAL DYNAMICS

Internal Exposure

- Raw material pricing and imports exposure influence operating margins
- Interest rate movements affect financing costs for expansion projects
- Currency depreciation impacts imported substrates and specialised components

External Economic Contribution

- Strong financial performance benefits shareholders and improves enterprise value
- Solid financial position allows for better supplier negotiations and long term partnerships
- Healthy cash position allows for liquidity even during adverse economic conditons

CAPITAL ALLOCATION

₹ 710 Million allocated for a new Clean Air manufacturing plant in North India

Continued funding on developing engineering capability

Supplier ecosystem development and long-term OEM programme support

Financial · Manufactured · Intellectual · Human · Natural · Social & Relationship



GROWTH PERFORMANCE*

Revenue from Operations
(INR Millions)

FY2025-26	**54,040**
FY 2024-25	48,904
FY 2023-24	54,676

Value Added Revenue
(INR Millions)

FY2025-26	**49,180**
FY 2024-25	43,801
FY 2023-24	42,686

PROFITABILITY*

EBITDA
(INR Millions)

FY2025-26	**9,255**
FY 2024-25	8,152
FY 2023-24	6,121

Profit After Tax
(INR Millions)

FY2025-26	**6,044**
FY 2024-25	5,531
FY 2023-24	4,168

CAPITAL EFFICIENCY*

Return on Capital Employed
(%)

FY2025-26	**94.2**
FY 2024-25	56.8
FY 2023-24	45.4

Fixed Asset Turnover
(times)

FY2025-26	**9.6**
FY 2024-25	8.4
FY 2023-24	9.0

Return on Equity
(%)

FY2025-26	**43**
FY 2024-25	43
FY 2023-24	38

CASH FLOW AND WORKING CAPITAL*

Cash Conversion Cycle
(Days)

FY2025-26	**(23)**
FY 2024-25	(24)
FY 2023-24	(18)

Free Cash Flow / EBITDA
(%)

FY2025-26	**57.7**
FY 2024-25	61.0
FY 2023-24	63.7

Net Debt / Equity
(Times)

FY2025-26	**(0.4)**
FY 2024-25	(0.2)
FY 2023-24	(0.2)

*Company and its subsidiaries

HUMAN CAPITAL

ROLE IN VALUE CREATION

Human Capital represents the workforce capabilities that support engineering development, manufacturing execution and operational efficiency in order to fulfil our purpose as the best manufacturer and most trusted partner for our customers.

OPERATIONAL DYNAMICS

Internal Exposure

- Tenneco culture seeks to elevate our employee capabilities to a “No Boundaries” mindset
- Developing self and others through leadership programmes such as Tenneco University and stretch assignments creates a pipeline of future leaders

External Economic Contribution

- Strong workforce directly correlates to higher enterprise value
- Employment supports regional economic growth
- Strong employee base can influence thought leadership and public policy

CAPITAL ALLOCATION & TRADE-OFFS

Investing in engineering and operations talent contributes to product differentiation

Workforce training on shop floor supports operational efficiency and production quality (P3 operating model)

Financial | Manufactured | Intellectual | Human | Natural | Social & Relationship



TALENT MANAGEMENT

Our people strategy is aligned with the needs of a manufacturing-led, execution-focused business, where consistency in quality, delivery, and cost is critical. With operations spanning multiple plants and product platforms, our workforce enables us to effectively manage scale, complexity, and program requirements across diverse locations.

2,530
Total workforce strength

8.5 years
Average Service tenure of Permanent Employees and Workers

HUMAN CAPITAL STRATEGY

Human Capital Base

- Skilled manufacturing-led workforce across core automotive systems
- Multi-location execution capability across key industrial clusters
- Workforce aligned to Clean Air, Powertrain and ART platforms

Investment in Human Capital

Workforce Planning & Hiring
- Workforce aligned to production intensity and OEM programme cycles
- Structured technical pipeline with targeted leadership augmentation
- Stable localised shopfloor capability

Capability Development
- Capability built through embedded, on-the-line learning
- Expertise across product, process and application domains
- Institutionalised knowledge transfer and cross-functional exposure

Deployment & Execution Alignment
- Workforce aligned to plant-level flows and product platforms
- Execution driven by process discipline and production cadence
- Direct alignment with OEM quality, cost and delivery expectations

Operational Outcomes

- Execution consistency across platforms
- Quality repeatability and delivery reliability
- Improved productivity and operational throughput
- Ability to manage scale and complexity

Value Creation

- Strengthened OEM integration and trust
- Scalable and efficient manufacturing platform
- Enhanced cost competitiveness
- Sustained long-term performance delivery

Operating Foundation

- P3 Operating System
- Standardised manufacturing and operating practices
- Culture of ownership, accountability and speed
- Continuous process improvement and performance alignment

HUMAN CAPITAL CONTD...

Our organisational structure integrates plant-level execution with functional oversight. Shopfloor, engineering and corporate teams operate within a coordinated framework, ensuring alignment across manufacturing, supply chain and business functions. This enables consistency in execution and supports responsiveness to customer requirements across programmes.

We focus on strengthening local workforce capability across plants to ensure continuity in operations while building long-term organisational depth. Workforce planning is aligned with production intensity, capacity utilisation and customer programme cycles, enabling optimisation of manpower levels while retaining flexibility to scale in line with programme launches and demand variations.

A significant proportion of our workforce, approximately 80%, is directly linked to core manufacturing activities. This supports productivity, ensures efficient utilisation of manpower and contributes to cost efficiency across plants by aligning workforce deployment closely with production requirements.

CAPABILITY BUILDING

Capability building is a strategic priority that enables operational excellence displayed via precision, consistency and compliance, while preparing the organization for future growth. Our approach focuses on developing capabilities across: technical excellence, leadership depth, and future-ready skills.

Technical capabilities are sharpened through targeted on-the-job learning, structured training aligned to manufacturing processes and product platforms, and the adoption of Tenneco's global engineering practices and manufacturing standards. This enables consistent execution, quality, and operational excellence across our products and plants. Leadership capabilities are strengthened through our curated leadership development platform, Tenneco University (TennU), which focuses on development programs across key leadership cohorts, individualized development plans, and a global coaching framework that builds leadership depth and succession readiness.

We also invest in building future-ready capabilities that enable our business to continue to scale, innovate, and deliver customer-centric solutions in an increasingly dynamic environment. By fostering agility, collaboration, problem-solving, and innovation mindsets, we equip our teams to respond to evolving market needs and support the development of next-generation products and technologies.

100%

New workers covered for training on Health and Safety and Skill Upgradation

Performance and career development reviews

85.8%

Employees assessed

100%

Workers assessed



DIVERSITY, EQUITY AND INCLUSION

We are committed to maintaining a fair and inclusive workplace across our operations. Our approach is grounded in equal opportunity in hiring, development and deployment, aligned to role requirements and business needs.

We continue to strengthen diversity across our workforce, particularly in technical, engineering and managerial roles, while maintaining stability in our shopfloor workforce. Our focus is on ensuring that hiring and development practices are inclusive and aligned with operational requirements.

We maintain workplace practices that promote respect, fairness and equal opportunity. These are embedded within our policies and processes and are implemented consistently across locations. Our approach to inclusion is practical and aligned to our operating environment, ensuring that employees are able to contribute effectively within structured roles. As our operations evolve, we continue to strengthen diversity representation across functions, recognising its role in improving decision-making and organisational capability.

EMPLOYEE ENGAGEMENT AND RETENTION

We focus on maintaining a stable and engaged workforce to support operational continuity and long-term performance. Engagement is driven through clarity in roles, alignment with organisational objectives and participation in operational and improvement initiatives.

Employees are actively involved in process improvements and structured problem-solving, which strengthens ownership and accountability across operations. This participation contributes to continuous improvement and supports alignment with production and quality objectives.

Internal mobility across locations and functions enables employees to build broader capabilities while supporting organisational flexibility. This also allows us to deploy talent effectively across plants and programmes. Our retention focus is centred on maintaining continuity in critical roles, particularly within shopfloor and technical functions. Stability in these roles ensures consistency in execution and supports preservation of institutional knowledge.

79.56%

Employee retention rate

EMPLOYEE WELLBEING AND SAFETY

Safety is a core priority and a fundamental way of operating across all our manufacturing locations. We operate in an industrial environment where adherence to safety practices is essential to protecting our people and ensuring continuity in production. Our approach is supported by structured risk mapping, implementation of appropriate controls, regular training and continuous monitoring.

Safety risks, incidents and near misses are reviewed at multiple levels—site, India and global—to enable learning and deployment of preventive actions across locations. Performance on employee well-being and safety is reviewed through governance forums at site, regional and global levels, supported by active site safety committees.

Key elements of our safety management approach include:

Multi-level
review of risks, incidents and near misses to drive preventive actions

Governance
through site, leadership forums, supported by safety committees

Proactive
risk identification and reduction through strong shop-floor and leadership engagement

Tracking
of observations, corrective actions and closure rates through Enablon, our EHS system

We continue to invest in machine safety improvements and employee coaching across key risk areas such as lockout-tagout (LOTOTO) and risk assessments. Site EHS teams are supported by regional EHS experts to ensure consistency and sustained progress across locations.

Internal incident reporting follows OSHA-aligned protocols, while statutory reporting is conducted in accordance with applicable local regulatory requirements. Health and safety performance is also governed through our P3 Operating System, where H&S KPIs form a key component of operational performance. Alongside safety, we support employee well-being through workplace practices that contribute to a stable and supportive working environment, including maintaining safe working conditions and ensuring compliance with applicable standards.



PERFORMANCE AND PRODUCTIVITY

We align performance management with operational metrics such as productivity, quality and delivery. This ensures that individual and team contributions are directly linked to business outcomes and customer commitments.

We focus on improving productivity through efficient workforce utilisation, process optimisation and reduction of inefficiencies. Structured problem-solving and continuous improvement initiatives support incremental gains in performance across operations. Performance is monitored at plant and function levels, enabling visibility into outcomes and alignment with operational targets. This ensures that performance management remains integrated with execution.

SOCIAL AND RELATIONSHIP CAPITAL

ROLE IN VALUE CREATION

Social and Relationship Capital reflects the Company's engagement with OEM customers, suppliers and industry stakeholders.

OPERATIONAL DYNAMICS

Internal Exposure

- Supplier network reliability affects production continuity
- Customer programme execution timing influences operational planning

External Economic Contribution

- Long-term OEM relationships support revenue visibility
- Supplier partnerships strengthen domestic automotive supply chains

CAPITAL ALLOCATION & TRADE-OFFS

Long-term OEM programmes and supplier partnerships support order visibility and revenue stability

Sourcing over 90% of raw materials domestically reduces import reliance and logistics disruptions

Financial Manufactured Intellectual Human Natural Social & Relationship



Our People Anchor Stakeholder Relationships

Our people play a central role as the interface that connects strategy to execution and relationship to outcomes. Beyond functional capability, they enable coordination across the value chain, spanning geographies and stakeholder touchpoints.

CUSTOMER RELATIONSHIPS

We serve a diversified base of OEMs across passenger vehicles, commercial vehicles and off-highway segments, along with the aftermarket. Our relationships are built on integration within OEM platforms, with engagements typically extending across vehicle programmes and their lifecycle, supporting continuity of business across multiple years.

Operating within customer systems requires close alignment with platform specifications, regulatory requirements and production schedules. We engage from the development stage through validation and into production, ensuring consistency across changing specifications and volumes. Our manufacturing and quality systems support repeatable performance, enabling us to deliver reliably across product complexity and scale. This approach allows us to respond to evolving customer requirements while maintaining stability in execution. Our ability to meet expectations on quality, delivery and responsiveness supports continuity across programmes and strengthens long-term customer relationships.

100+ Customers*

Number of OEM platforms served

19 Years*

Average tenure of customer relationships

Deepening Early-stage Engagement

We are increasingly engaging with OEMs earlier in the vehicle development cycle, extending participation beyond traditional sourcing stages into platform design and development phases. This enables closer alignment with customer requirements and improves visibility over future programmes.

Early-stage involvement allows our components to be integrated into vehicle platforms at the design stage, reducing the need for redesign across model updates and platform carryovers. Engineering, operations and supply chain teams work in alignment with OEM development timelines, supporting coordination across programme milestones.

*Company and its subsidiaries

Our approach to early engagement is supported by:

- Alignment of engineering and programme teams with OEM development cycles
- Integration of prototyping and validation within manufacturing facilities
- Coordination across functions to support launch readiness and execution

Responding to Evolving Customer Requirements

Customer requirements continue to evolve, driven by regulatory changes, product specifications and innovation cycles. We address this through structured coordination across engineering, regulatory and operational teams. We track relevant regulatory developments and incorporate these into product development activities, enabling alignment with evolving requirements. Product design and engineering processes are structured to accommodate changes across platforms, while maintaining consistency in execution.

Key elements supporting responsiveness include:

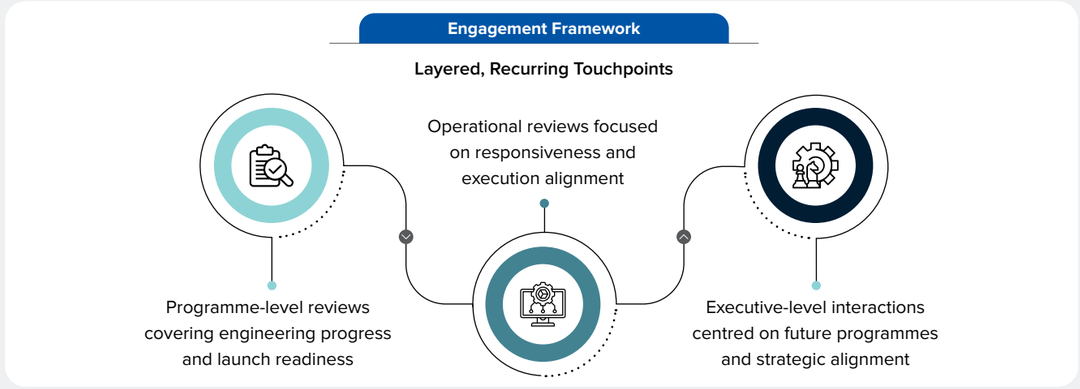
- Early incorporation of regulatory requirements into development cycles
- Cross-functional coordination across engineering, operations and supply chain
- Structured processes to translate specification changes into execution



SOCIAL AND RELATIONSHIP CAPITAL CONTD...

Strengthening Customer Engagement Quality

We assess customer engagement through structured interactions across programme, operational and strategic levels. This ensures that engagement is evaluated not only on delivery performance but also on alignment, responsiveness and collaboration. At the programme and operational level, regular reviews focus on engineering progress, quality, responsiveness and issue resolution. At a strategic level, engagement is focused on future platforms, technology alignment and long-term collaboration.



Brand, Market Credibility and Relationship Strength

Operating within a highly competitive automotive ecosystem, Tenneco's brand is intrinsically linked to its ability to deliver consistent performance and maintain long-standing relationships. Credibility is built through execution excellence, adherence to quality standards, and the ability to integrate seamlessly within customer platforms.



PARTNER ECOSYSTEM

Our supplier ecosystem supports the continuity and efficiency of our operations across locations. We work with a network of suppliers aligned to our requirements on quality, delivery and cost, enabling stable execution across manufacturing and supply chain activities.

Supplier relationships are built on ongoing engagement and alignment with our operating standards. We focus on consistency in supply, adherence to specifications and responsiveness to production schedules. This supports reliable material flow and reduces the risk of disruption across programmes.

Our approach focuses on:

- Consistency in supply to ensure availability of materials aligned to production plans
- Alignment to specifications to maintain quality standards across components and systems
- Responsiveness to adapt to changes in volumes and schedules without disruption

We continue to strengthen localisation and closer integration with key suppliers. This improves responsiveness, supports cost efficiency and ensures alignment with customer requirements across product complexity and volumes.

445
Total number of active suppliers

90%
Localised procurement as % of total sourcing

Managing Supply Continuity and Dependencies

Supplier risk assessment is carried out on an annual basis to evaluate dependency across key components. Based on this, dual and multi-supplier strategies are developed to reduce dependency and support continuity of supply.

Supplier Integration and Performance Alignment

We use SAP systems across all business processes, including the procure-to-pay cycle, to manage supplier interactions. In addition, online monitoring systems are used for new programme management, supplier performance measurement and order scheduling. These systems support integration with suppliers and enable alignment with production schedules and operational requirements.



COMMUNITY ENGAGEMENT AND SOCIAL LICENSE TO OPERATE

We approach community engagement through a structured Corporate Social Responsibility (CSR) framework that reflects our responsibility as a corporate citizen and our commitment to sustainable and inclusive growth. Our Corporate Social Responsibility extends beyond philanthropy to the strategic integration of social priorities with core business objectives.

Our social investment programs focus on thematic areas inspired by National Goals and the United Nations Sustainable Development Goals (SDGs). We focus on areas that allow us to create meaningful value and deliver sustained impact. Our initiatives are implemented both through credible partners and directly by the organisation

INR 6.93 Crores
Total CSR spend (FY 2025-26)

~5,000
Beneficiaries reached through CSR initiatives (FY 2025-26)

8
CSR projects undertaken across locations (FY 2025-26)



SOCIAL AND RELATIONSHIP CAPITAL CONTD...

Implementation Approach and Localised Engagement

We adopt a structured and locally responsive approach to implementing our CSR initiatives. Programs are executed either directly or through credible implementation partners, with defined processes for planning, monitoring, and evaluation. We place strong emphasis on understanding local requirements and tailoring our interventions accordingly. This allows us to ensure that our initiatives are relevant, effective, and aligned with the priorities of the communities we serve. It also enables stronger engagement with local stakeholders and better visibility into outcomes.

Skill Development for Enhanced Employability

Our skill development initiatives focus on building industry-ready capabilities and improving employability among early-career and marginalised youth through apprenticeship-led programmes such as NAPS, Flexi Apprenticeship, WILP and Weld Labs. Aligned with national skilling frameworks and Schedule VII of the Companies Act, these interventions combine hands-on shop-floor exposure, structured mentoring, safety and behavioural training, and recognised certification.

Impact assessments indicate strong year-on-year improvement, with later cohorts achieving full relevance, effectiveness and employability outcomes. The programmes support first-time incomes, upward wage mobility and long-term career confidence, while strengthening inclusion, progression pathways and workforce readiness.

Alignment with Schedule VII - Promoting employment enhancing vocation skills

469
Target beneficiaries

100 %*
Shop-floor readiness

Up to 100 %*
Skill–task alignment

100 %*
Improved employability confidence

*Based on internal assessment on sample scoring

Promotion of Healthcare

Our CSR portfolio prioritises community health and preventive care through targeted, high-impact interventions. The Health Camps, in partnership with Wockhardt Foundation, strengthen last-mile access to primary healthcare. Through this initiative, we impacted underserved populations across 17 villages around Chennai and Pune by delivering free consultations, medicines, eye check-ups, basic diagnostics and preventive outreach, thereby reducing morbidity risk, out-of-pocket expenditure and healthcare exclusion.

Complementing this, the Air Purifier in Government Schools initiative, in partnership with Times Employ India Foundation, addresses environmental determinants of health by improving indoor air quality in classrooms, contributing to better respiratory outcomes and enhanced learning conditions.

Collectively, these projects advance SDG 3 – Good Health and Well-Being (Complete Alignment), SDG 4 – Quality Education (Partial Alignment), and SDG 10 – Reduced Inequalities (Partial Alignment) by integrating public health, equity and systems-level prevention.

Alignment with Schedule VII – Promoting health care including preventive health

2,205
Target beneficiaries (Health Camps)

2,097
Target beneficiaries (Air Purifier)

Promotion of Olympic and Paralympic Sports

The Athlete Support Programme is a flagship CSR initiative aimed at enabling sporting excellence among talented athletes from underserved communities. The programme provides integrated support including financial assistance, access to professional coaching, sports infrastructure, healthcare, nutrition and educational continuity.

It has positively impacted athlete performance, retention and progression while promoting gender inclusion and equitable access to opportunities. The initiative aligns with the United Nations Sustainable Development Goals—SDG 3, SDG 10 and SDG 17—while advancing national priorities under Khelo India and India's Olympic and Paralympic aspirations.

Alignment with Schedule VII – Training to promote paralympic sports and Olympic sports

151
Target beneficiaries (Athletes)

67
Target beneficiaries (Para-Athletes)

Environmental Sustainability

During the year, we undertook planned clean-up drives in partnership with Times Employ India Foundation as part of our environmental sustainability and employee volunteering initiatives. The drives were conducted at Chakan (Pune) and Gurugram with the participation of 131 TENN ECO Warriors, reinforcing civic responsibility and collective action towards cleaner communities.

The initiative focused on cleaning public spaces, promoting responsible waste disposal practices and raising environmental awareness. As a result, approximately 373 Kg of waste was collected and responsibly managed, contributing to healthier and more sustainable local environments.

The initiative also strengthened employee engagement through meaningful community participation and demonstrated our commitment to environmental stewardship. The project aligns with SDG 11 (Sustainable Cities and Communities) and supports national priorities under the Swachh Bharat Mission by encouraging community participation in maintaining cleanliness and public hygiene.

Alignment with Schedule VII – Ensuring environmental sustainability

Value Creation Through Relationships

Social and Relationship Capital serves as a critical enabler of Tenneco's value creation framework. **Deep customer integration drives revenue visibility and continuity, a resilient supplier ecosystem ensures operational stability, and strong governance fosters institutional trust. Community engagement reflects Tenneco's social legitimacy and internal alignment strengthens execution capability.** These interconnected elements create a reinforcing cycle of trust and credibility, helping Tenneco navigate industry complexities while sustaining long-term growth.

SOCIAL AND RELATIONSHIP CAPITAL CONTD...

INTERNAL SOCIAL CAPITAL AND ORGANISATIONAL ALIGNMENT

While Human Capital addresses capability and development, the social dimension within the organisation is reflected in employee engagement, cultural alignment, and trust. We operate in a manufacturing environment where consistency, quality and responsiveness are critical. An engaged workforce helps us maintain production discipline, meet customer requirements and deliver to expected standards across our facilities.

We continue to focus on building a safe and accountable workplace. Our emphasis on safety, collaboration and clear responsibilities supports stable operations and reduces variability in execution. Strong alignment within our teams enables us to respond quickly to customer needs and maintain reliability across programs. This, in turn, strengthens our relationships with customers and partners.



GOVERNANCE, ETHICS AND INSTITUTIONAL TRUST

We operate within a clear governance framework, supported by defined policies, controls and oversight. This helps us meet regulatory requirements and maintain transparency in how we operate.

Our approach is based on consistent application of standards and accountability across the organisation. We have processes in place to manage statutory compliance, code of conduct, ethics and whistle blower compliance and to monitor risks and support responsible decision-making. This strengthens our relationships with regulators, investors, customers, suppliers, employees and other stakeholders. It also builds confidence in our operations and reflects our commitment to responsible business practices.

NIL

Bribery / corruption charges against BoD, KMPs, employees and workers

Relationship Resilience

We remain cognizant of risks arising from stakeholder dependencies, particularly in areas such as customer concentration and supply chain reliance. These risks are inherent in integrated business models and require continuous monitoring and proactive mitigation.

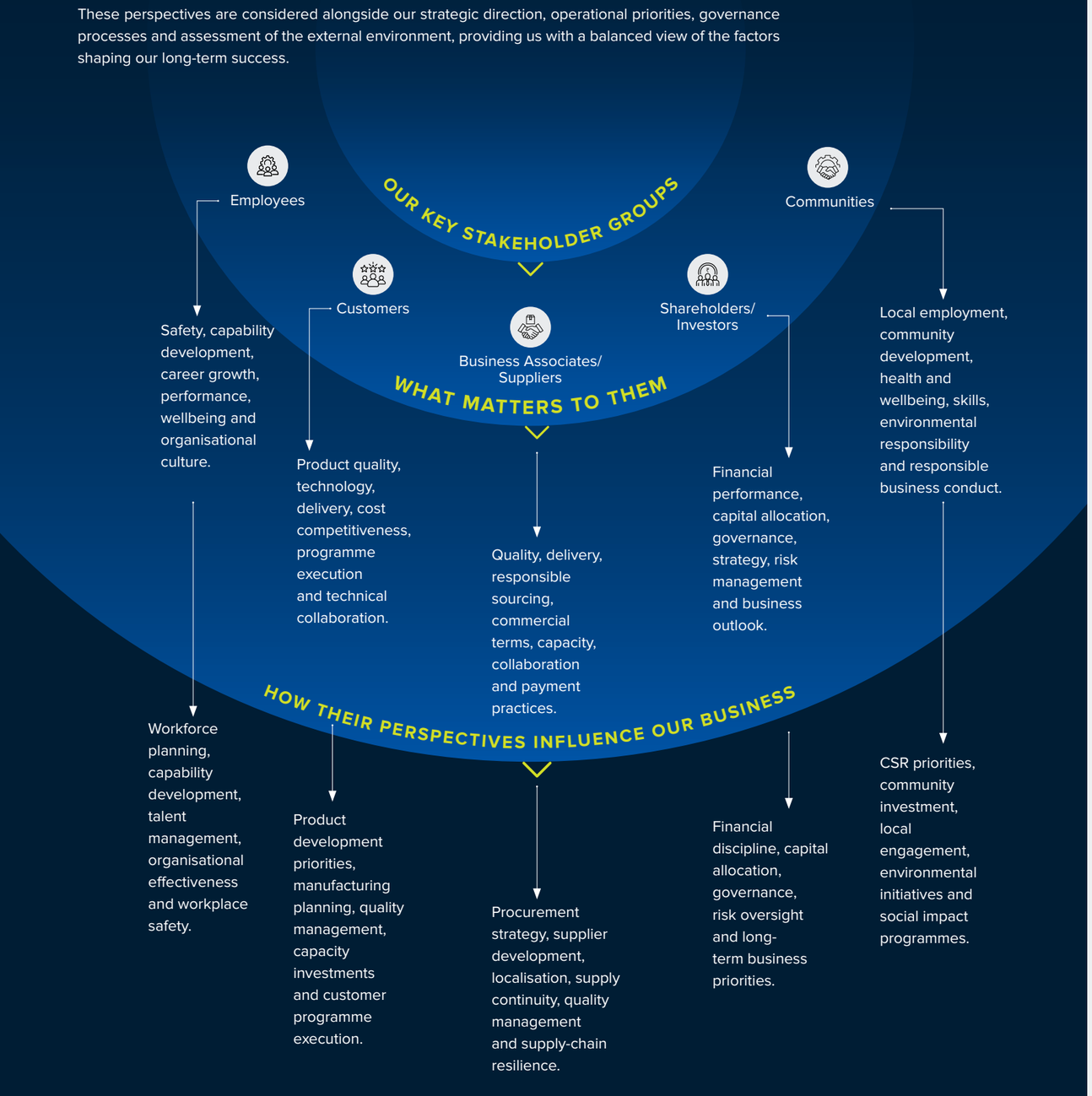
We enhance our ability to manage these risks effectively through diversification strategies, strengthening of supplier networks, and sustained engagement with stakeholders. Tenneco's focus on building long-term relationships further contributes to resilience and continuity.



STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

Understanding what matters most, to the business and to those affected by it, is the foundation of credible business strategy. Constructive dialogue with our stakeholders informs the way we manage our business, allocate resources and determine the issues that warrant the greatest management attention.

These perspectives are considered alongside our strategic direction, operational priorities, governance processes and assessment of the external environment, providing us with a balanced view of the factors shaping our long-term success.



MATERIALITY ASSESSMENT

The Company undertook a comprehensive materiality assessment aligned with leading international frameworks. By integrating stakeholder perspectives with management judgement, strategic priorities, enterprise risks and evolving business environment, the assessment identified the most significant matters influencing the Company's long-term value creation, resilience and sustained business performance.



Environment

- Carbon Emissions
- Renewable Energy



Social

- Product Quality and Safety
- Occupational Health and Safety
- Human Capital
- Supply Chain Management



Governance

- Corporate Governance
- Business Ethics
- Risk Management

BOARD OF DIRECTORS



NIRANJAN KUMAR GUPTA (C) (M) (M)

Independent Director and Chairman of the Board

Mr. Niranjan Kumar Gupta has been serving as the Chairman of the Board of TCAIL since May 2025. A distinguished finance professional, with over three decades of extensive leadership experience across diverse industries, including publicly listed companies.

Mr. Gupta currently serves as the Executive Director, Finance and Chief Financial Officer (CFO) of Hindustan Unilever Limited. Over the course of his career, he has held key leadership positions in finance and supply chain management with leading organizations, including Hero MotoCorp Limited, Vedanta Limited and Hindustan Unilever Limited.

His strong professional credentials and extensive leadership experience brings valuable strategic and financial expertise to the Board.



ARVIND CHANDRASEKHARAN (M) (M)

Whole-time Director and Chief Executive Officer

Mr. Arvind Chandrasekaran has been serving as the Whole-time Director and Chief Executive Officer of TCAIL since May 2025. He brings to the Board over two decades of rich and diverse experience in the automotive industry, with expertise spanning manufacturing, engineering, sales, marketing, global business planning and executive leadership across multiple geographies.

Mr. Chandrasekaran has held leadership positions with renowned organisations including Delphi Corporation (now part of Phinia) across its Powertrain, Energy and Exhaust divisions, Faurecia Exhaust Systems, WABCO, and Minda Corporation Limited.

His broad industry experience, strategic leadership capabilities and strong operational expertise contribute significantly to the Board's deliberations and support the Company's long-term growth and value creation objectives



GOPIKA PANT (C) (C) (M)

Independent Director

Ms. Gopika Pant has been serving as a Director of TCAIL since May 2025 and is the Woman Director on the Board. She is an accomplished professional with nearly four decades of experience and brings extensive expertise in legal, regulatory and corporate governance matters.

Ms. Pant also serves on the Boards of Colgate-Palmolive (India) Limited and ABB India Limited. As the Managing Partner of Indian Law Partners, a leading New Delhi-based law firm, Ms. Pant has advised multinational corporations, private equity investors and Indian conglomerates on a broad spectrum of matters.

Her deep legal expertise and extensive boardroom experience provide valuable guidance to the Company on governance, compliance and strategic matters.



JAIDIT SINGH BRAR (C) (C) (M)

Independent Director

Mr. Jaidit Singh Brar has been serving as a Director of TCAIL since May 2025. He is a seasoned business leader with over two decades of experience in driving strategy, business transformation, operational excellence and sustainable growth across diverse industries.

Mr. Brar currently serves as the Chief Executive Officer of Syrma SGS Technology Limited and is a Director on the Board of Exide Industries Limited. Previously he was associated with McKinsey & Company India LLP, where he served as a Senior Partner, advising leading organizations on strategy, performance transformation and growth initiatives.

His strong leadership credentials, strategic insights and financial expertise contribute meaningfully to the Board's deliberations and support the Company's long-term strategic and governance objectives.



MANAVENDRA SINGH SIAL (M) (M)

Non-Executive Director

Mr. Manavendra Singh Sial joined the Tenneco Group in early 2024 and has been serving as a Non-Executive Director on the Board of TCAIL since May 2025. He is an accomplished finance leader with extensive global experience spanning financial strategy, corporate finance, accounting, reporting, taxation and treasury management.

Mr. Sial currently serves as the Chief Financial Officer of Tenneco LLC and plays a crucial role in weaving financial strategy with core business operations to propel Tenneco forward.

Prior to joining Tenneco, Mr. Sial held several leadership positions across publicly listed companies and private equity-backed organizations which amongst others include Fluence Energy, Inc., SunPower Corporation.

His extensive experience in global finance, strategic planning and business transformation brings significant value to the Board and the Company's governance framework.



PRAKASH MAHESH (M)

Non-Executive Director

Mr. Prakash Mahesh joined TCAIL in 2025 and brings nearly three decades of global leadership experience across diverse industries, including information technology solutions, medical devices, aerospace and defence, industrial manufacturing and automotive technologies.

Mr. Mahesh also serves as the Executive Vice President and President, Performance Solutions, Tenneco LLC. He has been associated with several organizations in different periods of time and has experience across industrial and automotive manufacturing and IT solutions. Such organisations amongst others include ATS Automation and Ametek Inc.

With his broad cross-industry expertise and proven track record of leading complex global businesses, Mr. Mahesh brings valuable strategic insight and operational leadership to the Board of the Company.



NOAH JESSE FALK (M)

Non-Executive Director

Mr. Noah Jesse Falk joined as a Non-Executive Director of TCAIL in May 2026. He is an accomplished private equity professional with significant experience in investment analysis, complex transaction execution, and portfolio company oversight across sectors including industrials, transportation, and media.

Mr. Falk is currently associated with Apollo Management and also serves on the Board of Tenneco LLC, where he plays an active role in overseeing investments in companies such as Legendary Entertainment. He has also contributed to investments in businesses including Atlas Air and Sun Country Airlines.

His expertise in private equity investing, corporate strategy and governance bring valuable financial and strategic insights to the Board of the Company.



NATHAN PATRICK BOWEN (M) (M)

Non-Executive Director

Mr. Nathan Patrick Bowen has been serving as a Non-Executive Director of TCAIL since May 2025. He has nearly three decades of experience in the automotive industry. He also serves as the Executive Vice President and Group President, (Clean Air, Powertrain and Champion) at Tenneco LLC, where he leads a global team dedicated to engineering and manufacturing critical components for advanced engines and technologies that reduce emissions and enhance energy efficiency.

Mr. Bowen has held key executive positions in finance and general management with Johnson Controls, Inc. and Yanfeng Global Automotive Interior Systems Co. Ltd.,

His significant experience in global automotive operations, strategic roles in finance and general management brings valuable industry expertise to the Board.

(C) Chairperson (M) Member Audit Committee Nomination and remuneration committee Stakeholders Relationship Committee Risk Management Committee Corporate Social Responsibility Committee

EXECUTIVE LEADERSHIP TEAM



ARVIND CHANDRASEKHARAN
Whole-time Director and Chief Executive Officer

Mr. Arvind Chandrasekaran has been serving as the Whole-time Director and Chief Executive Officer of TCAIL since May 2025. He brings to the Board over two decades of rich and diverse experience in the automotive industry, with expertise spanning manufacturing, engineering, sales, marketing, global business planning and executive leadership across multiple geographies.

Mr. Chandrasekaran has held leadership positions with renowned organisations including Delphi Corporation (now part of Phinia) across its Powertrain, Energy and Exhaust divisions, Faurecia Exhaust Systems, WABCO, and Minda Corporation Limited.

His broad industry experience, strategic leadership capabilities and strong operational expertise contribute significantly to the Board's deliberations and support the Company's long-term growth and value creation objectives



MAHENDER CHHABRA
Chief Financial Officer

Mr. Mahender Chhabra is the Chief Financial Officer of TCAIL and has been associated with the Company since June 2025. Mr. Chhabra is responsible for financial strategy, operations, compliance, and the overall financial performance of the Company.

With nearly three decades of experience in finance and business leadership, he brings deep expertise in financial management, strategic planning, governance and operational excellence. Prior to joining TCAIL, Mr. Chhabra held key leadership positions with reputed organisations including Motherson Sumi Wiring India Limited and HMD Mobile India Private Limited.

His deep financial expertise, strong leadership capabilities and extensive experience across diverse industries contribute significantly to the Company's financial stewardship, governance framework and long-term growth objectives.



ROOPALI SINGH
Company Secretary, Compliance Officer and General Counsel

Ms. Roopali Singh serves as the Company Secretary, Compliance Officer and General Counsel of TCAIL, having assumed these positions from August 2025. She is responsible for overseeing the Company's legal, secretarial and compliance functions, including ensuring adherence to applicable corporate, regulatory and governance requirements.

With over two decades of professional experience, Ms. Singh has held key legal, governance and compliance roles across leading organisations. Prior to joining TCAIL, she was associated with several renowned companies, including Whirlpool of India Limited and Carlsberg India Private Limited.

Her extensive experience in legal, secretarial and compliance functions, coupled with her strong governance expertise, contributes significantly to the Company's regulatory compliance framework and corporate governance practices.



RISHI VERMA
President

Mr. Rishi Verma serves as the President of TCAIL and is responsible for leading the Company's business operations across its Clean Air & Powertrain Solutions and Advanced Ride Technologies (ART) business divisions. He has been associated with the Company since April 26, 2019, and has been a part of the Tenneco Group since August 2007. He has worked across R&D, operations, sales, program management, and general management.

Prior to joining TCAIL, he has worked with National Engineering Industries Limited, Dana India Technical Centre Private Limited and Walker Exhaust India Private Limited.

His deep industry expertise, strong leadership capabilities and extensive experience across automotive operations contribute significantly to the Company's strategic growth, strengthening customer partnerships, and positioning India as a global hub for manufacturing, innovation, and leadership.



R C SUBRAMANIAM
Managing Director, Advanced Ride Technologies

Mr. R. C. Subramaniam serves as the Managing Director - Advanced Ride Technologies (ART) division of the Company's material subsidiary, Tenneco Automotive India Private Limited. He is responsible for leading the business operations of the Advanced Ride Technologies division and driving its growth, operational excellence and customer-focused initiatives. He has been associated with the Tenneco Group since January 2009.

Prior to joining Tenneco, he was associated with various renowned companies including General Motors India Private Limited and Saint-Gobain Glass India Limited.

With extensive experience in manufacturing, operations, and business leadership, Mr. Subramaniam has played a significant role in strengthening the Company's Advanced Ride Technologies business.



SANKAR BABU SAMPANGIAPPA
Director, Advanced Ride Technologies Engineering

Sankar Babu Sampangiappa is the Director, Advanced Ride Technologies, Engineering of the Company's material subsidiary, Tenneco Automotive India Private Limited. He has been associated with Tenneco Group since October 2007.

Prior to joining Tenneco Group, Mr. Sampangiappa was associated with Bharat Technologies Auto Components Limited, Minda HUF Limited and other reputed companies.

His extensive technical expertise, coupled with his long-standing experience in engineering leadership and product development, contributes significantly to the Company's innovation capabilities and operational excellence initiatives.



ADITYA KOHLI
Chief Human Resources Officer

Mr. Aditya Kohli is a seasoned Human Resources professional with over two decades of experience in driving people strategy and transforming HR functions across diverse industries. He joined TCAIL in April 2026 and is responsible for leading the Company's human resources initiatives, with a focus on talent development, organisational effectiveness and employee engagement.

Prior to joining TCAIL, Mr. Kohli was associated with several leading organizations, including Orient Electric, Clix Capital, Bharti Airtel and Standard Chartered Bank.

His extensive expertise in talent management, rewards and benefits, business relationship management, contributes significantly to strengthening the Company's talent agenda, fostering a high-performance culture and supporting its long-term growth objectives.



BAPU SHIVAJI KUMBHAR
Director, Clean Air Engineering

Bapu Shivaji Kumbhar serves as the Director - Clean Air Engineering of TCAIL and is responsible for leading engineering function for Company's Clean Air Solutions business. He has been associated with the Company since April 2019 and has been part of the Tenneco Group since December 2009.

Mr. Kumbhar has been previously associated with Grupo Antolin Pune Private Limited, LML Limited, and Tractors and Farms Equipment Limited

With significant experience in automotive engineering and product development, Mr. Kumbhar has played an instrumental role in advancing the Company's engineering capabilities and supporting the development of innovative clean air technologies.

MANAGEMENT DISCUSSION AND ANALYSIS



DISCLAIMER

The Management Discussion and Analysis of Tenneco Clean Air India Limited has been prepared in compliance with Regulation 34(2)(e) read with Schedule V (Part B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This section provides an overview of the Company's business performance, industry trends and future outlook.

This MD&A contains certain statements that may be considered "forward-looking statements", including, but not limited to, statements relating to the Company's objectives, expectations, projections, estimates and assumptions. These statements are based on management's current views and assumptions and are subject to inherent risks and uncertainties. Forward-looking statements are typically identified by words such as "anticipate", "believe", "estimate", "expect", "intend", "plan", "project", "seek", "target" and similar expressions, or by their context. These statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the Company's control.

Important factors that could cause actual results to differ materially from those expressed or implied in such statements include, but are not limited to, changes in economic conditions, regulatory and tax developments, industry dynamics, input costs, and other unforeseen events. Readers are cautioned not to place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable laws.

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1. EXECUTIVE SUMMARY

Tenneco Clean Air India Limited is part of the Tenneco Group, a US-headquartered, global Tier-1 automotive component supplier. We manufacture and supply critical, highly engineered, and technology- intensive clean air, powertrain, and suspension solutions tailored to the needs of OEMs in India and the export market.

Our customer base includes OEMs across a range of sectors, including passenger vehicles, commercial vehicles (such as commercial trucks and off -highway vehicles), and industrial applications. Our portfolio includes catalytic converters including diesel particulate filters (DPFs) and selective catalytic reduction systems (SCRs), mufflers, exhaust pipes, after -treatment systems, bearings, sealings, sparkplugs, strut assemblies and shock absorbers. These products help OEMs meet stringent emission norms while improving vehicle performance, fuel efficiency and comfort. Our Brands* of Champion® sparkplugs and Monroe® suspensions are widely used in the Indian automotive market.

The Company, along with its subsidiaries, has 12 Manufacturing facilities and two R&D centers of global standards strategically located in key automotive OEM hubs in India as on March 31, 2026.

#1	#1	#1
Clean Air Solutions for Commercial Vehicle OEMs 58%* value market share	Clean Air Solutions for Off-Highway# OEMs 68%* value market share	Shock Absorbers & Struts for Passenger Vehicle OEMs 55%* value market share

*Source Crisil Report based on Revenue for FY 2025-26.
#Excludes Tractors

In this report, the terms "Tenneco Clean Air India Limited and its subsidiaries," "Tenneco India," "the Company," or "it" refer to Tenneco Clean Air India Limited. The Company was incorporated in December 2018 and was subsequently converted into a public limited company in May 2025.

Tenneco Clean Air India Limited operates across two core business segments: Clean Air & Powertrain Solutions and Advanced Ride Technologies. We sell our products to more than 100 customers and our relationships with our top 10 automotive OEMs average 20+ years, which, coupled with our market share gives us a strong leadership position in the automotive components sector.

Tenneco Clean Air India Limited was successfully listed on the stock exchanges on November 19, 2025, marking a key milestone in its evolution as a public company. The IPO was subscribed over 61 times, reflecting strong investor participation across categories. The Company's shares listed at a premium to the issue price on both NSE and BSE, indicating positive market reception and confidence in the Company's business model and growth outlook.

The listing strengthens the Company's governance framework, enhances financial flexibility and provides a platform to support future growth initiatives, including access to diverse funding avenues and capital markets, strengthens the Company's ability to raise funds efficiently, and supports strategic expansion. Further, it enhances brand visibility, credibility, and stakeholder confidence, thereby contributing to value creation and sustainable growth.

Our Culture: What Sets Tenneco Apart

At Tenneco, culture is not an abstract concept—it is a core driver of execution, resilience, and long-term value creation. At the core of The Tenneco Way is our belief that culture is a key enabler of success, echoing Peter Drucker's observation that "culture eats strategy for breakfast." While strategy defines direction, it is culture that determines how consistently and effectively that strategy is executed. At Tenneco, our culture enables disciplined execution, decisive action, and sustained performance across cycles and geographies.

Our culture is built around an uncompromising obsession with excellence and a conscious bias toward action. We operate with intensity, speed, and accountability, recognizing that in a complex and dynamic global operating environment, progress is achieved by acting, learning, and continuously improving. At Tenneco, we do not view outcomes through the lens of success or failure; instead, every challenge delivers either a win or a lesson—both of which strengthen our organization and sharpen our competitive edge.

This philosophy is embodied in the Tenneco Mindset—a mindset that rejects complacency, challenges conventional thinking, and refuses to accept the status quo. We expect our teams to take calculated risks, transform ideas into outcomes, and consistently raise performance standards across safety, quality, delivery, cost, and innovation. The Tenneco mindset is grounded in humility, discipline, and accountability, ensuring that ambition is balanced with operational rigor and capital efficiency.

No Boundaries

Central to the Tenneco mindset is our belief in "No Boundaries." We do not define opportunities through limitations or pre-set constraints; instead, we operate with the conviction that there is no box. This philosophy unlocks creativity, accelerates decision-making, and enables Tenneco to move beyond traditional organizational, technological, and market boundaries.

As the following section outlines, our No Boundaries approach is a critical enabler of our strategy-driving innovation, deepening customer partnerships, scaling capabilities, and supporting sustainable long-term growth.



This year the Company's "No Boundaries" theme reflects a transition from a phase of operational stabilisation to one of scaled and disciplined growth. At Tenneco, the absence of boundaries does not imply lack of structure—rather, it demands an even higher level of operational rigor, accountability, and repeatability to convert bold ideas into sustainable performance. To ensure that this mindset is embedded across operations and delivers measurable results, Tenneco operates under its global P3 (People, Performance, and Pride) operating model.

P3 is the standardized operating framework that defines how Tenneco runs its plants, programs, and processes worldwide. Anchored in empowered people, disciplined performance management, and pride in execution, P3 provides a common language and operating rhythm across geographies and business units. It institutionalizes best-in-class practices across safety, quality, delivery, cost, and continuous improvement, while reinforcing a culture of ownership and operational excellence. By combining the entrepreneurial energy of No Boundaries with the execution discipline of P3, Tenneco ensures that innovation is scalable, growth is profitable, and performance is consistent—enabling the Company to deliver resilient results, strengthen customer partnerships, and create long-term value for shareholders.

2. BUSINESS LANDSCAPE

2.1. Global Economic Environment

From April 2025 onwards, the global economy moved into a phase of heightened uncertainty after a period of relative stabilization. Global multilateral financial institutions observed that growth through 2024 and early 2025 proved more resilient than initially expected, supported by easing supply-side pressures, normalization in labor markets, and sustained technology-led investment across major economies. However, this momentum was increasingly tested by rising geopolitical tensions and a sharp increase in policy-driven uncertainty.

The ongoing conflict in Ukraine continued to exert structural pressure on global commodity markets, public finances, and trade flows, particularly in Europe, reinforcing geoeconomic fragmentation and higher defence-related expenditures. These pressures were amplified during 2025 by an escalation in trade disputes, marked by successive tariff actions and retaliatory measures among major global economies. According to assessments published by leading global financial institutions, effective tariff rates reached multi-decade highs, disrupting supply chains, weakening investment sentiment, and lowering global growth expectations.

A significant inflection point emerged in late February 2026 with the outbreak of armed conflict in the Middle East. International financial agencies highlighted that this development materially altered the global macroeconomic landscape by sharply increasing geopolitical risk, threatening critical energy transportation corridors, and driving renewed volatility in oil, gas, and food prices. The resulting rise in commodity prices interrupted earlier disinflationary trends and reintroduced inflationary pressures, particularly across energy-importing and emerging market economies.

Financial markets responded to this combination of geopolitical shocks and trade uncertainty with increased risk aversion. Global financial conditions tightened, asset-price volatility rose, and capital flows became more selective. Global financial stability assessments noted that these developments disproportionately affected countries with elevated public debt and limited fiscal buffers, heightening vulnerability to external shocks and financial market stress.

Beyond near-term cyclical pressures, global economic institutions continue to identify deeper structural forces shaping the outlook. Persistent trade fragmentation, supply-chain reconfiguration, and evolving geopolitical alignments are increasingly influencing investment decisions, capital allocation, and productivity growth. While advances in digitalization and artificial intelligence-driven productivity remain a potential source of upside, elevated uncertainty and reduced international policy coordination continue to pose meaningful downside risks to the medium-term global economic outlook.

2.1.1. Key Takeaways from Recent Global Trends

Recent global developments underline both the resilience and the growing fragility of the world economy. International financial institutions noted that growth outcomes in 2024 and early 2025 exceeded initial expectations, reflecting rapid adaptation by firms and households to higher interest rates, improved

supply-chain resilience, and credible monetary policy frameworks that helped stabilize inflation following the earlier energy-price shock.

At the same time, the current environment is characterized by a reduced margin for policy flexibility. Fiscal buffers have narrowed, public debt levels remain elevated across many regions, and financial stability risks have increased amid higher leverage and stronger interlinkages between banking and non-bank financial systems. As a result, global economic observers caution that future shocks—whether geopolitical, financial, or commodity-related—are likely to involve sharper trade-offs between inflation control and growth support than experienced earlier in the cycle.

Trade policy uncertainty has emerged as a central macroeconomic risk. Global financial assessments indicate that recent tariff escalations and retaliatory measures have played a meaningful role in downward revisions to global growth forecasts for 2025 and 2026, with export-oriented and emerging market economies most exposed. Prolonged trade fragmentation is also expected to weigh on productivity growth and slow technology diffusion over the medium term.

2.1.2. Outlook for the Global Economy

The global recovery is expected to continue, albeit at a slower and more fragile pace. Under the baseline assumption that geopolitical tensions do not escalate further and that energy supply disruptions remain contained, global growth is projected to moderate in 2026 and stabilise in 2027. Inflation is expected to remain elevated in the near term, primarily due to higher commodity prices, before easing gradually as supply conditions normalise and demand moderates.

However, the balance of risks remains tilted to the downside. A prolonged or intensifying conflict could lead to a sharper increase in energy prices, tighter financial conditions and a more pronounced slowdown in global economic activity, with emerging and developing economies likely to be disproportionately impacted. Over the medium term, global growth is expected to remain below historical averages unless supported by productivity improvements, structural reforms and greater policy coordination across economies.

2.2. State of the Indian Economy

The Indian economy continued to demonstrate resilience during the year, despite a challenging and uncertain global environment. Real GDP growth for 2025-26 is estimated at 7.6%, supported by strong domestic demand, robust private consumption and sustained investment activity.

The services sector remained the principal driver of growth, led by high-value services, trade, transport and financial activities. Manufacturing activity strengthened, supported by improving capacity utilisation and healthier corporate balance sheets. Agricultural growth moderated due to weather-related factors; however, foodgrain production remained adequate, providing stability to rural incomes and food supplies.

Inflation conditions remained benign for most of the year, with headline CPI inflation staying below the medium-term target. While food inflation firmed up following a prolonged period of deflation and global energy prices increased amid geopolitical tensions, underlying core inflation pressures remained contained. Financial conditions were supportive of growth, reflected in strong bank credit expansion, comfortable liquidity and the sound health of banks and non-bank financial institutions. India's external position remained manageable, supported by resilient services exports, steady remittance inflows and comfortable foreign exchange reserves.

2.2.1. Takeaways from the Current Global Crisis for India

The escalation of geopolitical tensions in West Asia has increased near-term risks for the Indian economy through higher global energy and commodity prices, heightened financial market volatility, and disruptions to trade and supply chains. As a net importer of crude oil and fertilisers, India has faced renewed pressure on import costs, the current account, and input-driven inflation.

Global risk aversion during this period led to Foreign Institutional Investors turning net sellers of Indian equities, contributing to capital outflows significant depreciation pressure on the Indian rupee. The Reserve Bank of India responded with calibrated interventions to contain excess volatility and ensure orderly market conditions. While headline inflation has remained broadly within the tolerance band, elevated commodity prices have increased upside risks, warranting continued policy vigilance.

At the same time, India's macroeconomic resilience has helped limit spillover effects. Strong domestic demand, diversified exports—particularly in services—adequate foreign exchange reserves, and credible monetary and fiscal frameworks have provided important buffers against external shocks. The ongoing global environment reinforces the importance of strengthening energy security, supply-chain resilience, and domestic manufacturing capabilities to mitigate future disruptions.

2.2.2. Outlook

India's growth outlook remains robust, though subject to elevated external risks. For 2026-27, the Reserve Bank of India projects real GDP growth at 6.9%, supported by sustained private consumption, improving investment sentiment, continued government focus on infrastructure and manufacturing, and ongoing strength in the services sector.

Inflation is expected to firm up in the near term, primarily due to higher energy prices and potential weather-related food price pressures, though it is projected to remain within the tolerance band over the medium term.

The balance of risks remains tilted to the downside. A prolonged or intensified geopolitical conflict could increase energy price volatility, disrupt trade flows, tighten global financial conditions and weigh on domestic growth. Notwithstanding these risks, India enters this phase with relatively strong macroeconomic fundamentals, including stable inflation, sound financial institutions, ongoing fiscal consolidation and adequate external buffers. Continued policy discipline, reform momentum and focus on strengthening domestic capabilities are expected to support growth while navigating an evolving global environment.

3. INDUSTRY DEVELOPMENTS

3.1 Global Automotive and Component Industry

The global automotive and auto component industry continued to operate in a structurally evolving environment during CY 2025, shaped by uneven demand conditions, geopolitical uncertainty, changing trade dynamics, and continued powertrain transition. Global vehicle registrations and production recorded moderate growth during the year, supported primarily by China, while recovery across Europe and North America remained measured amid affordability pressures, elevated financing costs, and policy recalibration. At the same time, automotive suppliers continued to operate under persistent cost pressures, higher interest rates, labour shortages, and increasing supply chain regionalisation.

The industry also witnessed a gradual shift from a singular electrification approach toward a more flexible multi-powertrain model. OEMs increasingly focused on balancing battery electric vehicles, hybrids, plug-in hybrids, and efficient internal combustion technologies based on regional demand patterns and infrastructure readiness. Hybrid adoption strengthened across several markets, while localisation, modular platforms, software integration and accelerated vehicle development cycles mainly led by Chinese OEMs continued to reshape sourcing strategies and competitive dynamics across the automotive ecosystem.

Global Car Market Performance Trend

Particulars	2023	2024	2025
Global Car Registrations	72.8 Million	74.8 Million	77.6 Million
Global Car Production	75.5 Million	75.7 Million	78.7 Million

Source: Economic and Market Report: Global and EU Auto Industry, Full Year 2025

Industry performance during the year was influenced by evolving emission regulations, shifting consumer preferences toward premiumisation, production realignment, and continued supply chain restructuring. OEMs increasingly prioritised localisation, manufacturing flexibility, and resilient sourcing models amid tariff actions and geopolitical risks. Demand trends across several mature markets remained impacted by higher vehicle prices, tighter lending conditions, and uneven charging infrastructure expansion. Suppliers also faced increasing expectations around faster product development, software capabilities, and operational flexibility as OEMs recalibrated investment priorities and platform strategies.

3.1.1 Outlook

The industry is expected to remain on a measured transformation path over the medium term, with the transition likely to remain regionally differentiated. Electrification is expected to continue expanding globally, although at a more gradual pace than earlier anticipated, with hybrids emerging as an important intermediate pathway across several markets. Regulatory frameworks across Europe and North America are also evolving toward more flexible compliance structures, while China is expected to maintain strong momentum supported by scale advantages, integrated supply chains, and export competitiveness.

OEMs and suppliers are expected to continue focusing on flexible manufacturing footprints, regional supply ecosystems, modular architectures, and software-enabled vehicle platforms. Localisation, platform consolidation, and supply chain diversification are likely to remain key strategic priorities amid continuing geopolitical and tariff-related uncertainties. Increasing consumer focus on affordability, lifecycle value, connected technologies, and operating economics is also expected to influence future product planning and sourcing strategies across the industry.

Key Factors to Watch

Pace of hybrid and multi-powertrain adoption across key markets

Evolution of emission compliance frameworks and regulatory flexibility

Regionalisation and localisation of global supply chains

Chinese OEM expansion to other regions

Raw material, logistics, and tariff-related cost volatility

3.2 What This Means for the Indian Market

The evolving global automotive environment carries important implications for the Indian market, particularly across powertrain transition, localisation strategies, supply chain diversification and manufacturing competitiveness. While global markets continued to witness recalibration in electrification roadmaps and increasing adoption of multi-powertrain strategies, these trends remain broadly aligned with Indian market realities where affordability, infrastructure readiness, operating economics and regulatory evolution continue to shape the pace of transition. As a result, the domestic market is expected to remain characterised by a balanced technology mix comprising efficient internal combustion engines, hybrids, and gradual electrification over the medium term.

Simultaneously, increasing regionalisation of global supply chains and evolving OEM sourcing strategies continue to strengthen India's strategic relevance within the global automotive ecosystem. The country remains well positioned to benefit from rising localisation requirements, manufacturing diversification initiatives, engineering capabilities and cost competitiveness from labour and currency depreciation across the automotive value chain. These structural shifts are expected to support deeper integration of the Indian automotive and component industry within global sourcing and production networks. Against this backdrop, the Indian automotive industry continued to witness important developments during FY 2025-26, which are discussed in detail in the following section, '3.3 Indian Automotive Industry'.

3.3 Indian Automotive Industry

The Indian automobile industry delivered a record performance in FY2025-26, supported by improving affordability, policy stimulus, recovery in rural demand, sustained infrastructure activity, and continued premiumisation across key vehicle segments. As per data released by the Society of Indian Automobile Manufacturers (SIAM), total domestic automobile sales grew 10.4% year-on-year to 28.27 Million units, marking the highest-ever annual sales across all major segments, including passenger vehicles, light commercial vehicles, two-wheelers, and tractors. Excluding two-wheelers, three-wheelers and tractors, domestic sales growth stood at approximately 9%, reflecting broad-based demand across personal mobility, freight, and last-mile transportation segments.

Demand strength during the year was underpinned by a combination of structural and cyclical factors. Goods and Services Tax (GST) rationalisation ("GST 2.0"), implemented during FY 2025-26, significantly improved vehicle affordability by reducing effective tax incidence across select categories, while also simplifying classification and reducing price volatility. Together with multiple repo rate cuts and income-tax relief measures, GST reforms helped unlock deferred demand, support replacement cycles, and improve financing affordability across urban and rural markets.

FY 2025-26 also reinforced India's strategic positioning within the global automotive ecosystem. According to SIAM and Government sources, India ranks as the largest market globally for three-wheelers, and two-wheelers, and as a top-five producer of passenger and commercial vehicles worldwide. The automotive sector contributes an estimated USD 240 billion to the economy, accounting for about 7.1% of India's GDP and nearly 49% of manufacturing GDP, while supporting significant direct and indirect employment.

Export momentum remained healthy during FY 2025-26, supported by increasing global sourcing diversification, growing acceptance of Indian manufacturing capabilities, and policy support for localisation, advanced automotive technologies, electric mobility, and electronics manufacturing. These trends underscore the industry's growing role as a competitive global manufacturing hub, even as geopolitical uncertainties and commodity price volatility remain key monitorables going forward.

3.3.1Passenger Vehicles (PV)

The Indian passenger vehicle industry recorded another year of strong growth during FY 2025-26, with domestic sales increasing 7.9% YoY to 46.43 Lakh units, marking the highest-ever annual PV sales performance in India. Industry growth remained supported by sustained demand for utility vehicles and premium offerings, while stronger dispatch alignment and improved inventory management supported healthier wholesale-retail balance across the channel during the second half of the year.

Passenger Vehicle Industry Performance

Particulars	FY 2025-26	FY 2024-25	Growth
Production (Units)	55.40 Lakh	50.61 Lakh	9.5%
Domestic Sales (Units)	46.43 Lakh	43.02 Lakh	7.9%
Exports (Units)	9.05 Lakh	7.70 Lakh	17.5%

Source: ATMA

Demand trends during the year continued to be shaped by premiumisation within the passenger vehicle market, with OEMs increasingly focusing on SUVs, higher feature content, and differentiated product positioning to sustain growth. The industry also witnessed increasing consumer acceptance of alternative fuel platforms, particularly CNG-led models, amid rising focus on operating economics and fuel efficiency. Simultaneously, improving rural participation, stronger model refresh cycles, and expansion of technology-enabled offerings continued to support industry momentum despite affordability pressures across certain entry-level categories.

Outlook

The passenger vehicle industry is expected to maintain a steady growth trajectory during FY 2026-27, supported by continued premiumisation trends, new launches, improving rural demand, and increasing adoption of alternative fuel technologies. OEM focus on SUVs, hybrids, EVs, and feature-led differentiation is expected to remain strong, while stable financing availability and healthier inventory levels are likely to support demand conditions. However, fuel prices, affordability pressures, supply-side disruptions, declining Rupee, and regulatory developments remain important.



DCx DaVinci Suspensions

Key Factors to Watch

- CNG, hybrid and EV adoption trajectory
- SUV demand and premiumisation trends driven by consumer affordability
- Consumer sentiment and financing affordability
- Cost of raw material imports due to declining Rupee
- Inventory discipline and supply availability

3.3.2 Commercial Vehicles (CV)

The Indian commercial vehicle recorded healthy growth during FY 2025-26, supported by sustained infrastructure activity, freight movement, replacement demand, and improving rural cash flows. Commercial vehicle domestic sales increased 12.6% YoY to 10.8 Lakh units during the year, representing the highest-

ever annual sales performance for the segment. Growth remained broad-based across LCV, MCV and HCV categories, reflecting healthy momentum across freight, logistics and construction-linked demand segments.

Commercial Vehicle Industry Performance

Particulars	FY 2025-26	FY 2024-25	Growth
Production (Units)	11.70 Lakh	10.35 Lakh	13.0%
Domestic Sales (Units)	10.80 Lakh	9.59 Lakh	12.6%
Exports (Units)	94,793	80,751	17.4%

Source: Society of Indian Automobile Manufacturers (SIAM)

Outlook

The commercial vehicle and tractor industries are expected to witness moderate but healthy growth during FY 2026-27, supported by continued infrastructure investments, freight demand, replacement cycles and stable rural sentiment. Demand across LCVs and buses is expected to remain relatively resilient, while infrastructure execution, industrial activity, financing conditions and fleet utilisation trends are likely to influence M&HCV demand momentum.

Key Factors to Watch

- Government infrastructure and capex spending
- Freight demand and fleet utilisation trends
- Rural income and monsoon outlook
- Fuel prices and financing conditions
- Replacement demand cycles
- Premiumisation driven by driver shortage

3.3.3 Off-Highway (OH)*

The off-highway industry witnessed relatively subdued performance during FY 2025-26, with construction equipment retail volumes declining 11.7% YoY to 71,227 units. Demand conditions remained impacted by project-level execution delays and a relatively high base during the previous year, although underlying activity across roads, mining, railways, urban infrastructure and industrial sectors remained supportive over the medium term.

Industry Performance

Particulars	FY 2025-26	FY 2024-25	Growth
Construction Equipment Retail Volumes (Units)	71,227	80,668	(11.70%)

*Source: Federation of Automobile Dealers Associations (FADA)

Industry performance during the year was influenced by the pace of infrastructure execution, mining output, industrial project movement, and capital expenditure trends across core sectors. Delays in project mobilisation and execution impacted near-term equipment demand across certain categories, while export demand conditions remained uneven amid global macroeconomic uncertainties and slower activity across select international markets. Government focus on roads, logistics infrastructure, freight corridors, and industrial connectivity continued to support medium-term demand fundamentals for the segment.

Outlook

The medium-term outlook for the off-highway industry remains linked to the government's infrastructure pipeline, mining investments, industrial capex, and project execution momentum. Continued investments across roads, railways, logistics corridors, urban infrastructure, and core sectors are expected to support gradual recovery in equipment demand during FY 2026-27, although commodity cycles, execution timelines, export demand conditions, and financing availability are expected to remain important determinants of industry momentum.

Key Factors to Watch

- Pace of infrastructure project execution
- Mining and industrial activity levels
- Commodity and capex cycles
- Export market demand conditions
- Equipment financing environment

3.4 Indian Auto Component Industry

According to a joint study by the Automotive Component Manufacturers Association of India (ACMA) and Boston Consulting Group (BCG), the Indian auto component industry has expanded at a compounded annual growth rate of ~14% over the past five years to reach nearly USD 80 billion, supported by increasing global sourcing, localisation, and supply-chain diversification initiatives. The sector is increasingly aligning itself with higher value-added technologies including software and electronics as OEM requirements evolve across emission compliance, fuel efficiency, ride comfort, and vehicle performance.

Exhaust After-treatment Systems

The segment catering to exhaust after-treatment technologies—including catalytic converters, diesel and gasoline particulate filters, SCR systems, and complete exhaust assemblies witnessed moderate growth momentum during FY 2025-26. For the future, regulatory submissions and industry commentary highlight that OEMs are increasingly adopting more complex and higher-specification after-treatment solutions to meet fuel-efficiency and real-world emission targets (CAFÉ III and future BSVII legislation). In Tractors, some of the lower horsepower engine (<75 Hp) regulations were delayed to 2032 while higher-horsepower engine-emission regulations remain in effect for 2026. This delay does not affect any Indian OEMs that want to export their vehicles to foreign markets where Trem V (or similar emission norms) may still apply.



Exhaust Aftertreatment System

Industry bodies such as the Emission Control Manufacturers Association (ECMA) have noted sustained investment in particulate filtration and emission control systems across passenger vehicles, commercial vehicles, and off-highway applications, contributing to higher value addition per vehicle platform.

Suspension Systems and Ride Performance Solutions

Demand for suspension systems, including shock absorbers, struts, air-suspension modules, and advanced ride-control solutions, remained robust during FY 2025-26. This growth was supported by vehicle premiumisation, rising SUV penetration, and increasing OEM focus on ride comfort, handling, and noise-vibration-harshness (NVH) optimisation. Industry data indicate a gradual shift toward higher-content suspension architectures, including passive suspension systems, semi-active and electronically assisted systems, particularly in passenger vehicles, commercial vehicles, and premium off-highway platforms.

ACMA analyses highlight that chassis, suspension, braking, and ride-control components form a growing share of domestic component consumption as vehicle architectures become more sophisticated and customer expectations rise.

Powertrain Systems (Engine Seals, Ignition, and Bearing Solutions)

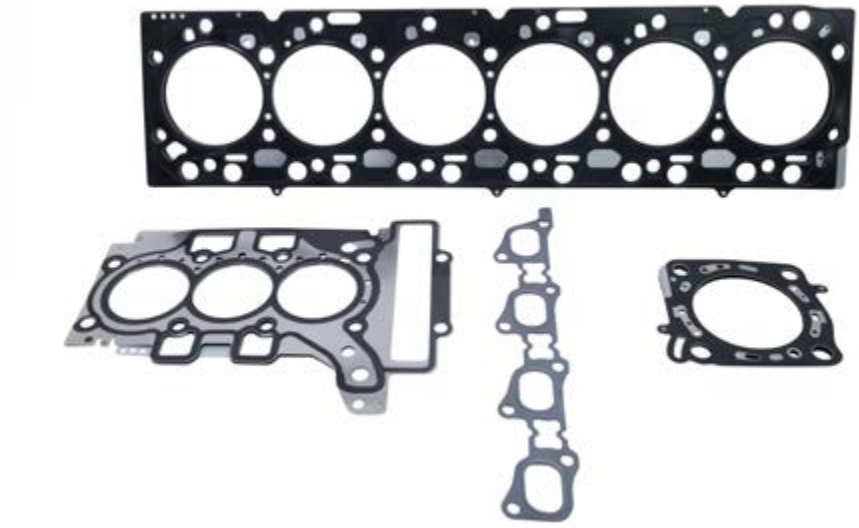
The powertrain component segment, encompassing sealings, ignition systems, bearing solutions, and



Spark Plugs



Bearings



Sealings

engine-adjacent sub-systems, continued to benefit from rising technology content across internal combustion, alternative-fuel and hybrid powertrains. Stricter efficiency norms under upcoming CAFÉ III regulations, combined with OEM efforts to reduce frictional losses, improve thermal efficiency, and enhance durability, are driving greater demand for advanced materials and precision-engineered components.

ACMA performance reviews indicate that engine components and drive-transmission systems together account for a significant share of domestic production and exports, reflecting India's growing role in global powertrain sourcing for both OEM and aftermarket applications.

Overall Industry Implications

Across these focus segments, higher regulatory intensity, premiumisation, increasing localisation, and rising export opportunities are collectively pushing the Indian auto component ecosystem toward greater value addition and technology depth. The ACMA-BCG study highlights that manufacturers are increasingly investing in smart manufacturing, digitalisation, and process automation to meet global OEM expectations on quality, strengthening India's competitiveness in automotive components.

Powertrain Mix Across Vehicle Segments (FY 2026)

Segment	Petrol / Ethanol	Diesel	CNG / LPG	Hybrid	EV
Passenger Vehicles	47.48%	18.08%	21.98%	8.22%	4.25%
Commercial Vehicles	3.95%	82.37%	11.79%	0.06%	1.83%
Construction Equipment	-	100.0%	-	-	0.1%

*Source: FADA – FY'26 Vehicle Retail Data

Industry performance during FY 2025-26 continued to be shaped by emission regulations, increasing localisation across critical systems, premiumisation within vehicle platforms and rising content per vehicle across both ICE and emerging mobility architectures. OEMs increasingly focused on advanced exhaust after-treatment systems, lightweight components, thermal management solutions, and advanced suspension technologies to address evolving regulatory and consumer requirements. Global supply-chain diversification initiatives, technology equalisation, and diversified sourcing strategies also continued to create export opportunities for Indian manufacturers, particularly across emission-control, suspension products and precision-engineered components. However, operating conditions during the year remained influenced by raw material volatility, tariff-related uncertainties, and supply constraints relating to critical materials.

3.4.1. Outlook

The medium-term outlook for the Indian automotive component industry remains structurally favourable, underpinned by regulatory intensity, rising technology content per vehicle, and a sustained shift of global sourcing towards India. Industry studies by ACMA in collaboration with McKinsey and BCG project the Indian auto component sector to reach approximately USD 200 billion in revenues by FY 2029-30, supported by a combination of expanding domestic demand and strong export growth, with exports alone estimated at USD 70–100 billion. However, raw material volatility, tariffs, high costs of imports due to weakening Rupee, and supply constraints from the ongoing mid-east crisis could have a material effect on revenues and margins.

Exhaust After-treatment Systems

Emission-control technologies continue to represent one of the most structurally attractive segments within the component ecosystem. The implementation of BS VI Phase 2 norms with Real Driving Emissions (RDE) compliance has aligned Indian emission standards closely with European regulations, significantly increasing technological complexity and value addition in exhaust after-treatment systems, including catalytic converters, DPFs and SCR systems.

Reflecting on these regulatory drivers, market demand for clean-air solutions is expected to grow steadily over the medium term. As illustrated in the attached chart, the clean air solutions segment is projected to grow at an 8-10% CAGR between FY 2024-25 and FY 2029-30, supported by higher precious-metal loadings, advanced catalyst chemistries and increasing localisation of critical components. Beyond domestic demand, India's improving technology parity with global emission norms is enabling component suppliers to integrate into global OEM sourcing programmes, positioning India as a competitive export base for after-treatment systems aligned with Euro VI, future Euro VII, CAFÉ, and TREM V standards.

Suspension Systems and Ride Performance Solutions

The outlook for suspension systems and ride performance solutions is supported by a combination of vehicle premiumisation, rising safety and comfort expectations, improved road infrastructure, and increasing penetration of electric vehicles, which require optimised ride and damping characteristics.

Consistent with these trends, the attached chart indicates that domestic suspension demand is expected to grow at a 7.8-9.8% CAGR between

FY 2024-25 and FY 2029-30, reflecting increasing content per vehicle and gradual adoption of premium mechanical suspension, electronically controlled and performance-oriented damping solutions. India's growing engineering capability, combined with cost-competitive manufacturing and scalable supplier ecosystems, is also enabling suspension components to be increasingly sourced for export applications, particularly as global OEMs diversify supply chains.

Powertrain Systems

Despite the long-term transition towards electrification, internal combustion engine (ICE) platforms are expected to remain a key volume driver through the medium term, particularly in emerging markets and select export destinations. Studies by McKinsey and ACMA estimate a USD 20-30 billion export opportunity in ICE-related components by 2030, as global OEMs rationalise ICE manufacturing footprints and consolidate sourcing from cost-competitive locations such as India.

In parallel, the powertrain ecosystem is evolving to support stricter emission compliance, higher fuel efficiency, and increasing levels of electronics integration. Components such as spark plugs, bearings, and sealing solutions—highlighted in the attached chart with 5-8% CAGR trajectories through FY 2029-30—are expected to benefit from higher precision requirements, longer durability specifications, and greater localisation across OEM platforms.

India's Emergence as a Global Export Hub

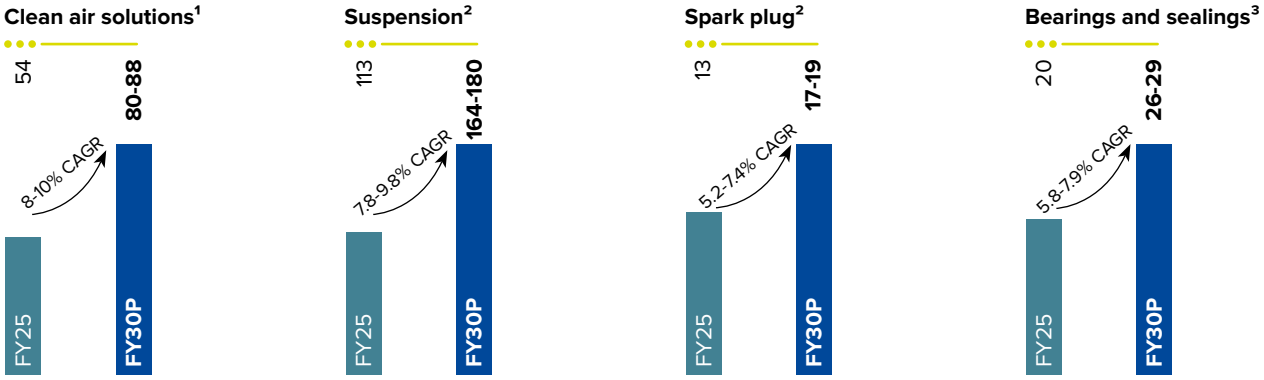
India's role within the global automotive supply chain is undergoing a structural shift. According to EY-Parthenon and multiple industry analyses, India is increasingly becoming a key pillar of the global diversified sourcing strategy, driven by technology equalisation, geopolitical diversification, supply-chain resilience requirements, and rising cost and policy uncertainties elsewhere.

Several structural strengths underpin this transition:

- Technology parity: Vehicles produced in India today comply with global safety and emission benchmarks, enabling seamless integration into global platforms and simplifying export manufacturing.
- Scalable manufacturing and localisation: Significant investments under the Production-Linked Incentive (PLI) scheme have enhanced domestic value addition and manufacturing scale across advanced automotive components.
- Skilled talent availability: India's large pool of cost-competitive engineering and manufacturing talent supports complex product development, localisation of global designs, and rapid scaling.
- Labour cost arbitrage: India continues to be a source of competitive cost labour for the global automotive market and therefore a key value driver from the standpoint of consumer affordability.

Together, these factors are positioning India as a preferred sourcing destination for emission systems, suspension solutions and powertrain components, supporting sustained export growth over the medium term.

TENNECO CLEAN AIR INDIA LIMITED RELEVANT COMPONENTS



Source: Crisil Report.

Note: E: Estimated P: Projected OE: Original Equipment AM: Aftermarket 1. 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. 2. For OE and AM. OE includes 2W, 3W, PV, and SCV. AM includes 2W, 3W, PV, and SCV. 3. For OE and AM. OE includes PV, SCV, CT, OH and tractors for bearings and sealings, AM includes 2W,3W, PV and SCV for bearings. Components included in sealings are: Cold gaskets, Heat shield, Cylindrical head gasket, Turbo gasket and Exhaust system gasket.

Key Factors to Watch

Evolution of emission compliance frameworks

Localisation of critical components

Premiumization and higher technology content per vehicle

Export opportunities arising from global supply-chain diversification & technology equalization between India and EU/US

Critical material supply stability

4. TENNECO CLEAN AIR INDIA LIMITED-BUSINESS DIVISIONS AND PERFORMANCE

Tenneco Clean Air India Limited is a part of the Tenneco Group, a U.S. headquartered key global Tier I automotive component supplier. Tenneco Group generated US$16,777 Million in revenue in the year ended December 31, 2024.

We manufacture and supply critical, highly engineered and technology intensive clean air, powertrain and suspension solutions tailored for Indian OEMs and export markets. It is supported by a common engineering, manufacturing and technology platform. This structure enables alignment of product development, manufacturing execution and customer engagement across vehicle platforms, while supporting scale, cost efficiency and program execution. Our customer base spans across OEMs who use our products in: (i) passenger vehicles, (ii) commercial vehicles, which comprises commercial trucks and off-highway vehicles, 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. We also sell to the aftermarket primarily through Motocare India Private Limited ("Motocare"), a subsidiary of Tenneco LLC and our Group Company.

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. Also, we actively work with the OEMs to improve cost efficiency by reducing precious metals content while still meeting emissions regulations. Hence, we believe VAR is a better 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 and the value engineering that results in reduction of the precious metals content and therefore total revenues.

We primarily earn revenue from the manufacture and sale of automotive components under two business divisions:

- Clean Air & Powertrain Solutions
- Advanced Ride Technologies

4.1. Clean Air and Powertrain Solutions

The Clean Air & Powertrain Solutions division comprises:

- Clean Air Solutions, where we design, manufacture and sell exhaust aftertreatment systems, such as catalytic converters, mufflers and exhaust pipes to OEMs
- 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.

Performance Overview

During FY26, Clean Air and Powertrain VAR grew by 5.5% YoY, leveraging the growth in underlying segments like passenger cars, commercial trucks. However, the growth momentum was impacted by a) our lack of presence with a leading Japanese passenger vehicle OEM, thereby limiting our exposure by nearly 50% of the small car segment, which benefitted significantly from GST rate cut, b) vehicle mix changes due to consumer changes in preferences within an OEM and between OEMs c) higher imports of certain vehicles of EU origin versus domestic manufacture.

However, we remain very well placed to leverage the medium to long term growth opportunity due to upcoming regulations like CAFÉ III and BS VII. During the year, the Company continued to strengthen its market position through a series of strategic program wins and technology developments across Clean Air Systems and Bearings businesses:

- The Company secured a significant Clean Air Systems program with a leading Japanese passenger vehicle OEM, marking strategic entry into a previously unaddressed Clean

Air segment for this customer. This engagement expands the Company's addressable content per vehicle and supports diversification within the passenger vehicle segment.

- A strategic program win was obtained with a leading European commercial vehicle OEM for an aftertreatment solution tailored to customer specific cost and performance requirements.
- Additionally, the Company was nominated as the lead Clean Air supplier for a new engine platform by a major Indian commercial vehicle OEM, improving medium term revenue visibility and validating the Company's technological capabilities and competitive positioning in next generation emission control solutions.
- Leveraging established relationships, the Company achieved a strategic entry into Bearings systems with a leading Japanese passenger vehicle OEM in India, enabling the possibility of incremental business opportunities across adjacent product platforms.
- The Company successfully completed a strategic Proof of Concept (PoC) for a Euro VII compliant Clean Air solution with a leading European OEM. This achievement strengthens the Company's capabilities in advanced emission control technologies, supports long term growth aligned with evolving global emission regulations, and establishes a foundation for addressing future Bharat VII related opportunities in the Indian market.

Particulars	2025-26	2024-25	Variance (%)
Revenue from the Segment (in INR Million)	29,155	28,123	3.7%
Substrate Revenue (in INR Million)	4,859	5,103	-4.8%
Value-added Revenue (in INR Million)	24,296	23,020	5.5%

OUTLOOK

The outlook for the business remains linked to regulatory developments and vehicle production trends. Continued enforcement and progression of emission norms (CAFÉ III, BS VII) are expected to sustain demand for clean air systems and precision powertrain components.

While electrification trends may influence long-term demand, the continued relevance of ICE and hybrid platforms is expected to support medium-term stability. The Company's integrated manufacturing capabilities and alignment with OEM programmes position the business to maintain operational continuity, subject to demand conditions, input cost movements and customer sourcing strategies. Given the strong order book, we expect topline momentum to remain strong in medium-long term across both domestic and export markets.

4.2. Advanced Ride Technology

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. These products are used for both internal combustion engine vehicles and electric vehicles.

Performance Overview

During FY26, the ART segment maintained strong topline momentum, delivering robust double-digit VAR growth. Revenue expansion was primarily driven by higher volumes and incremental contributions from new program wins at higher content per vehicle. Notably, the year was marked by a strategic technology leadership milestone: the selection of the DCx DaVinci advanced suspension system by a leading Indian OEM for a new-generation flagship SUV platform, recognized for its performance by India's leading automotive reviewers. This program win validates Tenneco's capability to deliver differentiated ride quality through mechanical innovation and establishes the DCx DaVinci suspension system as a market -ready solution for the competitive mid to premium SUV segment. Similarly when it comes to the high-end premium PV segment, we continue to play a key leadership role with electronics enabled semi-active suspension (CVSA – Continuously Variable Semi-Active) technologies.

Looking ahead, the business is well positioned to benefit from strong OEM pull for our new technologies, favourable industry trends such as premiumisation and the increasing share of SUVs in the overall vehicle mix, and steady aftermarket replacement demand. Premium vehicles require more advanced suspension systems, while SUVs—given their higher ground clearance and greater vehicle weight—also necessitate robust suspension solutions. These trends are expected to support a sustained increase in content per vehicle. Overall, the business reflects relatively stable

demand conditions, supported by strong execution across OEM programs and alignment with evolving vehicle specifications and customer requirements.

DaVinci DCx: Advancing Ride & Handling Innovation

At Tenneco, our focus extends beyond manufacturing automotive components—we are committed to engineering differentiated consumer experiences. The DaVinci DCx (Double Comfort Xtreme) suspension system exemplifies this philosophy, representing a significant advancement in passive ride and handling technologies.

Developed in India for global application, DCx is designed to address the unique and highly variable road conditions encountered across emerging markets. By integrating non-linear damping architecture with a precision-engineered shim stack, the system enables continuous modulation of hydraulic flow, delivering consistent ride comfort across diverse driving scenarios.



DCx DaVinci Suspension

At the core of DCx is a dual-stage flow regulator, which allows the suspension to dynamically adapt to changing road and driving conditions—without the need for electronic intervention. During steady-state driving, the system provides a smooth and compliant ride. Under dynamic maneuvers such as cornering or braking, it intuitively increases damping forces to enhance vehicle stability and control.

Further strengthening its performance is the Hydraulic Rebound Stopper (HRS), which effectively manages high-energy impacts by absorbing shocks before they are transmitted to the vehicle chassis. This leads to improved passenger comfort, reduced fatigue, and enhanced durability.

With over 5,000 tuning possibilities, DCx offers significant flexibility, enabling OEM-specific customization across a wide range of vehicle platforms, including SUVs, sedans, and commercial vehicles.

DCx represents a step-change in passive suspension capability—bridging the gap between conventional systems and more complex semi-active solutions. It delivers enhanced ride quality, improved handling, and operational efficiency while maintaining system simplicity and cost-effectiveness.

This innovation has resonated strongly with customers, earning the distinctive positioning of:

“Suspension of Disbelief.”

Looking ahead, DaVinci DCx is poised to serve as a sustainable, long-term enabler of advanced ride and handling performance, reinforcing Tenneco’s commitment to innovation, affordability, and engineering excellence.

Particulars	2025-26	2024-25	Variance (%)
Revenue from the Segment (in INR Million)	24,885	20,782	19.7%
Value-added Revenue (in INR Million)	24,885	20,782	19.7%

OUTLOOK

The business is expected to maintain a strong growth trajectory, supported by success of DCx DaVinci suspension technology & semi active control valve electronics suspension (CVSA) technology, continued premiumisation, increasing vehicle complexity and sustained aftermarket demand. Growth is expected to be driven by increasing content per vehicle across platforms and export growth of components, sub-assemblies and fully assembled products. However, the business remains subject to industry cyclicality, raw material cost movements and competitive intensity. The Company’s focus on product development, program execution and aftermarket presence is expected to support performance continuity over the medium term.

4.3 Order Book and Revenue Visibility

The Company demonstrated strong order book momentum during the period despite an environment of heightened geopolitical uncertainty and global macro volatility. Our order book increased from INR 98,400 Million as of October 2025 to INR 124,000 Million as of March 2026, reflecting sustained demand across key markets and continued customer confidence in the Company's offerings.

During the period, net order additions of INR 60,254 Million were achieved, underscoring healthy inflow momentum. This was partially offset by INR 34,654 Million transitioning to Start of Production (SOP), supporting revenue recognition and execution in the near term. As a result, the closing order book of INR 124,000 Million represents a net increase of approximately 26%, reinforcing the strength and depth of the Company's medium- to long-term revenue pipeline.

The growth in the order book, alongside steady conversion to SOP, enhances visibility into future revenues while maintaining a balanced mix of executable backlog and incremental growth. Management believes this trajectory positions the Company well to navigate external uncertainties and provides a solid foundation for sustained growth in the coming years.



All number in INR Million

4.4 Opportunities and Challenges

Strategic Positioning of Tenneco Clear Air India Limited

Opportunities

- Increasing implementation of tighter emission regulations and evolving clean-air requirements across passenger vehicles, commercial vehicles, and off-highway applications are expected to support sustained demand for advanced exhaust after-treatment systems.
- Continued premiumisation across vehicle categories and increasing consumer preference for higher-performance and feature-rich vehicles are expected to drive higher ride technology content.
- India's increasing integration within global automotive supply chains and ongoing China+1 sourcing diversification strategies are creating incremental export and localisation opportunities for Indian component manufacturers.
- Rising investments across infrastructure, freight corridors, mining activity, and industrial development are expected to support medium-term demand across commercial vehicle and off-highway segments.
- The weakening of the Indian Rupee could enable made-in-India products to become more competitive from an exports standpoint.
- Leveraging long standing OEM relationships to cross sell products across divisions.

Challenges

- Demand visibility across automotive segments continues to remain susceptible to economic cycles, infrastructure execution trends, tariffs, freight movement, and fluctuations in consumer sentiment.
- Volatility in commodity prices, freight costs, and energy expenses may continue to exert pressure on operating costs and margin stability across the component value chain.
- Continued pricing pressure and annual cost-reduction expectations from OEMs remain an inherent challenge within the automotive component industry.
- Rapid technology evolution, electrification trends, and changing mobility architectures require continuous investments in product development and manufacturing capabilities.
- Supply-chain disruptions and dependence on certain critical raw materials and electronic components may continue to impact sourcing stability and operating efficiency.

5. OPERATIONAL EXCELLENCE

As outlined in the earlier section on “No Boundaries”, the Company operates within a unified execution culture anchored by Tenneco Group’s P3 (Process, People and Performance) system, which provides a common operating foundation across functions, plants and geographies. Building on that cultural and organisational framework, P3 also serves as the core operational execution model for driving manufacturing discipline, continuous improvement and cost competitiveness.

Operations during the year were carried out within a defined and standardised operating framework aligned with the P3 system, enabling consistency in processes, governance and performance cadence across manufacturing locations. Operational planning and execution were anchored around structured production management, standard work deployment and data-driven performance monitoring. Production volumes, capacity utilisation and product mix were calibrated in line with prevailing demand conditions, supporting value-added revenue growth, improved absorption of fixed costs and stability in operating margins. Embedded review mechanisms enabled proactive identification of variances and timely corrective actions across safety, quality, delivery, cost and productivity parameters.

The P3 framework also integrates customer programme execution with manufacturing readiness, ensuring that new product introductions progress through defined phase-gate processes covering design validation, process capability, supplier readiness and launch stability. Execution of customer programmes remained aligned with committed timelines and validation requirements, supported by integrated engineering processes including resident engineering, concurrent manufacturing engineering and a strong focus on first-time-right industrialisation.

Cost optimisation and efficiency enhancement are structurally embedded within the P3 execution model and form an integral part of the continuous-improvement culture described earlier under the No Boundaries framework. The P3 system provides a disciplined platform for ongoing idea generation, evaluation and implementation, with improvement initiatives originating at shop-floor and functional levels and progressing through defined screening, validation and governance processes to ensure sustainability and measurable outcomes.

Over the past four years, consistent application of the P3 continuous-improvement methodology has contributed to progressive improvements in operating performance (>400 basis points of EBITDA margin improvement over 4 years), including productivity enhancements, improved yield, reduction in cost of poor quality and better fixed-cost absorption. These outcomes have been driven through focused process optimisation, waste elimination, localisation initiatives, improved material utilisation and energy-efficiency measures, while maintaining required standards of safety, quality and delivery.

The P3 system further enables structured knowledge sharing across plants, allowing validated improvement initiatives to be replicated at scale and reinforcing execution consistency. Regular performance tracking and leadership reviews support accountability, operational discipline and continuous learning across demand cycles.

Overall, the P3 execution model—embedded within the broader No Boundaries culture—continues to provide a robust foundation for operational excellence, cost competitiveness and scalable growth, aligning day-to-day execution with customer expectations and long-term strategic objectives.



For further details, please refer to the Manufactured Capital and Intellectual Capital sections on pages 28 and 34, respectively, of this Integrated Annual Report.

6. FINANCIAL PERFORMANCE

(INR Millions)

Particulars	As at March 31,2026	As at March 31, 2025	Growth (%)
Total Income	54,629	49,314	10.8%
EBITDA	9,255	8,152	13.5%
Profit Before Exceptional Items and Tax	8,427	7,328	15.0%
Profit Before Tax (PBT)	8,155	7,328	11.3%
Profit After Tax (PAT)	6,044	5,531	9.3%
Earnings Per Share (EPS)	14.95	13.68	9.3%

6.1. Key Financial Ratios

Ratios	Formula (numerator/denominator)	As at March 31,2026	As at March 31, 2025	Variance (%)
Current Ratio (in times)	Current assets / Current liabilities	1.42	1.15	23%
Return on Equity Ratio (in %)	Net profit after tax / average equity	0.43	0.43	1%*
Inventory Turnover Ratio (in times)	Cost of goods sold / average inventory	11.39	10.61	7%
Trade Receivables Turnover Ratio (in times)	Credit Sales / average trade receivables	8.18	7.84	4%
Trade Payables Turnover Ratio (in times)	Credit purchases / average trade payables	3.66	3.49	5%
Net Capital Turnover Ratio (in times)	Sales / Net Working capital	10.59	27.54	-62%
Net Profit Ratio (in %)	Net profit after tax / Sales	11	11	-1%*
Return on Capital Employed (pre -tax) (%)	Earnings before interest and taxes (EBIT) / Capital Employed	94	57	66%
Debt Equity Ratio (in times)	Total debts / Total Equity	0.04	0.01	251%
Debt Service Coverage Ratio (in times)	Earnings available for debt services / total interest and principal repayments	18.32	27.86	-34%

* While the numbers appears equal in both the years due to two decimal rounding, variance is being calculated based on actual numbers without applying rounding

7. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

The Company recognises its workforce as a key enabler of operational performance and long-term value creation. It continues to strengthen organisational capabilities through structured learning and development initiatives aligned with evolving business and technological requirements.

Employee productivity is supported through defined processes, performance management systems and initiatives aimed at fostering an engaged and responsive workplace. The Company's HR framework is aligned with the Tenneco Group's P3 (People, Performance, Pride) standard, which integrates culture with execution and supports consistent performance across locations.

Health and safety remain a core and non-negotiable priority across all operations. Safety is embedded within the Company's operating systems and practices, with a clear focus on prevention, accountability and continuous improvement. Under the P3 framework, safety is positioned at the centre of all activities, ensuring that it is integrated into every process, decision and operational outcome.

As at March 31, 2026, the Company had a total workforce of 2,105 employees and workers (March 31, 2025: 1,875 employees and workers). The attrition rate for the year stood at 20.44% (FY 2024–25: 23.34%).

For further details on the Company's human resource practices, please refer to the Human Capital section on page 44 of this Integrated Annual Report.

8. CORPORATE SUSTAINABILITY

Tenneco India approaches sustainability through its operating framework, with a focus on managing environmental impact, ensuring responsible resource utilisation and supporting regulatory compliance. Sustainability considerations are integrated into manufacturing processes and product design, particularly in enabling emission control solutions aligned with evolving regulatory requirements.

Building on this framework, Tenneco Clean Air India continues to make measurable progress against its 2030 sustainability commitments, while strengthening its performance through external validation and recognition. During the year, the share of renewable energy in the overall energy mix increased to 23% and Scope 1 & Scope 2 emissions reduced by 16%. These improvements were driven by focused initiatives such as energy optimization, reduction in fuel consumption, and adoption of circular economy practices. The Company demonstrated a disciplined approach to resource management and strong waste minimization practices across operations.

These efforts have been complemented by external recognitions, including the Eco Edge Progressive Sustainability Award, the Platinum Award at the KOEL Sustainability Forum, and global Earth Day recognitions under Tenneco's internal sustainability initiatives.

Beyond operational performance, Tenneco Clean Air India continues to advance its broader ESG agenda through initiatives in afforestation, community healthcare, and women empowerment, reinforcing its commitment to responsible growth and its position as a forward-looking manufacturing organization.

For further details, please refer to the Natural Capital section on page 38 of this Integrated Annual Report.

8.1. Corporate Social Responsibility (CSR)

The Company undertakes Corporate Social Responsibility (CSR) initiatives in accordance with applicable regulatory requirements, with a focus on community development in areas of operation. CSR activities are guided by a defined policy framework and are aligned with national priorities and the United Nations Sustainable Development Goals (SDGs), with interventions across skill development, education, healthcare, environmental sustainability, sports promotion and local community development.

The Company adopts a multi-sectoral and outcome-oriented approach, implemented through credible partners as well as direct programmes. Key initiatives include skill development interventions such as the National Apprenticeship Promotion Scheme (NAPS), Flexi MoU trainings, Work Integrated Learning Program (WILP) and infrastructure support to Government ITIs, aimed at improving employability and strengthening education-to-employment pathways.

Healthcare initiatives, including health screening and eye check-up camps, focus on improving access to preventive healthcare and early diagnosis. Environmental initiatives such as clean-up drives and installation of air purifiers in government schools support pollution mitigation and community well-being, while also encouraging employee participation. The Company also supports athletes and para-athletes through programmes such as Olympic Gold Quest, contributing to the development of India's sports ecosystem.

For further details, please refer to the Social and Relationship Capital section on page 48 of this Integrated Annual Report.



9. RISKS AND CONCERNS

The automotive industry continues to operate in an environment shaped by evolving regulatory frameworks, technology transitions, changing customer demands, supply-chain realignments and macroeconomic uncertainties. As a company operating across Clean Air, Champion Ignition, Powertrain and Advanced Ride Technologies, Tenneco Clean Air India Limited remains exposed to a range of strategic operational and technological risks that could influence business performance, profitability and long-term growth.

The Company continues to strengthen its enterprise risk management framework through structured risk identification, assessment, monitoring and mitigation processes integrated across its various business operations. Risks are periodically reviewed based on business criticality, potential impact and evolving industry/external conditions. The Risk Management Committee, which currently meets twice during the year, plays an active role in overseeing the effectiveness of risk strategies and associated mitigation plans, while ensuring timely review of key risk areas. The framework strengthens resilience and operational continuity across the business, while enabling robust oversight of performance, risk, and alignment with strategic objectives.

Risk Landscape

01. Dynamic Geopolitical Conditions

Background

The global automotive industry continues to operate in an environment shaped by geopolitical uncertainty, trade restrictions, tariff actions, regional conflicts and supply-chain realignments. These developments may impact raw material availability, energy costs and reliability, logistics networks, exports, commodity prices and customer production schedules across markets.

Implications

Sustained geopolitical disruptions may influence sourcing continuity, input costs, export competitiveness and overall demand visibility across vehicle segments. Changes in trade regulations and tariff structures may also impact cross-border supply chains, intercompany operations and supply availability across critical materials and components.

Management's Response

Tenneco India continues to strengthen localisation initiatives across sourcing and manufacturing operations while maintaining diversified supplier relationships, disciplined inventory planning and operational flexibility across facilities. The Company is also enhancing its energy risk management approach through diversification of energy sources and improved energy efficiency initiatives to address potential energy supply disruptions and cost volatility. Ongoing customer engagement, supply-chain monitoring and alternate sourcing strategies also support business continuity and operational responsiveness.

02. Dependence on Tenneco Group and Risk of Adverse Changes in Key Relationships

Background

The Company derives significant strategic and operational benefits from its association with the Tenneco Group through access to its technology platforms, intellectual property and operational processes.

Implications

Adverse change in these arrangements or relationships could impact competitiveness, technology access, operational continuity, and future growth visibility across businesses.

Management's Response

The Company continues to maintain close alignment with the Tenneco Group across engineering, manufacturing and operational excellence while simultaneously strengthening local execution capabilities and localisation initiatives across businesses.

Strategic Risk Operational Risk

Financial Manufactured Intellectual Human Natural Social & Relationship

03. Revenue Concentration in Passenger Vehicle and Commercial Vehicle Segments

Background

A significant portion of the Company's revenues is linked to passenger vehicle and commercial vehicle segments. Demand conditions across these segments remain influenced by economic activity, infrastructure spending, freight movement, fuel prices, financing availability and broader consumer sentiment.

Implications

Prolonged slowdown in vehicle production, lower industry demand or adverse changes in economic conditions across these segments could impact revenues, operating leverage and profitability.

Management's Response

The Company continues to maintain a diversified portfolio across Clean Air, Champion Ignition, Powertrain and Advanced Ride Technologies while increasing participation across industrial and off highway vehicle platforms and export programmes. Increasing adoption of advanced emission-control systems and ride performance technologies also continues to support long-term growth opportunities.

04. Revenue Concentration Across Top Customers

Background

The Company derives a significant share of revenues from a limited number of Original Equipment Manufacturer (OEM) customers. Customer sourcing decisions, platform allocations, production schedules and commercial arrangements continue to influence programme visibility and business performance.

Implications

Changes in sourcing strategies, production volumes, pricing arrangements or platform mix by key customers may impact revenue concentration, operating performance and medium-term growth visibility.

Management's Response

The Company is enhancing customer stickiness through early lifecycle engagement and a technology-intensive portfolio supported by rigorous validation and long programme lifecycles. It remains focused on localisation, execution, quality, and expanding its presence across domestic and export programmes.

05. Lack of Firm Volume Commitments from Customers

Background

Automotive OEM production schedules and order volumes are generally based on customer forecasts and market demand conditions. Order visibility remains subject to changes in production schedules, inventory levels and broader industry demand trends.

Implications

The absence of firm long-term volume commitments may impact production planning, capacity utilisation, inventory management and overall operational efficiency across manufacturing facilities.

Management's Response

The Company maintains operational flexibility through a diversified programme portfolio and disciplined capacity planning, enabling effective flexing of operations in line with demand, while working closely with customers to enhance forecasting visibility and supply responsiveness.

06. Dependence on Government Emission Standards

Background

Demand for several of the Company's products, particularly within Clean Air and emission-control systems, remains linked to evolving emission regulations and compliance requirements across vehicle categories and markets.

Implications

Delays, modifications or changes in emission standards and implementation timelines could influence product demand, programme timing, investment cycles and technology adoption across vehicle platforms.

Management's Response

The Company continues to align engineering capabilities, product development and manufacturing readiness with evolving emission norms and future mobility requirements while leveraging access to global technology platforms and localisation capabilities.

07. Raw Material Price and Availability Risks

Background

The Company remains exposed to fluctuations in prices and availability of key raw materials and components, including steel, precious metals and commodity-linked inputs. Supply disruptions, inflationary pressures and volatility in commodity markets continue to influence industry cost structures.

Implications

Sustained increases in commodity prices and supply bottlenecks across critical materials and components may impact margins, production continuity, working capital requirements and overall cost competitiveness.

Management's Response

The Company continues to focus on supplier diversification, strategic sourcing initiatives, inventory planning, cost optimisation and operational efficiency measures while pursuing customer pass-through arrangements where applicable. Ongoing localisation initiatives also support supply-chain resilience and cost management.

08. Information Management and Security

Background

Data security threats include cyberattacks, data breaches, and unauthorized access to sensitive company information.

Implications

Production schedules may be disrupted, potentially resulting in delays in manufacturing processes, impacting delivery timelines, and leading to possible regulatory implications.

Management's Response

Comprehensive IT and Information Security policy, aligned with legal and regulatory requirements, is established to protect data assets and ensure secure, compliant, and dependable information management.

10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Tenneco Clean Air India Limited maintains a robust system of internal controls commensurate with the size, scale and complexity of its operations. The Company's internal control framework is designed to provide reasonable assurance on the effectiveness of operations, reliability of financial reporting, safeguarding of assets, and compliance with applicable laws and regulations.

The Company has established well-defined policies, standard operating procedures and authority matrices across all key business processes, supported by appropriate information systems and controls. These controls are periodically reviewed and strengthened in line with evolving business requirements and regulatory expectations.

An independent internal audit function, supported by external audit firms, conducts regular audits covering key operational, financial and compliance areas. The internal audit plan is risk-based and approved by the Audit Committee of the Board. Key audit observations, along with management responses and action plans, are reviewed quarterly by the Audit Committee to ensure timely remediation and continuous improvement.

The Company also has adequate controls over financial reporting, which are evaluated for their design and operating effectiveness. During the year, no material weaknesses in the design or operation of internal financial controls were observed.

Overall, the Company's internal control systems are considered adequate and effective, providing a strong foundation for operational discipline, risk management and governance.

11. CORPORATE GOVERNANCE

The Company upholds a strong and comprehensive corporate governance framework, anchored by an effective and accountable Board of Directors that provides strategic direction, oversight, and guidance to management. The Board operates through a structured system of Committees such as the Audit Committee, Nomination & Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee, which plays a critical role in overseeing financial reporting, risk management, internal controls, and compliance with applicable statutory and regulatory requirements. These committees are all chaired by Independent Directors. During the year, the Board continued to discharge its responsibilities through regular meetings and structured agenda-setting, deliberating on key business matters, reviewing risk and compliance updates, and taking note of the status of whistleblower complaints and their resolution, thereby reinforcing transparency, integrity, and accountability in the Company's operations. The Board also ensures that adequate safeguards are in place to protect stakeholder interests and that governance practices are aligned with evolving regulatory expectations and standards.

In furtherance of its commitment to ethical conduct and corporate integrity, the Company has implemented a comprehensive whistleblower and vigil mechanism applicable across its operations. This framework through an Ethics & Compliance committee co-chaired by the CEO and General Counsel enables employees and external stakeholders to report concerns relating to unethical behaviour, fraud, misconduct, or violations of the Code of Conduct in a secure and confidential manner. The mechanism is supported by clearly defined procedures for reporting, investigation, review, and closure of complaints, ensuring consistency, fairness, and independence in handling such matters. Adequate safeguards have been instituted to protect whistleblowers against retaliation and to maintain confidentiality throughout the process, thereby encouraging a strong speak-up culture within the organization. The report from the Ethics & Compliance committee goes to the Audit committee for review and course of action.

12. DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements of Tenneco Clean Air India Limited have been prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other relevant provisions of the Act.

The accounting policies applied in the preparation of the financial statements are consistent with those followed in the previous financial year, except where a change is mandated by applicable law or accounting standards.

To the best of the Company's knowledge, there have been no instances during the year where accounting treatment has been adopted that is different from that prescribed under the Indian Accounting Standards. Accordingly, no explanation is required to be provided under Regulation 34(2)(e) read with Schedule V (Part B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS' REPORT

Dear Members,

The Board of Directors ("Board") have the pleasure in presenting the 8th (eighth) Annual Report on the business and operations of Tenneco Clean Air India Limited ("Company") together with the Audited Financial Statements of Accounts and the Auditor's Report thereon for the financial year ended on March 31, 2026.

In compliance with the applicable provisions of the Companies Act, 2013, ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this Board Report is prepared based on the standalone and consolidated financial statements of the Company for the year under review and also presents the key highlights of performance of subsidiaries and their contribution to the overall performance of the Company for the year under review.

This being the first report following the successful Initial Public Offer ("IPO") of the Company and the listing of its equity shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (BSE and NSE hereinafter collectively referred to as the "Stock Exchanges"), the Board of Directors take this opportunity to extend a warm welcome to all the shareholders. The Board expresses its sincere gratitude for the trust and confidence reposed by the shareholders in the Company and looks forward to continuing its commitment to transparent governance, regulatory compliance, and long-term value creation for all stakeholders.

FINANCIAL HIGHLIGHTS

The summary of the standalone and consolidated financial results of the Company for the year ended March 31, 2026, are as follows:

(INR in Million)

Particulars	Standalone		Consolidated	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Revenue from operations	22,885.20	22,367.55	54,039.76	48,904.30
Other income	9,119.66	73.46	589.51	410.15
Total income	**32,004.86**	**22,441.01**	**54,629.27**	**49,314.45**
Total expenses	18,821.96	18,326.58	46,202.47	41,986.29
Profit before exceptional items and tax	13,182.90	4,114.43	8,426.80	7,328.16
Exceptional Items	(85.31)	-	(271.68)	-
Profit before tax (PBT)	**13,097.59**	**4,114.43**	**8,155.12**	**7,328.16**
Less: Total tax expense	1,069.20	1,053.61	2,111.53	1,796.73
Profit after tax (PAT)	**12,028.39**	**3,060.82**	**6,043.59**	**5,531.43**

Note: *Corresponding figures for the previous year have been regrouped / recast wherever necessary to correspond to current year / year classification.*

Standalone financial performance

The income from operations of the Company during the financial year ended March 31, 2026 on standalone basis was INR 22,885.20 Million as against INR 22,367.55 Million during the financial year ended March 31, 2025. The sales have increased mainly due to growth in production volumes across all major automotive segments and Original Equipment Manufacturer (OEMs) served by the Company.

During the year under review, the Company made a net profit after tax of INR 12,028.39 Million as against the net profit after tax of INR 3,060.82 Million during the financial year ended March 31, 2025.

Consolidated financial performance

During the year under review, on consolidated basis, the revenue from operations stood at INR 54,039.76 Million as against INR 48,904.30 Million in the previous year. The profit before tax stood at INR 8,155.12 Million as against INR 7,328.16 Million in the previous year. The profit after tax stood at INR 6,043.59 Million as against INR 5,531.43 Million in the previous year. The sales have increased mainly due to growth in production volumes across all major automotive segments and OEMs served by the Company and its subsidiaries.

The consolidated financial statements have been prepared on the basis of audited financial statements of the Company, and its subsidiaries, as approved by their respective board of directors.

The Consolidated Financial Statements of the Company and its subsidiaries for the financial year 2025-26, have been prepared in compliance with the applicable provisions of the Act, Regulation 33 of the Listing Regulations as well as in accordance with the Indian Accounting Standards notified

under the Companies (Indian Accounting Standards) Rules, 2015 ('the Rules'). Pursuant to Section 129(3) of the Act, a statement containing the salient features of the Financial Statement of the subsidiary companies is attached to the Financial Statement in Form AOC-1 as **"Annexure- A"**. Further, pursuant to the provisions of Section 136 and other applicable provisions of the Act, the Audited Financial Statements of the Company, along with the separate Financial Statements of each of the Subsidiary Companies, is available on the Company's website at https://tennecoindia.com/investor-relations/.

BUSINESS OVERVIEW-STATE OF COMPANY AFFAIRS AND FUTURE OUTLOOK

A comprehensive analysis of the state of affairs of the Company has been addressed within the Management Discussion and Analysis (MDA) section. The MDA for the relevant year, as mandated by Regulation 34(2)(e) of the Listing Regulations is availabe on page 62 of the Annual Report.

Further, during the year under review, there was no change in the nature of business of the Company.

OTHER FINANCIAL DISCLOSURES

Listing of Shares

Initial Public Offer ('IPO')

During the year under review, the equity shares of the Company were successfully listed on BSE Limited and the National Stock Exchange of India Limited (collectively, the "Stock Exchanges") on November 19, 2025, pursuant to an Initial Public Offering ("IPO") of 90,680,100 equity shares of face value INR 10 each, aggregating to INR 36,000 Million. The IPO comprised entirely an Offer for Sale ("OFS") by Tenneco Mauritius Holdings Limited, the Promoter Selling Shareholder.

The IPO witnessed an overwhelming response from investors across categories, including leading domestic and global institutional investors, non-resident Indians (NRIs), high net-worth individuals (HNIs), and retail investors. The issue was subscribed more than 61 times, reflecting strong investor confidence in the Company's business fundamentals, growth prospects and governance standards. The Company's equity shares were listed at a premium to the issue price on both the NSE and BSE, underscoring the positive market reception and trust reposed in the Company by the investing community.

The Board expresses its sincere gratitude to all shareholders for their confidence and support, and remains committed to delivering sustainable growth, operational excellence and long-term value creation.

The Board also places on record its appreciation for the invaluable support and contribution of the regulatory authorities, Book Running Lead Managers, Stock Exchanges, investors, Registrar and Transfer Agent, depositories, legal counsels, consultants, auditors, other intermediaries and the employees of the Company, whose collective efforts were instrumental in the successful completion of the IPO.

Other Significant Updates

As part of its transition to a listed entity, the Company was converted into a public limited company on May 16, 2025, in accordance with the provisions of the Act. Pursuant to such conversion, the Company's name was changed from Tenneco Clean Air India Private Limited to Tenneco Clean Air India Limited, and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Chennai, confirming the change in status and name of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

There have been no material changes and commitments that have affected the financial position of the Company between the close of FY 2025-26 and the date of this report.

HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

The Tenneco Group entities continue to play a pivotal role in driving the overall revenue growth and performance of your Company. During the year under review, no new Subsidiary Company has been incorporated. The Company has the following four (4) subsidiaries and one (1) holding company:

The details of the holding and subsidiary companies as on March 31, 2026 are as follows: -

S. No.	Name of the Company	Relationship with the Company (Holding/ Subsidiary/Associate)	Percentage of shareholding (in %)
1.	Tenneco Mauritius Holdings Limited	Holding	60.22 %
2.	Federal-Mogul Ignition Products India Limited	Subsidiary	100%
3.	Federal-Mogul Sealings India Limited	Subsidiary	89.89%
4.	Federal-Mogul Bearings India Limited	Subsidiary	99.37%
5.	Tenneco Automotive India Private Limited	Subsidiary	100%

As on March 31, 2026, the Company had no associate company or joint venture, as defined under the provisions of the Act. Further, during the year under review, there was no addition or cessation of any subsidiary and the Company's subsidiary structure remained unchanged and there has been no material change in the nature of the business of the Company's subsidiaries.

Performance highlights of Subsidiaries, Joint Ventures, and Associates

S. No.	Name of the entity	Relationship with the Company (Holding /Subsidiary /Associate)	Overview of entity	Annual financial performance of the entity
1.	Tenneco Automotive India Private Limited	Material Subsidiary	Tenneco Automotive India Private Limited ('TAIPL') offers 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. The Advanced Ride Technologies products are used in Passengers, Commercial, and Off highway Vehicles.	The Company has generated revenue from operations of INR 24,884.71 Million and Profit After Tax of INR 2439.77 Million
2.	Federal-Mogul Ignition Products India Limited	Subsidiary	Federal-Mogul Ignition Products India Limited ('FMIPL') manufactures advanced spark plugs for gasoline or natural gas engines to ignite fuel reliably, even under high combustion pressures and varying fuel compositions.	The Company has generated revenue from operations of INR 2,723.96 Million and Profit After Tax of INR 301.00 Million
3.	Federal-Mogul Sealings India Limited	Subsidiary	Federal-Mogul Sealings India Limited ('FMSIL') manufactures high-performance gaskets and seals, from cylinder-head gaskets to dynamic seals, its components ensure reliable sealing of engine and transmission parts—protecting against oil and gas leaks under extreme temperatures. Built with high-alloy steel, advanced rubber, and cutting-edge polymers for lasting performance. In the manufacturing process, it utilizes high-end presses with precision dies and MLS gaskets laser welding.	The Company has generated revenue from operations of INR 1,207.73 Million and Profit After Tax of INR 66.77 Million
4.	Federal-Mogul Bearings India Limited	Subsidiary	Federal-Mogul Bearings India Limited 'FMBIL' manufactures precision engine bearings designed to reduce friction for rotating components like crankshafts and camshafts, its modern bearings perform reliably even with low-viscosity oils and in high-demand stop/start conditions. In the manufacturing process, it utilizes integrated manufacturing lines for bimetal bearings.	The Company has generated revenue from operations of INR 2,338.14 Million and Profit After Tax of INR 166.42 Million

A Report on the performance and financial position of each of the subsidiary and Joint Venture Companies included in the Consolidated Financial Statements and their contribution to the overall performance of the Company is provided in Form AOC-1 and Management Discussion and Analysis Report forming part of this annual report.

The Policy for determining material subsidiaries as approved by the Board is available on the Company's website https://tennecoindia.com/investor-relations/corporate-governance-policies/

DIVIDEND AND RESERVES

Dividend Distribution Policy

Pursuant to Regulation 43A of the Listing Regulations, the Board had formulated a Dividend Distribution Policy ('the Policy'). The Policy is available on the Company's website at: https://tennecoindia.com/investor-relations/corporate-governance-policies/

Declaration and Payment of Dividend

(a) Interim dividend of INR 1.28 per equity share, aggregating to INR 516.61 Million on April 24, 2025

(b) Interim dividend of INR 2.97 per equity share, aggregating to INR 1,200.00 Million on June 19, 2025

(c) Interim dividend of INR 8.67 per equity share, aggregating to INR 3,499.24 Million on July 28, 2025

(d) Interim dividend of INR 12.76 per equity share, aggregating to INR 5,150.00 Million on August 18, 2025

In view of the Company's growth strategy with respect to investments in capacity expansion, technology development, localisation initiatives and other business opportunities, the Board of Directors have considered it prudent not to recommend any final dividend for the financial year ended March 31, 2026. The decision is in line with the Company's Dividend Distribution Policy.

Record date

The Board of Directors have not recommended any final dividend for the financial year ended March 31, 2026. Accordingly, no record date has been fixed for the purpose of determining members' entitlement to dividend.

Transfer to Reserves

During the financial year 2025-26, the Company transferred an amount of INR 12,009.84 Million to the reserves and surplus and the total reserves and surplus as on March 31, 2026 amounts to INR 56,344.64 Million, which includes securities premium of INR 52,842.66 Million.

SHARE CAPITAL OF THE COMPANY

As on March 31, 2026, the authorised share capital of the Company was INR 7,80,05,00,000 (Rupees Seven Hundred Eighty Crore and Five Lakh only) divided into 78,00,50,000 equity shares of face value INR 10 each. The issued, subscribed and paid-up share capital of the Company stood at INR 4,03,60,43,090 (Rupees Four Hundred Three Crore Sixty Lakh Forty-Three Thousand Ninety only) divided into 40,36,04,309 equity shares of face value INR 10 each.

During the year under review, the equity shares of the Company were listed on BSE Limited and the National Stock Exchange of India Limited on November 19, 2025, pursuant to the successful completion of its IPO. The IPO comprised entirely of an Offer for Sale by the Promoter Selling Shareholder and, accordingly, there was no change in the issued, subscribed and paid-up share capital of the Company pursuant to the IPO.

As on March 31, 2026, the entire issued share capital of the Company was held in dematerialised form. During the year under review, the Company did not issue any equity shares with differential voting rights, sweat equity shares or employee stock options.

DEPOSITS

The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules made thereunder during the year under review. Accordingly, there were no outstanding deposits, whether towards principal or interest, as on March 31, 2026.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

In compliance with the provisions of the Act and the applicable Listing Regulations the Company has extended financial assistance by way of loans, investments, guarantees and securities, as considered appropriate in the ordinary course of business and in alignment with its strategic objectives.

The particulars of the loans given, guarantees provided, securities extended and investments made by the Company pursuant of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are disclosed in the Standalone Financial Statements forming part of the Annual Report. Members are requested to refer to the Note no. 5 to the Standalone Financial Statements for further details.

RELATED PARTY TRANSACTIONS

The Company has in place a well-defined governance framework for identification and monitoring of related parties and related party transactions, in compliance with the provisions of the Act and Listing Regulations. All contracts, arrangements and transactions entered into by the Company with its related parties during the financial year were in the ordinary course of business and on an arm's length basis.

During the year under review, the Company did not enter into any contract or arrangement with related parties which could be considered material in accordance with the Company's Policy on materiality of related party transactions. All related

party transactions were considered and approved by the Audit Committee and/or Board of Directors in accordance with applicable provisions of law. Further, all related party transactions were reviewed by the Audit Committee on a periodic basis.

None of the contracts, arrangements or transactions with related parties required approval of the Members of the Company under Section 188(1) of the Act or Regulation 23(4) of the Listing Regulations. Accordingly, disclosure in Form AOC-2 pursuant to Section 134(3)(h) of the Act is not applicable for the financial year 2025–26.

The Policy on materiality of and dealing with related party transactions is available on the Company's website at https://tennecoindia.com/investor-relations/corporate-governance-policies/

Details of related party transactions in terms of Ind AS 24 have been disclosed in the notes to the standalone and consolidated financial statements forming part of this Annual Report.

BOARD OF DIRECTORS

As at March 31, 2026, the Board of Directors of the Company comprised of 8 (Eight) Directors. The Chairperson of the Board is a Non-Executive Independent Director. The composition of the Board is in compliance with the requirements of the Listing Regulations.

The Board consists of 3 (Three) Non-Executive Independent Directors, including 1 (One) Independent Woman Director, 4 (Four) Non-Executive Non-Independent Directors and 1 (One) Executive Director.

In terms of the Listing Regulations, the Board has identified core skills, expertise and competencies required in the context of the Company's business for effective functioning. The details of such skills and competencies are provided in the Corporate Governance Report forming part of this Annual Report.

In the opinion of the Board, all the Directors, including those appointed or re-appointed during the year under review, possess the requisite qualifications, experience and expertise and maintain high standards of integrity.

Chairperson

The Board of Directors, at its meeting held on May 5, 2025, appointed Mr. Niranjan Kumar Gupta (DIN: 07806792), Non-Executive Independent Director, as the Chairperson of the Board to preside over the meetings of the Board.

Appointment of Directors

During the year under review,

- Mr. Arvind Chandrasekharan was appointed as the Whole Time Director and Chief Executive Officer (CEO) w.e.f. May 5, 2025, for a period upto January 31, 2028. His appointment was approved by the Members at the Extraordinary General Meeting held on May 15, 2025.
- Mr. Niranjan Kumar Gupta, Ms. Gopika Pant and Mr. Jaidit Singh Brar were appointed as Non-Executive independent directors w.e.f. May 5, 2025, for a tenure of 3 years. Their appointment was approved by the Members at the Extraordinary General Meeting held on May 15, 2025.
- Mr. Manavendra Singh Sial, Mr. Nathan Patrick Bowen, Mr. Prakash Mahesh and Mr. Utsav Baijal were appointed as Non-Executive Director w.e.f. May 15, 2025. Their appointment was approved by the Members at the Extraordinary General Meeting held on May 15, 2025.

On the recommendation of the Nomination and Remuneration Committee, the Board appointed Mr. Noah Falk as an Additional Director (Non-Executive Director) with effect from May 30, 2026, and has recommended his appointment as a Director liable to retire by rotation for Members' approval at the ensuing AGM.

Cessation of Directors

During the year under review, Mr. Nadella Phani Kishor Rao, Mr. Digambar Jagannath Parkhi, Mr. Gangasagar Neminath Hemade and Mr. Rishi Verma, tendered their resignation and ceased to be Directors of the Company with effect from May 15, 2025. The Board placed on record their sincere appreciation for the contribution made by the Directors during their tenure.

Subsequent to the close of the financial year, Mr. Utsav Baijal resigned as Non-Executive Director with effect from May 30, 2026. The Board records its appreciation for his contributions during his tenure.

Retirement by Rotation

In accordance with the provisions of Section 152 of the Act read with the rules made thereunder and the Articles of Association of the Company, Mr. Nathan Patrick Bowen (DIN: 11095741), and Mr. Prakash Mahesh (DIN: 11095815), Non-Executive Non-Independent Directors, are liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, have offered themselves for re-appointment.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends their re-appointment at the ensuing Annual General Meeting. Details as required under Regulation 36(3) of the Listing Regulations have been provided in the Notice convening the Annual General Meeting.

The Independent Directors of the Company are not liable to retire by rotation.

Pecuniary relationships or transactions with the Company

During the year under review, the Non-Executive, Non-Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committee(s) of the Company, if any.

Meetings of the Board of Directors

Regular meetings of the Board were held to deliberate and decide on various business policies, strategies, financial matters, Initial Public Offering (IPO) of the Company and other key issues. A calendar of meetings was prepared and circulated in advance for all the Board Members to enable Directors to plan their schedule for effective participation in the meetings. Due to business exigencies, the Board also passed certain resolutions by circulation as required from time to time.

The Board/ Committee meetings of the Company were conducted in compliance with the provisions of the Act, the Listing Regulations, and applicable Secretarial Standards. Information as mentioned in the Act, Schedule II of the Listing Regulations, and all other material information, identified by the management, was presented to the Board for its consideration. Detailed agendas, including supporting documents, relevant data, and other necessary information, were shared in advance to enable informed decision-making and provide strategic guidance to the management. Information regarding the Board and its committees, including the meetings conducted throughout the year and the attendance records of individual directors/ members, is provided in the Corporate Governance Report of the Company.

During the year under review, 18 (Eighteen) meetings of the Board of Directors were held and the gap between the meetings was as per the period prescribed under the Act and Listing Regulations. The details of meetings of Board and Committees and the attendance thereto and composition of Committees are provided in the Corporate Governance Report, which forms part of this Annual Report.

Committees of the Board

As required under the Act and the Listing Regulations, the Board of the Company, has constituted various Statutory Committees. Additionally, the Board has formed other governance Committees to review the specific business operations and governance matters, including any specific items that the Board may decide to delegate. The Board has constituted 8 (eight) committees in order to comply with the statutory guidelines and for the purpose of operational feasibility so as to assist the Board in discharging its duties and responsibilities. The committees report to the Board on their activities on a periodic basis, and the minutes of the committee meetings are placed before the Board.

As on March 31, 2026, the Board has constituted the following mandatory Committees as required by the Act and the Listing Regulations:

1. Audit Committee
2. Nomination and Remuneration Committee;
3. Corporate Social Responsibility Committee;
4. Stakeholders' Relationship Committee;
5. Risk Management Committee.

Further, the Company had also constituted IPO Committee, Independent Directors' Committee and Committee of Directors (Authority and Oversight Committee) for the purposes of approving and undertaking various activities in relation to the Initial Public Offer and listing of Equity Shares on the Stock Exchanges. The structure of the Board Committees and their terms of reference are mentioned in the Corporate Governance Report which forms part of this Annual Report.

Details of composition, terms of reference, and number of meetings held in financial year 2025-26 for the aforementioned Committees are given in the Report on Corporate Governance, which forms a part of this Annual Report. Further, during the year under review, all recommendations made by the Audit Committee and other Committees have been accepted by the Board.

KEY MANAGERIAL PERSONNEL (KMP)

As on March 31, 2026, the following are the Key Managerial Personnel ("KMPs") of the Company as per Sections 2(51) and 203 of the Act:

a) Mr. Arvind Chandrasekharan, Whole Time Director & CEO,

b) Mr. Mahender Chhabra, Chief Financial Officer, and

c) Ms. Roopali Singh, Company Secretary & Compliance Officer.

Changes In Key Managerial Personnel (KMP)

During the year under review, the following changes took place in Key Managerial Personnel:

- Mr. Arvind Chandrasekharan was appointed as a Whole Time Director & CEO of the Company w.e.f. May 5, 2025.
- Ms. Priya Dekate resigned as the Company Secretary of the Company w.e.f. May 5, 2025.
- Mr. Mahender Chhabra was appointed as the Chief Financial Officer of the Company w.e.f. June 5, 2025.
- Ms. Garima Sharma was appointed as the Company Secretary of the Company w.e.f. May 5, 2025, and resigned from the position w.e.f. July 31, 2025.
- Ms. Roopali Singh was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. August 1, 2025.

SENIOR MANAGEMENT PERSONNEL (SMP)

As on March 31, 2026, the following are the Senior Management Personnel ("SMPs") of the Company as per Regulation 16(1)(d) the Listing Regulations:

a) Mr. Mahender Chhabra, Chief Financial Officer;

b) Ms. Roopali Singh, Company Secretary & Compliance Officer;

c) Mr. Rishi Verma, President – India;

d) Mr. RC Subramaniam, Managing Director – Tenneco Automotive India Pvt Ltd;

e) Mr. Bapu Shivaji Kumbhar, Director – Clean Air Engineering;

f) Mr. Sankar Babu Sampangiappa, Director – Engineering, Tenneco Automotive India Pvt Ltd; and

Note: Mr. Aditya Kohli, Chief Human Resources Officer (Appointed with effect from April 1, 2026).

ANNUAL GENERAL MEETING

All the members of the Board of Directors except Mr. Manavendra Singh Sial, Mr. Nathan Patrick Bowen, Mr. Utsav Baijal and Mr. Prakash Mahesh attended the 7th Annual General Meeting ("AGM") of the Company held on Saturday, September 27, 2025, through Video Conferencing ('VC')/ Other Audio Visual Means ("OAVM").

BOARD GOVERNANCE

Nomination and Remuneration Policy

In accordance with the provisions of Section 178 of the Act and the Listing Regulations, the Company has established a Nomination and Remuneration Policy. This policy provides a comprehensive framework for the appointment, performance evaluation, and remuneration of Directors, Key Managerial Personnel (KMP), and other employees and the objective of this policy is to attract, retain, and motivate qualified individuals through a fair and competitive remuneration structure while aligning their goals with the long-term interests of the Company and its stakeholders.

The remuneration policy for directors, key managerial personnel and other employees is also available on the Company's website at: https://tennecoindia.com/investor-relations/corporate-governance-policies/.

Selection and procedure for Nomination and Appointment of directors

The Nomination and Remuneration Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of the Company and persons in the Senior Management. The Policy also lays down broad guidelines for performance evaluation of the Board as a whole and its committees, individual Directors, including the Chairperson and the Independent Directors. The Policy encourages the appointment of women at senior executive levels and thereby promotes diversity. The Policy is designed to attract, recruit, retain, and motivate the best available talent.

In accordance with Section 178(3) of the Act and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee has formulated the criteria for determining the qualifications, positive attributes and independence of Directors, which, inter alia, seek to ensure an appropriate balance of diversity in thought, experience, knowledge, age and gender on the Board, together with the requisite functional and industry expertise, and require Directors to uphold the highest standards of integrity, ethical conduct, independent judgement and professional competence while discharging their duties in compliance with the applicable Code of Conduct.

Independent Directors

Pursuant to Section 149(7) of the Act and applicable provisions of the Listing Regulations, the Company has received declarations from all Independent Directors confirming that they satisfy the prescribed criteria of independence and that no circumstances exist which may impair their ability to discharge their duties with objective and independent judgement. The Independent Directors have further confirmed their compliance with the applicable Code of Conduct, their registration with the databank maintained by the Indian Institute of Corporate Affairs ("IICA"), and that they are not debarred from holding the office of director pursuant to any order of SEBI or any other authority. The Board has taken note of the aforesaid declarations and confirmations and is of the opinion that the Independent Directors possess the requisite integrity, expertise and experience and are independent of the Management.

The Company has also obtained a certificate from M/s. Corporate Professionals Advisors and Advocates, validating the Independence of Independent Directors of the Company in accordance with Section 149(6) of the Act and the Listing Regulations.

The brief profile of the Independent Directors is available on the website of the Company at https://tennecoindia.com/about-us/board-of-directors/

Separate meeting of Independent Directors

A separate meeting of Independent Directors for the financial year 2025-26 as per Schedule IV under Section 149(8) of the Act and Regulation 25(3) of the Listing Regulations was held on March 24, 2026, without the participation of the Non-Independent Directors and management members.

Board Diversity

The Company recognizes and embraces the importance of a diverse board in its success. The Company believes that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional & industry experience, cultural & geographical background, age, ethnicity, race and gender, which will help the Company to retain its competitive advantage. The Board has adopted the Board Diversity Policy, as a part of NRC Policy which sets out the approach to the diversity of the Board of Directors. The aforesaid policy is also available on the Company's website at: https://tennecoindia.com/investor-relations/corporate-governance-policies/.

Performance Evaluation of the Board

The Board of Directors carried out an annual evaluation of its own performance, Board Committees and individual Directors, in accordance with the Act, Listing Regulations and governance guidelines.

The Company has implemented a structured and confidential evaluation process to assess the effectiveness of the Board, its Committees, and each Director, including the Chairperson. Directors provided feedback through a rating mechanism based on defined performance parameters.

The overall performance assessment was completed to the satisfaction of the Board, and the outcome of the evaluation was presented and discussed at the Board Meeting.

Based on the outcomes of the Board evaluation, the areas identified for further enhancement included a greater focus on business strategy and growth initiatives, strengthening review mechanism of the risk management framework, improving performance oversight through industry benchmarking, and enhancing the effectiveness of director induction and ongoing training programmes.

Familiarisation programmes for Board

To facilitate effective participation in Board discussions, the Board members were provided with necessary information, documents, and presentations to help them familiarise themselves with the Company's processes, policies, and practices.

Periodic presentations were made during Board Meetings to apprise the Directors of the Company's business performance, strategic initiatives, industry developments, and regulatory updates.

Further, in compliance with the requirements of Section 149 read with Schedule IV of the Act, and Regulation 25(7) of the Listing Regulations, the Company has in place a structured Familiarization Programme for Independent Directors. The objective of the programme is to enable the Independent Directors to understand the Company's business in depth and to update their knowledge on a continual basis. The Familiarisation Programme is conducted through various initiatives, including presentations by senior management and sharing of industry and regulatory updates.

The complete details of the familiarization programmes held for the Independent Directors are also placed on the website of the Company at https://tennecoindia.com/investor-relations/corporate-governance-policies/.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY THEREOF

The Board has laid down comprehensive policies and procedures to ensure the orderly and efficient conduct of the Company's business. These frameworks are designed to ensure adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information and disclosures.

The Company's internal financial control systems commensurate with the nature, size and complexity of its operations and are considered adequate. These controls are routinely reviewed, evaluated and strengthened to enhance operational effectiveness and compliance.

To further strengthen the internal control framework, the Company has in place an effective internal audit mechanism. The internal audit function is carried out by an external independent firm of chartered accountants. The Internal Auditors regularly review operational and financial controls, assess compliance with established policies and procedures, and evaluate the adequacy and effectiveness of internal controls. Key observations and recommendations arising from such audits are periodically reviewed by the Audit Committee to ensure timely corrective actions.

The Statutory Auditors have audited the financial statements for the financial year ended March 31, 2026, and have also issued an attestation report on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting in accordance with Section 143 of the Act.

ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Company has a well-defined Enterprise Risk Management Framework that is integral to its strategic planning and achievement of long-term objectives. The framework is designed to identify, assess, and mitigate risks that may impact the Company's performance and business continuity.

In compliance with Section 134(3)(n) of the Act, the Board of Directors have constituted a Risk Management Committee, which is entrusted with the responsibility of formulating, implementing, and monitoring the Risk Management Policy and Framework. The Committee plays a vital role in overseeing the risk management process, which includes risk identification, impact assessment, formulation and execution of mitigation plans, and regular risk reporting. The purpose of

the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to enterprise risk management. The Company also has in place a duly approved Risk Management Policy.

The Company places strong emphasis on identifying and addressing risks that threaten the achievement of business objectives. A structured mechanism is in place for periodic risk assessment, which enables the identification, evaluation, and proactive mitigation of potential risks in a timely manner.

CORPORATE SOCIAL RESPONSIBILITY

Tenneco's dedication to Corporate Social Responsibility (CSR) has remained steadfast since its inception. The Company's purpose, "The Tenneco Way", serves as a guiding light. Our social investment programs focus on thematic areas inspired by National Goals and the United Nations Sustainable Development Goals (SDGs). We believe that these focus areas enable us to create meaningful value and drive significant, sustainable impact. Tenneco CSR has shown significant progress in the core thrust areas of skill development of youth, athlete & para-athlete support, primary healthcare and environment sustainability.

With this ethos, your Company remains committed to serving society through various social initiatives/programmes aimed at creating a positive social impact. We remain committed to maximizing the positive impact of our activities while ensuring inclusive benefits for all stakeholders. Over the period of time, it has strategically engaged in numerous social initiatives and started several community-centric projects. These CSR initiatives are implemented through strategic implementation partners as well as direct Implementation programs by the Company.

In compliance with Section 135 of the Act, the Company has formed a CSR Committee. Details regarding the composition of the CSR Committee are outlined in the CSR Annual Report and Corporate Governance Report, both forming the part of this Report.

The Company's CSR policy provides comprehensive guidelines for conducting CSR activities, which are accessible on the Company's website at https://tennecoindia.com/investor-relations/corporate-governance-policies/. A Report on CSR containing particulars as prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014, is provided in **"Annexure-B"** attached to this Report.

The CSR Policy is uploaded on the Company's website and can be assessed at https://tennecoindia.com/investor-relations/corporate-governance-policies/.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

In accordance with Regulation 34(2)(f) of Listing Regulations, Business Responsibility and Sustainability Report ("BRSR") covering disclosures on Company's performance on ESG (Environment, Social and Governance) parameters for FY 2025-26, forms an integral part of the Integrated Annual Report. BRSR includes details on performance against the 9 (nine) principles of the National Guidelines on Responsible Business Conduct and a report under each principle, which is divided into essential and leadership indicators and is annexed as **"Annexure-C"** and forms a part of this report.

CORPORATE GOVERNANCE

Tenneco's Corporate Governance philosophy is rooted in strong business ethics, fairness, and trust in all its stakeholder interactions.

The Company conducts its business with fairness and transparency, recognizing the importance of earning and maintaining the trust of its stakeholders. Corporate Governance is regarded as fundamental to nurturing a forward-thinking organization capable of delivering sustainable growth. In its engagements with external stakeholders, the Company prioritizes transparency, ensuring the timely sharing of information. Leadership sets the tone through their actions, ensuring the organization remains aligned with its culture and values in both principle and practice.

The Company has complied with the Corporate Governance requirements as specified in the Listing Regulations and the Act, a report on the same as stipulated in Regulation 34 read with Schedule V of the Listing Regulations is enclosed as **"Annexure-D"** to the Board's Report.

The Certificate issued by M/s. RPA and Partners, Practicing Company Secretaries, confirming the Compliance with conditions of Corporate Governance as stipulated in Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **"Annexure-E"** to the Board's Report.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Your Company has adopted a Code of Conduct ("PIT Code") to regulate, monitor and report trading in your Company's shares by your Company's designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which consist of the following:

a. Code of Internal Procedures and Conduct for Prohibition of Insider Trading in securities of the Company;

b. Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information;

The management undertakes various measures, inter-alia, trainings, regular communications to create awareness on Prevention of Insider Trading as per Code of Conduct for Prohibition of Insider Trading of the Company and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code of Conduct for Prohibition of Insider Trading and the Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information are formulated based on the principle that the Company's directors and employees have a fiduciary duty, among other obligations, to prioritize the interests of shareholders over their own. This includes conducting personal securities transactions in a manner that avoids conflicts of interest. These codes establish mechanisms to ensure timely and comprehensive disclosure of Unpublished Price Sensitive Information (UPSI) to the investor community, enabling them to make well-informed investment decisions regarding the Company's securities.

The Code of Conduct for Prohibition of Insider Trading prescribes the procedure for trading in securities of the Company and the disclosures to be made by the persons covered under the Insider Trading Policy with respect to their shareholding in the Company, both direct and indirect. The Code of Conduct for prohibition of Insider Trading and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information is available on the Company's website at https://tennecoindia.com/investor-relations/corporate-governance-policies/

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE POLICY

The Company is firmly committed to maintaining a safe, inclusive, and respectful workplace for all employees. In compliance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has laid down a Prevention of Sexual Harassment (POSH) Policy and has constituted Internal Complaints Committees (ICC), to consider and resolve the complaints related to sexual harassment, reinforcing our zero-tolerance approach towards any form of harassment.

All employees (permanent, contractual, temporary, trainees, etc.) and visitors are covered under the said Policy. The ICC includes external members with relevant experience. The ICC works extensively on creating awareness on relevance of sexual harassment issues. The employees are required to undergo a training to sensitize themselves and strengthen their awareness of the Policy.

During the financial year under review:

1. Number of sexual harassment complaints received during the year- Nil
2. Number of complaints disposed of during the year – N.A.
3. Number of cases pending for more than 90 days - N.A.

Your Company has filed the POSH annual return within the prescribed timeline, ensuring full regulatory compliance and remains committed to creating a workplace where dignity, equality, and safety are non-negotiable. Through continuous education, visible support structures, and a strong reporting framework, we strive to uphold the values of respect and trust across the organization.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In compliance with the provisions of the Act, the rules made thereunder, and the applicable Listing Regulations, the Company has implemented a robust Vigil Mechanism / Whistle Blower Policy. The Audit Committee of the Company has been entrusted with the responsibility of overseeing the effective implementation of this mechanism and no personnel has been denied access to the Audit Committee.

The policy provides a secure and confidential platform for Directors, Employees, and all stakeholders to report concerns about unethical behavior, actual or suspected fraud, violations of the Company's Code of Conduct, improper practices, or any alleged misconduct. The Company hosts various training sessions and certification courses during the year for its employees to sensitize them on the availability and accessibility of the mechanism.

The policy outlines a clear and structured procedure for reporting and addressing such concerns while ensuring protection against any form of retaliation. It reflects the Company's commitment to maintaining the highest standards of ethical conduct and transparency. The detailed Whistle Blower Policy is available on the Company's official website at: https://tennecoindia.com/investor-relations/corporate-governance-policies/

AUDITORS & AUDITORS' REPORT

Statutory Auditors

Pursuant to the provisions of Section 139(1) of the Act, the members of the Company, at the Annual General Meeting held on September 29, 2023, approved the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W100018) as the Statutory Auditors of the Company. They shall hold office until the conclusion of the Annual General Meeting to be held in the year 2028.

Explanations or Comments on Auditors' Qualification/ Reservation/ Adverse Remarks/ Disclaimer

The Board has carefully reviewed the Statutory Auditor's report on the financial statements for the year under review and note that the report is self-explanatory. The Statutory Auditors have not made any reservations, qualifications, adverse remarks, or disclaimers in their report. Accordingly, no further explanation is required.

The Auditors' Report for the financial year 2025-26 including report on Internal Financial Controls, are self-explanatory and do not carry any observation/qualification/ adverse remarks etc. or infirmity in the Company's affairs.

The Company has complied with downstream investments regulations as per the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019.

During the year under review, the Statutory Auditors did not report any instances of fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act. Accordingly, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, the Board appointed M/s RPA and Partners, Practicing Company Secretaries, to undertake the Secretarial Audit of your Company for the financial year ended March 31, 2026. The Secretarial Audit Report for the year under review is provided as **"Annexure-F"** of this report. The said Secretarial Audit Report does not contain any qualification, reservations, adverse remarks and disclaimer.

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amended Regulation 24A of the Listing Regulations, the Board has based on the recommendation of Audit Committee approved appointment of M/s RPA & Associates, Practicing Company Secretaries, a peer reviewed firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a period of three (3) years, i.e., from the financial year 2026-27 till financial year 2028-29, subject to approval of the Shareholders of the Company at the ensuing AGM.

Internal Auditors

The Board on the recommendation of Audit Committee, approved the appointment of M/s. KPMG Assurance and Consulting Services LLP, Chartered Accountants, (Registration No. AAT-0367) as the internal auditors of the Company. The reports submitted by the Internal Auditor have been reviewed by the Audit Committee from time to time.

Cost Auditors

The Company does not fall in the criteria specified for maintenance of Cost Records under Section 148(1) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time. Accordingly, the cost audit is not applicable to the Company.

HUMAN RESOURCE DEVELOPMENT

Employees are the cornerstone of the Company's success and a driving force behind its continued excellence in the automobile industry. As a strategic business enabler, the Company's Human Resources (HR) function is closely aligned with its vision to emerge as a global leader in the integrated automobile space.

Our HR vision is to build and nurture world-class human capital by continuously innovating and implementing best-in-class HR practices. These practices are designed to support business leaders and foster a workforce that is engaged, empowered, and motivated.

As of March 31, 2026, the Company has employed 614 employees and workers on its rolls. The Company empowers these dedicated individuals through its HR strategies, which prioritize workforce planning, talent acquisition, performance management, learning and development, career advancement, succession planning, leadership development, and the enhancement of employee experience and engagement. This is achieved through quality employee facilities, welfare benefits, and a conducive work environment.

Particulars of Employees and Related Disclosures

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as **"Annexure-G"**.

The statement containing particulars of top 10 employees and particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 is provided as a separate Annexure forming part of this report. In terms of proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the shareholders, excluding the aforesaid Annexure. The said information is available for inspection by the members at the Corporate Office and Registered Office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. Interested member may write to the Company Secretary of the Company.

Safety, Health and Environment Protection

The Company is committed to protecting the environment and safety of its employees and those associated with it.

We strive to sustain a pollution free environment by eliminating waste, optimum utilization of power and preventive maintenance of equipment and machines to keep them in good condition. The safety and health of the people working in and around the manufacturing facilities is the top priority of the Company and we are committed to improving this performance year on year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to the conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed as **"Annexure-H"** and forms a part of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, there were no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained, in terms of Section 134(3)(c) of the Act, your Directors state that:

(a) in the preparation of the accounts for the financial year ended March 31, 2026, the applicable accounting standards had been followed along with proper explanation relating to material departures if any;

(b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2025-26 and of the profit of the Company for the year under review;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the accounts for the financial year ended March 31, 2026 on a 'going concern' basis;

(e) the Directors had laid down adequate internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and

(f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL STANDARDS

The Company has duly complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India, namely SS-1 on 'Meetings of the Board of Directors' and SS-2 on 'General Meetings', to the extent applicable during the year under review.

ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, read with the rules made thereunder, the annual return as on 31st March, 2026 prepared in accordance with Section 92(3) of the Act, will be made available on the website of your Company at https://tennecoindia.com/investor-relations/.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There is no corporate insolvency resolution process initiated by or against the Company Under the Insolvency and Bankruptcy Code, 2016 (IBC). There has not been any instance of one-time settlement of the Company with any bank or financial institution.

LISTING ON STOCK EXCHANGE

The Company's shares are listed on BSE Limited and the National Stock Exchange of India Limited.

OTHER DISCLOSURES

During the year under review:

1. The Whole Time Director & CEO of the Company has not received any remuneration or commission from the holding company or any of the subsidiary companies.
2. The Company has complied with the material provisions of the Maternity Benefits Act, 1961.
3. During the financial year ended on March 31, 2026, no securities of the Company were suspended from trading;

ACKNOWLEDGEMENT

The Board of Directors expresses its sincere appreciation for the continued support and cooperation extended by the Company's stakeholders, including its bankers, customers, dealers, vendors, promoters, shareholders, government authorities, and all other business associates during the year under review. Their trust and collaboration have been instrumental in enabling the Company to navigate challenges and pursue its strategic objectives.

The Board also places on record its deep gratitude to all employees of the Company for their unwavering commitment, dedication, and tireless efforts. Their professionalism and perseverance have played a pivotal role in sustaining the Company's growth and operational excellence.

For and on behalf of Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole Time Director & CEO
DIN: 08721916

Date: May 30, 2026
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791

Date: May 30, 2026
Place: California, USA

Annexure-A

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries/associate companies/ joint ventures

Part A: Subsidiaries

(Amount in INR Million)

S. No.	Particulars	Details			
1.	Name of the subsidiary	Tenneco Automotive India Private Limited	Federal-Mogul Ignition Products India Limited	Federal-Mogul Sealings India Limited	Federal-Mogul Bearings India Limited
2.	The date since when subsidiary was acquired	26th March 2025	26th March 2025	26th March 2025	26th March 2025
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR	INR
5.	Share capital	1.00	427.89	8.33	87.76
6.	Reserves & surplus	3,933.79	704.36	235.60	967.44
7.	Total assets	9,298.48	1,806.03	893.82	1,836.80
8.	Total Liabilities	5,363.70	673.78	649.89	781.60
9.	Investments	3.29	-	-	-
10.	Turnover	24,884.71	2,723.96	1,207.73	2,338.14
11.	Profit before taxation	3,296.95	405.21	89.58	222.92
12.	Provision for taxation	857.18	104.21	22.81	56.50
13.	Profit after taxation	2,421.23	301.00	66.77	166.42
14.	Proposed Dividend	-	-	-	-
15.	% of shareholding	100%	100%	89.89%	99.37%

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Act related to associate companies and joint ventures: There is no associate and joint venture company as on March 31, 2026.

For and on behalf of the Board of Directors,
Tenneco Clean Air India Limited
(Formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan **Whole Time Director & CEO** **DIN:** 08721916	Manavendra Singh Sial **Director** **DIN:** 11095791	Mahender Chhabra **Chief Financial Officer**	Roopali Singh **Company Secretary** **Membership. No.:** A15006
Date: May 30, 2026 **Place:** Bengaluru	**Date:** May 30, 2026 **Place:** California, USA	**Date:** May 30, 2026 **Place:** Gurugram	**Date:** May 30, 2026 **Place:** Gurugram

Annexure- B

Report on CSR Activities

The Company has a CSR policy in place prepared in accordance with the provisions of Section 135 of the Act read with rules made thereunder which covers the activities as prescribed under Schedule VII of the Act. The approach of the Company towards CSR is to identify the activities in response to felt societal needs aligned with thematic areas identified by the CSR committee and to ensure robust monitoring during implementation with full involvement and commitment as per set milestones.

1. Composition of CSR Committee:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Niranjan Kumar Gupta	Chairman	2	2
2	Gopika Pant	Member	2	2
3	Prakash Mahesh	Member	2	2

2. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: The Company has re-constituted the CSR committee in its Board Meeting held on May 15, 2025, and has adopted the revised terms of reference and CSR Policy, which is available on the website of the Company at https://tennecoindia.com/investor-relations/corporate-governance-policies/

3. Provide the executive summary along with the web-link(s) of the impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: N.A.

4.

a) Average net profit of the Company as per section 135(5): INR 33,34,460,700

b) Two percent of average net profit of the Company as per section 135(5) : INR 66,689,214

c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

d) Amount required to be set off for the financial year, if any: Nil

e) Total CSR obligation for the financial year (b +c-d): INR 66,689,214

5.

a) i. Amount spent on ongoing CSR Projects:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in INR)	Amount spent in the current financial year (in INR)	Amount transferred to Unspent CSR account for the project as per Section 135(6) (in INR)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State.	District						Name	CSR Registration number
1.	Tenneco Skill Forge Weld Lab project	ii) employment enhancing vocation skills and livelihood enhancement projects;	Yes	Haryana,	Jhajjar	3 years-	13,000,000	218,925	12,781,075	No	Times Employ India Foundation	CSR00003866
	Total	-	-	-		-	**13,000,000**	**218,925**	**12,781,075**	-	-	-

ii. Amount spent on other than ongoing CSR projects:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
S. No.	Name of the project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project – State / District	Amount spent for the project (in INR)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency – Name	CSR registration number
1.	Health Screening and Eye checkup Camp	i) promoting health care including preventive health	Yes	1. Maharashtra, Pune 2. Tamil Nadu, Chennai	714,000	No	Wockhardt Foundation	CSR00000161
2.	Installation of Air Purifier at Govt. Schools	i) promoting health care including preventive health	Yes	Haryana, Gurgaon	1,000,000	No	Times Employ India Foundation	CSR00003866
3.	OGQ - Olympic Athletes and Para Athletes support	vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;	No	PAN India	5,000,000	No	Foundation For Promotion of Sports and Games	CSR00001100
4.	Cleanup Drive	i) sanitation	Yes	1. Haryana, Gurgaon 2. Maharashtra, Pune	446,000	No	Times Employ India Foundation	CSR00003866
5.	Cleanup Drive	i) sanitation	Yes	Maharashtra, Pune	33,795	Yes	-	-
6	National Apprentice Promotional Scheme	ii) employment enhancing vocation skills and livelihood enhancement projects;-	Yes	1. Tamil Nadu, Chennai 2. Madhya Pradesh, Dhar	3,143,158	Yes	-	-
7.	Flexi-MoU Training Program	a. employment enhancing vocation skills and livelihood enhancement projects;-	Yes	1. Maharashtra, Pune 2. Tamil Nadu, Chennai	28,767,415	Yes	-	-
8.	Work Integrated Learning Program (WILP)	iii) employment enhancing vocation skills and livelihood enhancement projects;-	Yes	Madhya Pradesh, Dhar	16,150,793	Yes	-	-
	Total				**55,255,161**			

b) Amount spent in administrative overheads: INR 502,212

c) Amount spent on impact assessment, if applicable: INR 556,185

d) Total amount spent for the financial year [(a)+(b)+(c)]: INR 69,313,558*

e) CSR amount spent or unspent for the financial year:

Total amount spent for the financial year (in INR)	Amount unspent (in INR)				
	Total amount transferred to unspent CSR account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount. (in INR)	Date of transfer	Name of the Fund	Amount	Date of transfer
56,532,483	12,781,075	16th April 2026	Nil	Nil	Nil

f) Excess amount for set off, if any:

S. No.	Particular	Amount (INR)
(i)	Two percent of average net profit of the Company as per section 135(5)	66,689,214
(ii)	Total amount spent for the financial year	69,313,558*
(iii)	Excess amount spent for the financial year [(ii)-(i)]	2,624,344
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	2,624,344

*Note: The total CSR spend during FY 2025-26 amounts to INR 69,313,558 which includes an amount of INR 12,781,075 which was transferred to the unspent CSR Account for the ongoing projects, as per Section 135(6).

6. Details of unspent CSR amount for the preceding three financial years:

Sl.No	Preceding financial year(s)	Amount transferred to unspent CSR account under section 135 (6) (in INR)	Balance amount in unspent CSR account under section 135(6) (in INR)	Amount spent in the financial year (in INR)	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any.			Amount remaining to be spent in succeeding financial years (in INR)	Deficiency, if any
					Name of the Fund	Amount (in INR)	Date of transfer		
Nil									

7. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No

If Yes, enter the number of Capital assets created/ acquired: N.A.

Sl.No.	Short particulars of the property or assets(s) [including complete address and location of the property]	Pincode of the property or assets(s)	Date of Creation	Amount of CSR amount spent	Details of entity/ Authority beneficiary of the registered owner		
					(6)		
(1)	(2)	(3)	(4)	(5)	CSR Registration Number, if applicable	Name	Registered Address
N.A.							

8. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): N.A.

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Niranjan Kumar Gupta
Chairman
DIN: 07806792
Date: May 30, 2026
Place: Mumbai

Arvind Chandrasekharan
Whole Time Director & CEO
DIN: 08721916
Date: May 30, 2026
Place: Bengaluru

Annexure-E

CORPORATE GOVERNANCE CERTIFICATE

To,
The Members,
TENNECO CLEAN AIR INDIA LIMITED,
(Previously known as TENNECO CLEAN AIR INDIA PRIVATE LIMITED)
RNS2, Nissan Supplier Park, SIPCOT Industrial Park
Oragadam Industrial Corridor, Sriperumbudur, Taluk,
Kancheepuram-602105, Tamil Nadu

We have examined the compliance of conditions of Corporate Governance by Tenneco Clean Air India Limited (the Company/ Listed Entity), for the financial year ended on March 31, 2026, as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). On the basis of such examination, we state as under:

1. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations;

2. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company;

3. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR **RPA & PARTNERS**
COMPANY SECRETARIES

CS RANJEET PANDEY
PARTNER
FCS- 5922, CP No.- 6087
UDIN: F005922H000480143

Place: NEW DELHI
Date: May 30, 2026

Annexure-F

SECRETARIAL AUDIT REPORT

SECRETARIAL AUDIT REPORT
For the financial year ended on 31st March, 2026

[Pursuant to section 204 (1) of the Act and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
TENNECO CLEAN AIR INDIA LIMITED,
(Previously known as TENNECO CLEAN AIR INDIA PRIVATE LIMITED)
RNS2, Nissan Supplier Park, SIPCOT Industrial Park
Oragadam Industrial Corridor, Sriperumbudur, Taluk,
Kancheepuram-602105, Tamil Nadu

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tenneco Clean Air India Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Tenneco Clean Air India Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026, according to the provisions of:

i) The Act (the Act) and the rules made there under;

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the audit period)**;

f) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period)**; and

i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period)**;

vi) The following legislations specifically applicable to the Company, being engaged in designing and manufacturing of clean air and powertrain products for automotive applications: -

i. The Explosives Act, 1884 and the Explosives Rules, 2008;

ii. The Petroleum Act, 1934 and the Petroleum Rules, 2002;

iii. Bio-Medical Waste Management Rules, 2016 (the "BMW Rules");

iv. Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.

We have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by the Institute of Company Secretaries of India;

ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice has been given to all directors/members of the committee, as the case may be, to schedule the Board Meetings including committee meetings during the financial year under review, agenda and detailed notes on agenda were sent within prescribed timeline, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the verification of the records and minutes, we report that all the decisions are carried unanimously. The members of the Board have not expressed dissenting views on any of the agenda items during the financial year under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period, the Company has:

1. obtained approval of board of directors and Securities and Exchange Board of India for an initial public offer (IPO) and necessary compliance was made in this regard;

2. obtained approval of board of directors for ratification of Employee Stock Option Scheme 2025 (**"ESOP 2025"**) subject to the approval of members and necessary compliance was made in this regard;

3. paid interim dividend to the members of the Company and necessary compliance was made in this regard.

FOR **RPA & PARTNERS**
Company Secretaries
P.R. No.: 6437/2025

CS RANJEET PANDEY
PARTNER
FCS- 5922, CP No.- 6087
UDIN: F005922H000480143

Place: NEW DELHI
Date: May 30, 2026

This report is to be read with our letter of even date which is annexed as **Annexure-i** and forms an integral part of this report.

Annexure-i

To,
The Members,
TENNECO CLEAN AIR INDIA LIMITED,
(Previously known as TENNECO CLEAN AIR INDIA PRIVATE LIMITED)
RNS2, Nissan Supplier Park, SIPCOT Industrial Park
Oragadam Industrial Corridor, Sriperumbudur, Taluk,
Kancheepuram-602105, Tamil Nadu

Our report of even date is to be read along with this letter:

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of the events requiring compliance and reporting etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR **RPA & PARTNERS**
Company Secretaries
P.R. No.: 6437/2025

CS RANJEET PANDEY
PARTNER
FCS- 5922, CP No.- 6087
UDIN: F005922H000480143

Place: NEW DELHI
Date: May 30, 2026

Annexure-G

Particulars of remuneration as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.

DIN	Name of Director	Designation	Ratio of remuneration to the median remuneration of the employees of the Company
07806792	Mr. Niranjan Kumar Gupta[@]	Chairman, Non-Executive Independent Director	9.3
10799130	Mr. Jaidit Singh Brar[@]	Non-Executive Independent Director	7.9
00388675	Ms. Gopika Pant[@]	Non-Executive Independent Director	7.9
08721916	Mr. Arvind Chandrasekharan[*]	Whole Time Director & CEO	67.4
11095791	Mr. Manavendra Singh Sial[#]	Non-Executive Non-Independent Director	-
11095741	Mr. Nathan Patrick Bowen[#]	Non-Executive Non-Independent Director	-
02592194	Mr. Utsav Baijal[#]	Non-Executive Non-Independent Director	-
11095815	Mr. Prakash Mahesh[#]	Non-Executive Non-Independent Director	-

[@] Mr. Niranjan Kumar Gupta, Ms. Gopika Pant and Mr. Jaidit Singh Brar were appointed as Independent Directors w.e.f. May 5, 2025, for a tenure of 3 years. Therefore, their prorated salary for the period has been compared with the median remuneration of the employees for the year.

[#] Mr. Manavendra Singh Sial, Mr. Nathan Patrick Bowen, Mr. Prakash Mahesh and Mr. Utsav Baijal were appointed as Non-Executive Directors w.e.f. May 15, 2025 and did not draw any remuneration during the year and therefore the ratio of their remuneration to median remuneration is not comparable and hence not stated.

[*] Mr. Arvind Chandrasekharan was appointed as the Whole Time Director and CEO May 5, 2025, therefore his prorated salary for the period has been compared with the median remuneration of the employees for the year.

b. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.

There has been no increase in the remuneration of Directors, Chief Financial Officer, Chief Executive Officer & Company Secretary during the FY 2025-26 as the Directors, Chief Financial Officer, Chief Executive Officer & Company Secretary as on March 31, 2026 were appointed during the FY 2025-26.

c. The percentage increase in the median remuneration of employees in the financial year was: 8%.

d. The number of permanent employees and workers on the rolls of the Company as on March 31, 2026: 614

e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentile increase of remuneration of employees increased by 8% during the financial year. Further, there was no increase in the remuneration of the managerial personnel, as they were appointed during FY 2025–26. Accordingly, average percentile increase is not comparable.

f. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid Annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

Annexure H

Details regarding the conservation of energy, technology absorption, foreign exchange earnings & outgo [Section 134(3)(m)]

A. Conservation of Energy

a. Steps taken or impact on conservation of energy

The Company continues to focus on improving energy efficiency across its manufacturing facilities through targeted initiatives, process optimisation, and deployment of energy-efficient technologies. As of March 31, 2026 approximately 23% of our total energy requirements comes from renewable sources. Key measures undertaken during the year are outlined below:

Chennai Location

- Installed idle timers in air leak testing machines (3 units) to optimise compressed air usage, resulting in savings of 15,000 kWh per annum.
- Deployed idle timers for purge compressed air systems (2 units), saving 661 kWh per annum.
- Implemented PLC-based automation for ventilation systems, resulting in savings of 11,880 kWh per annum.
- Upgraded to IE3 energy-efficient motors (4 units), resulting in savings of 11,421 kWh per annum.
- Commissioned a 100 KVAR APFCT panel to improve power factor (achieved PF: 0.995), resulting in savings of 86,901 kWh (reactive units) per annum.
- Installed idle timers for shop floor fans and lighting across 9 production lines during breaks, saving 708 kWh per annum.
- Implemented smart motion control systems for industrial fans (4 units), resulting in savings of 180 kWh per annum.

Pithampur Location

- Installed idle timers to automatically shut off fume extractor motors and compressed air systems during non-operational periods, enhancing overall energy efficiency.

b. Steps taken for utilisation of alternate energy sources

The Company has implemented site-level initiatives such as rooftop solar installations and renewable energy sourcing through Power Purchase Agreements (PPAs) to reduce dependence on grid-based electricity and lower Scope 2 emissions.

c. The capital investment on energy conservation equipment:

- Rooftop solar plant: INR 14.72 Million

B. Technology absorption:

The efforts made towards technology absorption-

- Development of **in-house transmission loss measurement capability** for acoustic performance evaluation.
- Initiation of **exhaust aftertreatment system architecture development** to meet upcoming emission regulations.
- Development of **aftertreatment system concepts for next-generation vehicle architectures**, including range extender vehicles with compact cold-end systems.
- Execution of **proof-of-concept programs for BS VII emission levels** for commercial vehicles, focusing on advanced technologies such as dual dosing and high-performance mixers.

The benefits derived-

- Enhanced **in-house engineering and validation capability**, reducing reliance on external resources.
- Improved **readiness for future emission norms** through early-stage system architecture development.
- Strengthened capability in **next-generation powertrain applications**, including electrified and hybrid platforms.
- Advancement in **emission control technologies**, enabling improved system efficiency and compliance with stricter regulations.

- **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

S. No.	The details of technology imported-	Whether the technology been fully absorbed-	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and –	The expenditure incurred on Research and Development-
1	Conceptualization of exhaust aftertreatment systems for future BS7 applications.	2025	Being Implemented	Under Installation
2	Passive acoustic valves technology in mufflers	2025	Being Implemented	Under Installation

C. Foreign exchange earnings and outgo

There are foreign exchange earnings of INR 1,379.32 Million in terms of actual inflows and foreign exchange outgo in terms of actual outflows were INR 3,391.87 Million during the year ended March 31, 2026. Export sales during the period were INR 945.74 Million.

For and on behalf of Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole Time Director & CEO
DIN: 08721916

Date: May 30, 2026
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791

Date: May 30, 2026
Place: California, USA

Annexure- C

Business Responsibility & Sustainability Report

2025-26



Section A

GENERAL DISCLOSURES

At Tenneco Clean Air India, sustainability is embedded in the way the business operates and creates long-term value. Guided by The Tenneco Way, the Company seeks to deliver responsible manufacturing, operational excellence, and trusted customer partnerships while maintaining a strong focus on people, products, the environment, and governance. As a key part of the automotive supply chain, Tenneco Clean Air India combines manufacturing capability, engineering discipline, and local execution to serve customers reliably and responsibly. This section presents an overview of the Company's organizational profile, operational footprint, workforce, and overall business context that together form the foundation of its Business Responsibility and Sustainability journey.

100+
years of
Tenneco Global legacy

2,000+
Workforce in India

11
Countries served
through exports



I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L29308TN2018FLC126510
2	Name of the Listed Entity	Tenneco Clean Air India Limited ("Tenneco Clean Air India/the Company")
3	Year of incorporation	2018
4	Registered office address	RNS2, Nissan Supplier Park, SIPCOT Industrial Park Oragadam Industrial Corridor, Sriperumbudur, Taluk, Kancheepuram, Tamil Nadu, India, 602105
5	Corporate address	Paras Twin Towers, 10th Floor, Tower - B, Village Haiderpur Viran, Sector - 54, Gurugram -122002, Haryana, India
6	E-mail	tennecoindiainfo@tenneco.com
7	Telephone	+91 124 4784 530
8	Website	www.tennecoindia.com
9	Financial year for which reporting is being done	April 1, 2025 – March 31, 2026
10	Name of the Stock Exchange(s) where shares are listed	a. BSE Limited b. National Stock Exchange of India Limited
11	Paid-up Capital (INR)	4,03,60,43,090
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Arvind Chandrasekharan, Whole Time Director & CEO Tel: +91 124 4784 530 Email: tennecoIndiaInvestors@tenneco.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures under this Report are made on a standalone basis.
14	Name of assurance provider	Adwin Advisory Services Private Limited
15	Type of assurance obtained	Reasonable assurance on Core parameters.

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Automotive Components	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Exhaust System of motor vehicles	29301	97.31%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	4	1*	5
International	-	-	-

*The number of offices do not include the warehouses of the Company

19. a. Markets served by the entity:

Locations	Number
National (No. of States)	14
International (No. of Countries)	11

b. What is the contribution of exports as a percentage of the total turnover of the entity ?

Exports contributed about 4% of the total turnover of the Company during the reporting period.

c. A brief on types of customers

The Company manufactures and supplies critical, highly engineered and technology intensive clean air solutions to all major Automotive Original Equipment Manufactures (OEMs). Its 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").

IV. Employees

At Tenneco Clean Air India, our employees are the foundation of our success. We are committed to fostering a workplace that values people, promotes growth, and encourages every individual to reach their full potential. Guided by our People, Performance, and Pride (P3) philosophy, we empower employees through meaningful development opportunities, a culture of accountability and recognition, and an unwavering focus on health, safety, and wellbeing. By investing in our people and creating an inclusive, supportive environment, we enable our employees to thrive both professionally and personally, while driving sustainable growth and long-term value for the organization.

20. Details as at the end of financial year (FY2025-26)

a. Employees and workers (including differently abled)

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1	Permanent (D)	415	398	95.90%	17	4.10%
2	Other than Permanent (E)	10	8	80.00%	2	20.00%
3	**Total employees (D + E)**	**425**	**406**	**95.53%**	**19**	**4.47%**
	WORKERS					
4	Permanent (F)	199	199	100.00%	-	-
5	Other than Permanent (G)	1,906	1,818	95.38%	88	4.62%
6	**Total workers (F + G)**	**2,105**	**2,017**	**95.82%**	**88**	**4.18%**

b. Differently abled Employees and workers

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1	Permanent (D)					
2	Other than Permanent (E)			Nil		
3	**Total employees (D + E)**					
	DIFFERENTLY ABLED WORKERS					
4	Permanent (F)					
5	Other than Permanent (G)			Nil		
6	**Total workers (F + G)**					

21. Participation/Inclusion/Representation of women

Representative Stakeholder	Total (A)	No. and percentage of Females (B)	
		No. (B)	% (B / A)
Board of Directors (BOD)	8	1	12.50%
Key Management Personnel (KMP)*	3	1	33.33%

**Key Management Personnel includes the CEO & Whole-time Director of the Company who is also on Board of the Company.*

22. Turnover rate for permanent employees and workers

	FY 2025-26 (Turnover rate in current FY)			FY 2024-25 (Turnover rate in previous FY)			FY2023-24 (Turnover rate in prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Turnover rate for Permanent Employees (%)	19.54%	36.36%	20.44%	24.12%	10.26%	23.34%	22.96%	23.08%	22.97%
Turnover rate for Permanent Workers (%)	0.50%	0.00%	0.50%	0.00%	0.00%	0.00%	0.50%	0.00%	0.50%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Tenneco Mauritius Holdings Limited	Holding Company	60.22%	No
2	Tenneco Automotive India Private Limited	Subsidiary Company	100%	No
3	Federal-Mogul Ignition Products India Limited	Subsidiary Company	100%	No
4	Federal-Mogul Bearings India Limited	Subsidiary Company	99.37%	No
5	Federal-Mogul Sealings India Limited	Subsidiary Company	89.89%	No

VI. CSR details

Tenneco Clean Air India is committed to driving meaningful and sustainable change in the communities it serves. Through its CSR initiatives, the Company focuses on key areas such as education, skill development, healthcare, sports promotion, and community welfare. Its programs include enhancing employability through vocational training and apprenticeship opportunities, promoting preventive healthcare through medical and screening camps, supporting environmental conservation initiatives, and encouraging sporting excellence by supporting athletes and para-athletes. Through these efforts, Tenneco Clean Air India seeks to create a lasting positive impact and contribute to inclusive and sustainable development.

24. Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) **Yes**

i. Turnover (in INR) – **INR 22,885.20 Million**

ii. Net worth (in INR) – **INR 60,380.68 Million**

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, provide weblink of the policy)	FY 2025-26			FY 2024-25		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Refer Note 1	-	-	-	-	-	-
Investor (Other than Shareholders)	Refer Note 1	-	-	-	-	-	-
Shareholders	Refer Note 1 & 2	165	-	-	-	-	-
Employees and workers	Refer Note 1 & 4	14	-	-	1	-	-
Customers	Refer Note 1 & 3	1	-	-	-	-	-
Value Chain Partners	Refer Note 1	-	-	-	-	-	-
Others (please specify)*	Refer Note 1	4	-	-	2	-	-

**Other Complaints include anonymous complaints made through whistleblower complaint mechanism of the Company*

Notes:

1. Tenneco Clean Air India is committed to fostering a culture of integrity, transparency, and accountability across all its stakeholder groups, including employees, workers, customers, suppliers, value chain partners, shareholders, and communities. The Company promotes a strong "Speak Up" culture and encourages stakeholders to raise concerns, grievances, or suspected violations of law, policy, or the Tenneco Code of Conduct through appropriate reporting channels including the Tenneco Ethics & Compliance Hotline—an independent, 24/7 reporting mechanism that offers anonymity where permitted by law and protection against retaliation. All concerns are reviewed and investigated confidentially and are addressed through defined governance and remediation processes. This framework reinforces Tenneco Clean Air India's commitment to ethical business practices, stakeholder trust, and responsible corporate citizenship.

2. The Company has implemented a dedicated Investor Grievance Redressal Policy in compliance with Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Investor grievances are initially handled by the Registrar and Transfer Agent (MUFG Intime India Private Limited) and may be escalated to the Compliance Officer of the Company. In case of non-resolution, complaints may be further escalated through SEBI's SCORES platform. The policy defines a resolution timeline of 21 calendar days, provides a structured escalation matrix and ensures periodic reporting to the Board and stock exchanges. The policy is available at https://tennecoindia.com/investor-relations/corporate-governance-policies/ and details on SEBI SCORES are available at https://scores.sebi.gov.in/.

3. Tenneco Clean Air India has established formal mechanisms to address customer-related grievances covering product quality, safety, ethical marketing and data privacy concerns. Complaints and concerns are escalated internally through designated business and functional teams.

4. The Company did not have a formal mechanism to record employee complaints in FY 2024-25. The reported Complaint has been received through whistle blower mechanism of the Company.

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Product Quality and Safety	Risk/ Opportunity	Tenneco Clean Air India operates in a highly quality-sensitive automotive sector where product defects can directly impact vehicle safety and customer trust. Failure to maintain stringent quality standards may result in recalls, warranty claims, and loss of OEM relationships. Maintaining superior quality enhances reputation and strengthens long-term customer partnerships.	Tenneco Clean Air India ensures product quality and safety through globally aligned quality management systems and a strong customer-centric approach. The four manufacturing facilities of the Company have achieved 100% certification under IATF 16949, ISO 9001. Close collaboration with OEM customers across the product lifecycle enables timely resolution of feedback and complaints through coordinated efforts of engineering, manufacturing, and quality teams. This is supported by a localized manufacturing footprint near key OEM hubs. Quality is further reinforced through IATF-certified systems and a "first-time-right" approach, ensuring reliability, continuous improvement, and responsiveness via accessible customer communication channels.	Positive and Negative
2	Carbon Emissions	Opportunity	Increasing regulatory focus and industry transition toward low-emission technologies create opportunities for growth in emission control solutions. As an automotive component manufacturer focused on clean air technologies, addressing carbon emissions aligns with evolving market demand and regulatory trends. This enables the Company to expand its product portfolio and strengthen market positioning.	The Company has a roadmap to be technology ready to meet the upcoming BSVII/CAFE Regulations in next 3-5 years.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Occupational Health and Safety	Risk/ Opportunity	Manufacturing operations involve exposure to machinery, high temperatures, and industrial processes, which pose risks to employee health and safety. Ineffective safety management may lead to workplace incidents, resulting in injuries, regulatory action, and operational disruptions. Without adequate mitigation measures, such incidents could lead to financial penalties, increased insurance costs, and reputational damage. Strengthening safety practices enhances workforce productivity and reduces downtime.	Tenneco Clean Air India adopts a structured and proactive approach to managing health and safety risks through well-established systems, continuous monitoring, and capability-building initiatives. The organisation undertakes regular hazard identification, incident reporting, and employee training programs to promote safe work practices across operations. This approach is anchored in Tenneco's global Environment, Health and Safety (EHS) Policy, the ISO 45001:2018 Occupational Health and Safety Management System, and the P3 (People, Performance, Pride) Operating Standard, which places employee safety at the core of operational excellence. Manufacturing facilities are certified to ISO 45001 and ISO 14001, enabling systematic risk assessment, regulatory compliance, and continuous improvement through periodic internal and external audits.	Positive and Negative
4	Corporate Governance	Risk/ Opportunity	Strong corporate governance is essential to ensure transparency, ethical conduct, and regulatory compliance. Weak governance frameworks may lead to fraud, mismanagement, or legal non-compliance, impacting stakeholder confidence. Effective governance enhances decision-making, ensures accountability, and strengthens investor trust, which is critical in maintaining access to capital and long-term business sustainability.	Tenneco Clean Air India operates within a well defined governance framework which includes entity-level policies, procedures, and operating practices tailored to the requirements of India operations. The Company's governance structure is led by a strong and experienced Board of Directors, supported by various Board Committees, which provide oversight on strategy, risk management, compliance, ethics, sustainability, and stakeholder interests. This governance framework promotes accountability, transparency, and responsible decision-making across the organization. The Company implements policies, standards, and management systems aligned with the principles of responsible business conduct and the NGRBC. These frameworks promote ethical conduct, regulatory compliance, employee well-being, human rights, environmental stewardship, responsible sourcing, data protection, and product responsibility.	Positive and Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Business Ethics and Conduct	Risk	Tenneco Clean Air India operates in an environment where risks related to bribery, corruption, and unethical conduct may arise. Any breach of ethical standards can lead to legal actions, financial penalties, and reputational damage. Maintaining a strong ethical culture is critical for sustaining stakeholder trust.	Tenneco Clean Air India embeds integrity and ethical conduct across all operations, with a zero-tolerance approach to bribery and corruption. This is supported by a robust anti-corruption framework anchored in the Tenneco Code of Conduct, enabling structured identification and mitigation of ethical risks. Regular training and awareness programmes, conducted through digital and in-person formats, reinforce employee understanding and ensure consistent adherence to established ethical standards.	Negative
6	Risk Management	Risk	Exposure exists across operational, financial, regulatory, and strategic dimensions, making effective risk oversight critical. Weak or inadequate risk management practices can result in unexpected disruptions, financial setbacks, and regulatory non-compliance. Establishing a strong risk management framework is essential to proactively identify, assess, and address emerging risks while ensuring timely and effective responses.	Tenneco Clean Air India manages risks through a robust risk management and internal control framework. Oversight is provided by the Risk Management Committee, Audit Committee and Board all chaired by Independent Directors. The Committee periodically evaluates key business, operational, sustainability, and ESG-related risks and monitors the effectiveness of mitigation measures to support the Company's long-term resilience and sustainable growth.	Negative
7	Human Capital	Risk/ Opportunity	A capable and well-trained workforce is essential for sustaining manufacturing efficiency and driving innovation. Challenges such as high employee turnover, skill shortages, or low engagement levels can adversely affect productivity and operational performance. Focusing on employee development and retention supports innovation, improves efficiency, and strengthens long-term outcomes.	Tenneco Clean Air India promotes continuous workforce development through structured training and learning programmes focused on technical skills, health and safety, quality standards, and human rights awareness. Mandatory safety inductions, refresher training, toolbox talks, and role-specific learning interventions are provided to employees and contract workers. Through leadership development initiatives such as Tenneco University (Tenn U) and the Emerging Leaders Program, the Company fosters professional growth, strengthens leadership pipelines, and equips employees with the skills needed to succeed in a dynamic business environment.	Positive and Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Supply Chain Management	Risk	Dependence on supplier networks is critical for maintaining uninterrupted production. Disruptions arising from uncertainties, supplier instability may affect production timelines and lead to cost escalations.	Tenneco Clean Air India strengthens supply chain resilience through robust sourcing practices, comprehensive supplier qualification and review frameworks, diversified and dual-sourced procurement strategies, supplier localization, continuous engagement, and transparent governance mechanisms.	Negative

Section B

MANAGEMENT AND PROCESS DISCLOSURES

At Tenneco Clean Air India, our business responsibility and sustainability approach is supported by a defined governance and risk management framework, clear policies, and structured management processes. The CEO oversees the Company's ESG strategy and reporting, the Risk Management Committee reviews and mitigates sustainability-related risks, including ESG risks, and the Board provides ultimate oversight. Together, these mechanisms promote accountability, ethical conduct, compliance, and risk-informed decision-making across the organization.

100%
NGRBC Principles coverage through Company Policies

CEO-led
ESG Oversight and overall Sustainability Strategy



Policy and Management Processes

1	a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes. Tenneco Clean Air India is guided by Tenneco Group's enterprise-wide policies & governance framework, further supplemented by entity-level policies, procedures, and operating practices adopted by the India business. Together, these collectively cover the core elements of all nine NGRBC Principles. Responsible business conduct is embedded through a structured set of policies, standards, codes, and management systems that support ethical conduct, employee well-being, human rights, environmental stewardship, product responsibility, responsible sourcing, data privacy, and stakeholder engagement across the organization.

S. No.	Tenneco Clean Air India's Policies	NGRBC Principle								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Code of Conduct for Directors and Senior Management	✓								
2	Code of Practices & Procedures for Fair Disclosure of UPSI	✓			✓					
3	Insider Trading Code (SEBI PIT)	✓			✓					
4	Whistle Blower & Vigil Mechanism Policy	✓			✓					
5	Corporate Social Responsibility (CSR) Policy	✓			✓		✓		✓	
6	Dividend Distribution Policy	✓			✓					
7	Employee Stock Option Scheme (ESOS) 2025	✓		✓						
8	Grievance Redressal Policy (Security holders / investors)	✓			✓					
9	Nomination and Remuneration Policy	✓		✓					✓	
10	Policy for Preservation of Documents	✓								
11	Policy on Determination of Materiality of Events/ Information	✓			✓					
12	Policy for Determining Material Subsidiary	✓			✓					
13	Policy on Materiality of Related Party Transactions and on dealing with RPT	✓			✓					
14	Workplace Harassment Prevention & Redressal Policy (POSH)	✓		✓		✓				
15	Code of Conduct	✓	✓	✓	✓	✓	✓	✓		✓
16	Environmental, Health and Safety (EHS) Policy		✓	✓			✓			
17	Supplier Code of Conduct	✓	✓	✓	✓	✓	✓			✓
18	Privacy Statement	✓			✓	✓				✓

NGRBC Principles:

✓ *P1 - Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent, and accountable.*

✓ *P2 - Businesses should provide goods and service in a manner that is sustainable and safe.*

✓ *P3 - Businesses should respect and promote the well-being of all employees, including those in their value chains.*

✓ *P4 - Businesses should respect the interests of and be responsive to all its stakeholders.*

✓ *P5 - Businesses should respect and promote human rights.*

✓ *P6 - Businesses should respect and make efforts to protect and restore the environment.*

✓ *P7 - Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.*

✓ *P8 - Businesses should promote inclusive growth and equitable development.*

✓ *P9 - Businesses should engage with and provide value to their consumers in a responsible manner*

S. No.	Disclosure Questions	NGRBC Principle								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	b. Has the policy been approved by the Board? (Yes/No)	Yes, where applicable. The relevant enterprise-wide policies and material entity-level policies applicable to Tenneco Clean Air India are approved at the appropriate governance level, including the Board where required, and in line with the Company's governance framework and delegation of authority.								
1	c. Web-Link of the Policies, if available.	Publicly available policy documents and related disclosures can be accessed through Tenneco Clean Air India's Investor Relations/Corporate Governance section. These pages host the key public policies and policy-supporting documents relevant to governance, ethics, human rights, environment, supplier expectations, and data privacy. **Relevant public web links:** • Tenneco Clean Air India – Corporate Governance Policies: https://tennecoindia.com/investor-relations/corporate-governance-policies/ In addition to the above public links, certain employee-facing internal policies, procedures, manuals, and operating guidelines are available on internal company systems/platforms.								
2.	Whether the entity has translated the policy into procedures. (Yes/No)	Yes. Tenneco Clean Air India operationalizes its policy framework through defined procedures, management systems, review mechanisms, and site-level execution processes. These include standardized operating models, compliance assurance processes, risk-based management approaches, training and awareness programmes, incident reporting and investigation mechanisms, supplier diligence processes, audits, corrective action tracking, and periodic management reviews to support implementation across operations.								
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, as applicable. Expectations relating to responsible business conduct are extended to suppliers through supplier-facing requirements, onboarding and contractual mechanisms, and corrective action processes.								
4.	National and international codes/ certifications/ labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.									

International Standards / Frameworks	NGRBC Principles								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
ISO 14001:2015 – Environmental Management Systems	✓	✓	✓			✓	✓		
ISO 45001:2018 – Occupational Health & Safety	✓	✓	✓	✓	✓				
IATF 16949 – Automotive Quality Management	✓	✓							✓
ISO 9001:2015 – Quality Management Systems	✓	✓	✓						
ISO/IEC 17025 – Testing & Calibration (R&D / Labs)	✓	✓	✓						
ISO 27001 / TISAX – Information Security Management	✓	✓	✓	✓					✓

Policy and Management Processes

S. No.	Disclosure Questions	NGRBC Principle								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Sustainability is an integral part of our business strategy, and we remain committed to advancing our environmental, social, and governance priorities. To drive measurable progress, the Company has set the following Environmental goals: • Achieve 50% renewable energy usage by 2030. • Reduce Scope 1 and Scope 2 GHG emissions by 50% by 2030, from a baseline of 2024.								
6.	Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	We regularly assess our performance against established goals and implement appropriate measures whenever required. Our robust governance mechanism provides ongoing oversight and monitoring of progress toward achieving these goals. During the reporting period, performance of the Company is as under: • 23% of Total Energy Consumption from Renewable sources. • 16% reduction in Scope 1 & 2 GHG Emissions.								
Governance, Leadership & Oversight										
7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	At Tenneco Clean Air India, sustainability is integrated with our strategy to build a cleaner, more efficient and resilient manufacturing business. Our focus is to reduce environmental intensity, strengthen operational discipline, support cleaner mobility solutions, and meet the evolving expectations of customers, regulators and stakeholders across the automotive value chain. During FY 2025-26, we made measurable progress in improving our environmental performance. Overall Scope 1 and Scope 2 emissions reduced by approximately 16%, supported by a cleaner energy mix, renewable energy procurement, rooftop solar initiatives and energy-efficiency measures. Resource efficiency remained another important area of progress. Water-use intensity also improved through enhanced monitoring and site-level optimisation measures. These outcomes are aligned with our broader business strategy. By investing in renewable energy, cleaner operations, efficient resource use and advanced emission-control technologies, we are strengthening cost resilience, regulatory readiness, customer confidence and long-term competitiveness. Our ESG agenda is also supported by a continued focus on safe operations, responsible sourcing, product quality, ethical conduct and value-chain engagement. Looking ahead, we will continue to scale initiatives that deliver measurable impact renewable energy, energy efficiency, emissions reduction, waste circularity, cleaner technologies and supplier ESG engagement. This will support our transition toward a lower-carbon, resource-efficient and future-ready business while creating sustained value for customers, employees, shareholders, suppliers, communities and the environment. **Arvind Chandrasekharan** Whole-time Director & CEO Tenneco Clean Air India								
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Whole Time Director and CEO of the Company is responsible for the implementation of the Company's ESG strategy, reporting and related sustainability agenda.								

S. No.	Disclosure Questions	NGRBC Principle								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	The Board of Directors provides overall oversight of the Company's sustainability governance and is responsible for guiding key decisions related to ESG matters. It actively evaluates and monitors the Company's environmental, social, governance, and economic priorities, ensuring that sustainability considerations are integrated into business strategy and operations. Yes. The Whole Time Director and CEO oversee the Company's ESG strategy and reporting, while the leadership team drives the ESG strategy and sustainability-related decisions.								

10. Details of review of NGRBC by the Company

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (annually/half-yearly/quarterly/ other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Performance against the Company's Business Responsibility and Sustainability policies is reviewed by senior leadership through established management processes. Updates on key aspects of such reviews are shared with the Board and with relevant Board Committees.									Periodically								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliance	Compliance with statutory and regulatory requirements is reviewed through the Company's governance and risk management systems and appropriately reported to the various committees of the Board including the Audit Committee									Quarterly								

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/ No). If yes, provide name of the agency.

No, the Company has not carried out independent assessment/evaluation of the working of its policies. However, the Company's Manufacturing facilities are regularly audited by accredited external certification bodies for compliance with global and local standards such as ISO 14001 (Environmental Management), ISO 45001 (Occupational Health & Safety) and IATF 16949 / ISO 9001 (Quality Management) which include the working of its few business policies. In addition, external audit firms support internal audit and compliance reviews covering EHS, ethics, anti-corruption, and operational controls.

To ensure effective policy implementation and governance, we operate a robust functional review process complemented by independent internal audits covering key policies and controls. The audits are conducted by external firm covering and are supplemented by periodic third-party assessments across business units, fostering transparency, accountability, and continuous improvement. Manufacturing facilities are regularly audited by accredited external certification bodies for compliance with global and local standards such as ISO 14001 (Environmental Management), ISO 45001 (Occupational Health & Safety) and IATF 16949 / ISO 9001 (Quality Management)

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable



Nil

Bribery/corruption charges against our BoD/KMPs/employees/ workers by law enforcement agency

Nil

Corruption/conflicts of interest complaints against the Director/KMPs



PRINCIPLE 1:

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

At Tenneco Clean Air India, integrity is the foundation of how we conduct business and make decisions. Our Code of Conduct emphasizes that achieving business results is important, but equally important is the manner in which those results are achieved. Employees, leaders, directors, and third parties acting on our behalf are expected to uphold the highest standards of ethical behavior, comply with applicable laws and regulations, maintain accurate records, avoid conflicts of interest, and foster a culture of honesty and accountability.

Transparency and accountability are reinforced through open communication, responsible decision-making, and a strong speak-up culture where employees are encouraged to raise concerns without fear of retaliation. We promotes ethical leadership, fair business practices, protection of confidential information, and respect for all stakeholders. By embedding these principles into our governance framework and day-to-day operations, we strive to earn and maintain the trust of employees, customers, suppliers, shareholders, and the communities in which we operate.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programs on any of the principles during the financial year:

Segment	Total number of training and awareness programs held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programs
Board of Directors	1	P4	100%
Key Managerial Personnel	14	P1, P2, P3, P4, P5, P6, P8, P9	100%
Employees** other than BoD and KMPs	151	P1, P2, P3, P4, P5, P6, P8, P9	79.3%
Workers**	92*	P1, P2, P3, P4, P5, P6, P8, P9	64.0%

**During the year under review, the Company did not maintain a robust framework for recording training and awareness session provided to contractual workers. However, all contractual workers inducted during the year underwent a comprehensive induction programme covering Environment, Health and Safety (EHS), Skill development, Human Rights and other material aspects relevant to their role. In addition, contractual workers receive periodic training based on the specific competencies required for their job functions, as well as refresher training at appropriate intervals considering the time elapsed since their last training session.*

***Employees and workers include both permanent and other than permanent/contractual (including part time)*

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

		Monetary			
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty / Fine		NIL			
Settlement		NIL			
Compounding fee		NIL			

	Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment		NIL			
Punishment		NIL			

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case details	Name of the regulatory / enforcement agencies / judicial institutions
	Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. At Tenneco Clean Air India, integrity remains fundamental to the way we conduct business across all aspects of our operations. Ethical conduct is embedded in our organizational culture, and the Company maintains a strict zero-tolerance approach towards bribery and corruption in any form.

We manage anti-corruption risks through a mature, risk-based ethics and compliance framework designed to prevent, detect, and address corruption. The program is anchored by our Code of Conduct and Anti-Corruption Policy, and is supported by related policies governing gifts and hospitality, community and government affairs, and whistleblower reporting. Employees receive periodic anti-bribery and anti-corruption training, supplemented by annual Code of Conduct training, with enhanced role-specific training for higher-risk functions and new hires. https://tennecoindia.com/investor-relations/corporate-governance-policies/

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2025-26	FY 2024-25
Directors	Nil	Nil
KMPs		
Employees		
Workers		

Note: No law enforcement agency has initiated disciplinary action against any Director, Key Managerial Personnel (KMP), employee, or worker on charges related to bribery or corruption.

6. Details of complaints regarding conflict of interest:

	FY 2025-26		FY 2024-25	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the directors	Nil	-	Nil	-
Number of complaints received in relation to issues of conflict of interest of the KMPs	Nil	-	Nil	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables (Accounts payable * 365) / Cost of goods / Services procured) in the following format

	FY 2025-26	FY 2024-25
Number of days of accounts payables	126	95

9. Open-ness of business

Provide details of concentration of purchase and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	6.47%	6.58%
	b. Number of trading houses where purchase is made from	3	3
	c. Purchase from top 10 trading houses as % of total purchase from trading houses	100%	100%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	N.A.	N.A.
	b. Number of dealers / distributors to whom sales are made	N.A.	N.A.
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	N.A.	N.A.
Share of RPTs in	a. Purchases (Purchases with related parties / total purchases)	0.71%	0.63%
	b. Sales (Sales to related parties / total sales)	3.27%	3.14%
	c. Loans & Advances (Loans & Advances given to related parties / total loans & advances)	48.09%	62.47%
	d. Investments in related parties / total investments made	100%	100%

LEADERSHIP INDICATORS

1. Awareness programs conducted for value chain partners (VCP) on any of the principles during the financial year:

Total number of awareness programs held for VCP	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programs
The Company does not currently conduct awareness programs for its value chain partner.		

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes. In addition to the general Code of Conduct and Conflict of Interest Policy, the Company has instituted a dedicated Code of Conduct for the Board of Directors and Senior Management. These policies set out clear expectations and guidance for identifying, avoiding and disclosing actual or potential conflicts of interest. Directors and Senior Management annually affirm their adherence to the Code through formal declarations, while any changes in disclosures of interest are periodically reviewed and communicated to the Board. The Code of Conduct is publicly available on the Company's website at the link provided above.

The Code of Conduct is accessible on our website and can be viewed at:
https://tennecoindia.com/investor-relations/corporate-governance-policies/

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 2

Businesses should provide goods and services in a manner that is sustainable and safe.

100%
Of R&D investment in specific technologies to improve E&S impact of product & processes.

11.0%
Recycled steel in total material input

11.5%
Capex is primarily directed towards upgrading facilities with energy-efficient, low-emission technologies.



PRINCIPLE 2:

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

At Tenneco Clean Air India, we are proud of our many cutting-edge solutions that contribute to long-term sustainability and innovation within the automotive industry. The products that our Clean Air business segments produce support emission systems for nearly all major original equipment manufacturers (OEMs) in India. With strong support from the parent company, we maintain a product portfolio comprising value-added, reliable, and future-ready solutions, reflecting our steadfast commitment to producing safe, efficient, and high quality components for the automotive sector. Our state-of-the-art emission control technologies not only mitigate harmful pollutants but also help our OEM to adhere to evolving regulatory standards. At Tenneco Group by relentlessly researching and developing innovative, high-performance products, we contribute to the sector-wide transition to the future of clean transportation. We manage and monitor our use of chemical substances, so that we follow processes for safe, responsible, and compliant use of materials to mitigate any health and safety or environmental concerns in our products. We inform our suppliers of the hazardous substances that must be excluded from our products through our restricted substance lists, which support our commitment to fully comply with all applicable regulatory and customer standards. We utilize our end-to-end suite of development and testing capabilities to engineer the next generation of fuel-efficient components, contributing to a cleaner future for the automotive industry. Our product portfolio plays a crucial role in driving advancements and enhancing efficiencies across a wide range of vehicle types and components. In line with our commitment to supporting a circular economy, we continue to explore opportunities to increase the use of recycled and lower-footprint materials in our operations. We work collaboratively with suppliers to evaluate sustainable material alternatives, including recycled steel and other lower-carbon inputs, while ensuring compliance with customer quality and performance requirements. Through these efforts, we seek to integrate sustainability considerations into both our material sourcing and waste management practices and contribute to more sustainable resource flows across the value chain.

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
R&D	100%	100%	R&D investments are focused on developing advanced emission control technologies and cleaner air solutions, enabling reduction of vehicular emissions and compliance with evolving regulatory standards.
Capex	11.53%	0.39%	Capex is primarily directed towards upgrading manufacturing facilities with energy-efficient, low-emission technologies and pollution control systems, improving operational sustainability and workplace safety.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes. Tenneco Clean Air India has procedures in place for sustainable sourcing, which are implemented through the Company's Supplier Code of Conduct and related supplier qualification, and oversight processes. These procedures set expectations for suppliers on ethical business conduct, human rights and labour practices, health and safety, environmental responsibility, and compliance with applicable laws.

b. **If yes, what percentage of inputs were sourced sustainably?**

Currently, there is no established process in place to track the percentage of inputs sourced sustainably.

However, all the suppliers confirm their compliance with Tenneco Clean Air India's Supplier Code of Conduct, which mandates adherence to:

- Ethical business practices
- Human rights and fair labour standards
- Health and safety requirements
- Environmental responsibility
- Compliance with applicable laws and regulations

3. **Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging); (b) E-waste; (c) Hazardous waste; and (d) other waste.**

As our primary products are automotive components supplied directly to automotive OEMs for vehicle manufacturing, we do not reclaim products at the end of their life cycle, as we do not have direct involvement with or control over the end users of the vehicles. We remain committed to minimizing our environmental impact by promoting responsible resource utilization, waste reduction, and recycling initiatives across our operations.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes. Extended Producer Responsibility (EPR) requirements are applicable to the Company for relevant waste streams, in accordance with the prevailing regulatory framework. The Company has established processes for the collection, segregation, and channelisation of such waste through authorised recyclers and waste-management partners as per the waste management plan submitted to Pollution Control Board.

LEADERSHIP INDICATORS

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link.
Nil					

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the life cycle perspective / assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

The Company has not completed a Life cycle assessment of its products.

Name of Product / Service	Description of the risk / concern	Action Taken
Nil		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2025-26	FY 2024-25
Recycled Steel	11.05%	8.83%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2025-26			FY 2024-25		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)						
E-waste		-			-	
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category. Indicate product category Reclaimed products and their packaging materials as % of total products sold in respective category

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
	Nil

Note: As our primary products are automotive components supplied directly to automotive OEMs for vehicle manufacturing, we do not reclaim products at the end of their life cycle, as we do not have direct involvement with or control over the end users of the vehicles.

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

80%

Plants and offices assessed for health & safety and working conditions

100%

Returned to work rate for Permanent Employees



PRINCIPLE 3:

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

We believe that our employees are our greatest asset. Their expertise, dedication, and innovative spirit enable us to deliver value to our customers and stakeholders while advancing the future of mobility. We are committed to fostering an inclusive, collaborative, and high-performance workplace where employees are empowered to grow, contribute, and reach their full potential. Guided by our purpose and values, we strive to create a people-centric culture that attracts and develops top talent, encourages continuous learning, and recognizes individuals for their performance, teamwork, and commitment to excellence. The health, safety, and well-being of our employees remain a top priority. Our approach is supported by a comprehensive, risk-based Environmental, Health and Safety (EHS) framework, robust compliance processes, and established procedures for hazard management, incident prevention, and emergency response. Through a strong safety culture and continuous awareness programs, we are committed to providing a safe and healthy work environment for everyone. By fostering a workplace built on respect, accountability, and collaboration, and by investing in the development and well-being of our people and communities, we aim to create a positive and sustainable foundation for long-term shared success.

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Employees											
Male	398	398	100%	398	100%	-	-	398	100%	-	-
Female	17	17	100%	17	100%	17	100%	-	-	-	-
Total	**415**	**415**	**100%**	**415**	**100%**	**17**	**100%**	**398**	**100%**	**-**	**-**
Other than Permanent Employees											
Male	8	8	100%	8	100%	-	-	-	-	-	-
Female	2	2	100%	2	100%	2	100%	-	-	-	-
Total	**10**	**10**	**100%**	**10**	**100%**	**2**	**100%**	**-**	**-**	**-**	**-**

b. Details of measures for the well-being of workers:

Category	Total (A)	% of Workers covered by									
		Health insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Workers											
Male	199	199	100%	199	100%	-	-	199	100%	-	-
Female						Nil					
Total	**199**	**199**	**100%**	**199**	**100%**	**-**	**-**	**199**	**100%**	**-**	**-**
Other than Permanent Workers											
Male	1,818	1,818	100%	1,818	100%	-	-	-	-	-	-
Female	88	88	100%	88	100%	88	100%	-	-	-	-
Total	**1,906**	**1,906**	**100%**	**1,906**	**100%**	**88**	**100%**	**-**	**-**	**-**	**-**

c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

	FY 2025-26	FY 2024-25
Cost incurred on well-being measures as a % of total revenue of the Company	0.1%	0.1%

2. Details of retirement benefits, for Current FY and Previous financial year.

Benefits	FY 2025-26			FY 2024-25		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
Employee Provident Fund	97.60%	100%	Y	96.2%	100%	Y
Gratuity	97.60%	100%	N.A.	96.2%	83.33%	N.A.
Employees' State Insurance (ESI)	N.A.	60.00%	Y	N.A.	74.27%	Y
Others (if any)	-	-	-	-	-	-

Note: Includes Permanent and Other than Permanent Employees and workers respectively.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

We are committed to fostering an inclusive and accessible environment for all stakeholders, including persons with disabilities. In line with our values and our commitment to equal opportunity, we continuously work towards enhancing the accessibility of our facilities and infrastructure to ensure a safe, convenient, and welcoming experience for employees, visitors, and other stakeholders.

Currently, all premises/offices do not have disabled-accessible infrastructure as per the requirements consistent with the requirements of the Rights of Persons with Disabilities Act, 2016. However, we are committed to further strengthen accessibility across our facilities in a phased manner, with the objective of creating a more inclusive workplace that enables all individuals to participate and thrive without barriers.

We are preparing our sites to meet the prescribed minimum mandatory standards and are working toward achieving accessibility for all locations. Accessibility and inclusion remain integral to our values, and we are committed to providing an environment that enables equal access and opportunities for everyone.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, we have an equal employment opportunity policy, which is available at the internal Company systems/platforms.

We believe a broad range of backgrounds and experiences drives innovation and supports a balanced workplace. We remain committed to providing equal employment opportunities and fostering a workplace where all individuals are treated with fairness, dignity, and respect. Accordingly, we strive to eliminate bias and discrimination from our policies, practices, and decision-making processes, while promoting equitable opportunities for all employees. We are focused on building a workforce that reflects diverse perspectives and experiences and on creating an inclusive environment where everyone can thrive.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

S. No.	Particulars	Permanent Employees			Permanent Workers		
		Male	Female	Total	Male	Female	Total
1.	Returned to work rate	100%	100%	100%	Nil[1]	NA[2]	-
2.	Retention rate	Nil[3]	Nil[4]	-	Nil[5]	NA[2]	-

[1]*No permanent male worker took Parental leave.*
[2]*No permanent female worker employed.*
[3]*No Permanent male employee took Parental Leave in the previous FY*
[4]*No permanent female employee took Maternity leave in the previous FY*
[5]*No permanent male worker took Parental leave.*

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Employee/Worker details	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers Other than Permanent Workers Permanent Employees Other than Permanent Employees	Yes. Employees can raise grievances through multiple channels, including the Gemba Walk interactions, shop-floor connect programs, periodic communication forums, and direct engagement with supervisors and HR representatives. Where applicable, grievances may also be addressed through mechanisms established under relevant labour laws, including the Industrial Disputes Act. In addition, employees have access to a dedicated Whistleblower Hotline, a confidential reporting channel that enables individuals to raise concerns, seek guidance, or report potential violations of the Company's values, policies, or applicable laws. The Hotline can be accessed via the web or telephone, is administered by an independent third party, and allows for anonymous reporting where permitted by law. The Company is committed to ensuring that concerns can be raised without fear of retaliation, fostering a culture of transparency, accountability, and open communication. At locations with recognised unions, concerns can also be raised through structured union meetings.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2025-26			FY 2024-25		
	Total employees / workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees						
Male	398	Nil	-	383	Nil	-
Female	17	Nil	-	26	Nil	-
Total Permanent Workers						
Male	199	189	94.97%	200	191	95.50%
Female	Nil	Nil	-	Nil	Nil	-

8. Details of training given to employees and workers

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and Safety Measures		On Skills upgradation		Total (D)	On Health and Safety Measures		On Skills upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	398	92	23.12%	255	64.07%	380	151	39.74%	251	66.05%
Female	17	3	17.64%	11	64.71%	27	3	11.11%	8	29.63%
Total	**415**	**95**	**22.89%**	**266**	**64.10%**	**407**	**154**	**37.84%**	**259**	**63.64%**
Workers										
Male	1,818	1,204	66.23%	1,204	66.23%	1,787	520	29.10%	520	29.10%
Female	88	23	26.14%	23	26.14%	88	17	19.32%	17	19.32%
Total	**1,906**	**1,227**	**64.38%**	**1,227**	**64.38%**	**1,875**	**537**	**28.64%**	**537**	**28.64%**

9. Details of performance and career development reviews of employees and workers

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B/A)	Total (A)	No. (B)	% (B/A)
			Employees[1]			
Male	398	346	86.9%	380	330	86.8%
Female	17	10	58.8%	27	21	77.8%
Total	**415**	**356**	**85.8%**	**407**	**351**	**86.2%**
			Workers[2]			
Male	199	199	100%	200	200	100%
Female	-	-	-	-	-	-
Total	**199**	**199**	**100%**	**200**	**200**	**100%**

Notes:

1. As per the Company's policy, all employees are eligible for an annual performance review conducted on a calendar-year basis (January to December). Employees not covered in the above table primarily joined between January and March 2026 and will be included in the next performance review cycle.

2. In accordance with the Long-Term Settlement Agreement, all permanent workers undergo a comprehensive assessment every three years. The purpose of this assessment is to review their performance, qualifications, and adherence to organizational requirements, ensuring that they remain capable of fulfilling their roles effectively and in line with contractual obligations.

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?

Yes. Occupational health and safety management systems have been implemented across all the Company's manufacturing locations.

The health and safety of our employees remain at the forefront of our business. Our approaches are fortified by a systemic, risk-based compliance and hazard management strategy as well as policies and standard procedures for incident prevention and emergency response. We deploy a variety of safety protocols and communication programs, including cardinal rules, a Serious Injury and Fatality (SIF) prevention program, a daily safety touchpoint engagement strategy, and a set of Environmental, Health, and Safety (EHS) imperatives to advance and guide our safety management processes.

Our safety management systems are overseen by an experienced team of EHS leaders and operationalized through a structured framework that includes policies and procedures for compliance assessments, risk mitigation, and comprehensive training. Our management systems have been developed based on the ISO 45001 standard, which lays a strong foundation for our teams to effectively detect safety risks and engage in hazard management procedures and corrective actions. The management systems are audited on a regular basis to verify compliance. Our all four (4) manufacturing facilities i.e. two at Chakan, one in Chennai and one facility at Pithampur are certified to ISO 45001:2018, confirming the presence of comprehensive systems to manage occupational health and safety risks and safeguard employee health and well-being across the facilities.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

At Tenneco Clean Air India, identifying workplace hazards and assessing associated risks are fundamental elements of our Environment, Health and Safety (EHS) management system. We adopt a proactive approach to risk management through regular hazard identification, safety reviews, compliance monitoring, and incident reporting processes to ensure a safe and healthy workplace for all employees, contractors, and visitors.

On a routine basis, all manufacturing facilities conduct structured hazard identification and risk assessment activities covering production operations, maintenance activities, material handling, contractor work, and other operational processes. These assessments are supported through regular shop-floor inspections, safety observations, plant walkthroughs, incident reviews, and compliance monitoring programs. Safety performance is continuously tracked through defined EHS metrics, daily safety routines, periodic audits, and management reviews. For non-routine activities such as maintenance shutdowns, equipment modifications, project implementation, contractor activities, and other higher-risk tasks, task-specific risk assessments are carried out before work begins. These assessments are designed to identify potential hazards, evaluate risk exposure, and establish appropriate control measures to prevent incidents and injuries. Tenneco Clean Air India's Serious Injury and Fatality (SIF) Prevention Program emphasizes the identification and management of activities with the potential for severe consequences. Through risk assessments, incident reviews, preventive actions, and emergency preparedness initiatives, the program helps strengthen controls for critical risks and reinforces safe operating practices. These processes are supported by ongoing employee training, leadership engagement, and continuous improvement initiatives that enable employees at all levels to actively participate in hazard identification, risk assessment, and safety performance improvement.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, The Company has established processes that enable employees and workers to report work-related hazards, unsafe conditions, unsafe acts, and near-miss incidents through digital reporting tools, safety engagement forums, shop-floor interactions, and HR grievance channels. All reported concerns are reviewed by supervisors, EHS personnel, and plant leadership, and appropriate corrective actions are implemented. The Company also empowers employees and workers to stop work or remove themselves from situations they believe pose a health or safety risk, without fear of retaliation. This approach is supported by established safety protocols, employee training, and leadership commitment, reinforcing safety as the Company's highest priority.

d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Employees:

Yes. Employees of the Company have access to non-occupational medical and healthcare services across all locations. To support employee well-being and financial security, the Company provides annual medical check-ups, Group Medical Insurance, Group Personal Accident Insurance, wherever applicable. These benefits are designed to facilitate timely access to healthcare services, promote preventive health management, and provide financial assistance in the event of medical emergencies or accidents.

Workers:

Yes. Workers of the Company have access to non-occupational medical and healthcare services across its operations. Eligible workers are covered under the Employees' State Insurance Corporation (ESIC) scheme, which provides comprehensive medical care and healthcare benefits for insured persons and their dependents, including outpatient treatment, hospitalization, maternity benefits, sickness benefits, and disability-related support, as applicable under the scheme. In addition, workers are covered under statutory and contractual welfare provisions, where required, ensuring access to healthcare support and social security benefits.

11. Details of safety related incidents, in the following format:

Safety incident / numbers	Categories	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one Million person hours worked)	Employees & Workers	0.28	-
Total recordable work related injuries	Employees & Workers	1	-
No. of fatalities	Employees & Workers	-	-
High consequence work related injury or ill health (excluding fatalities)	Employees & Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Tenneco Clean Air India maintains a robust Occupational Health and Safety (OHS) framework anchored in the Company's global Environment, Health and Safety (EHS) Policy, the ISO 45001:2018 Occupational Health and Safety Management System, and the P3 (People, Performance, Pride) Operating Standard, which places employee safety and safe work practices at the center of operational excellence. All major manufacturing facilities are certified to ISO 45001 and ISO 14001, ensuring structured hazard identification, risk assessment, legal compliance, and continual improvement through periodic internal and external audits.

I. Hazard Identification, Risk Assessment & Control

The Company follows systematic hazard identification and risk assessment processes as part of its ISO-aligned OHSMS. A globally standardised machine-safety framework governs control reliability, interlocks, safeguarding, and guarding systems to prevent severe injuries. Digital tools—including software and mobile-app reporting systems—enable workers to report unsafe conditions, unsafe acts, and near-miss incidents in real time. Employees are empowered with stop-work authority to withdraw from unsafe conditions without retaliation.

II. Ergonomics & Safety-by-Design

Tenneco Clean Air India deploys an advanced ergonomics management program, workstation redesign, and engineering improvements to mitigate musculoskeletal risks and fatigue-related incidents. Safety-by-design principles are embedded into new equipment, tooling, processes, and workflows to reduce ergonomic loads and enhance overall safety performance.

III. P3 Operating Standard & Performance Monitoring

The Company implements the P3 Operating Standard, which drives world-class EHS practices across Clean Air facilities. Safety performance is monitored through defined KPIs, daily shop-floor safety routines, structured 5S discipline, and periodic site certification assessments that evaluate safety culture, housekeeping, and operating-system maturity. This ensures consistent implementation of safety leadership, standardised work, and continuous improvement across all sites.

IV. Training, Competency & Worker Engagement

All employees and workers, including contractual workers, undergo mandatory safety inductions, refresher training, toolbox talks, and job-specific safety training. Behaviour-based safety observations, supervisor interactions, and Gemba Walks encourage daily risk awareness and active participation. Contractor safety management practices ensure compliance by third-party personnel working on-site.

V. Emergency Preparedness & Health Protection

Emergency preparedness is strengthened through periodic mock drills covering fire, chemical spill, and evacuation scenarios. Occupational health programs include health surveillance, medical check-ups, workplace hygiene monitoring, and access to medical facilities. Incident investigation processes aligned with Tenneco's global "Culture of Zero" framework ensure structured root-cause analysis, corrective actions, and learning deployment across sites.

13. Number of Complaints on the following made by employees and workers

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	6	0	-	-	-	Refer Note
Health & Safety	2	0	-	-	-	

Note: The Company did not have a formal mechanism to record employee complaints in FY 2024-25.

14. Assessments for the year

We maintain a robust framework to assess health, safety, and working conditions across all our manufacturing facilities. Regular reviews, inspections, and gap assessments are conducted to evaluate the effectiveness of established safety standards, identify improvement opportunities, and drive continuous enhancement of workplace safety performance.

Our all four (4) manufacturing facilities are ISO 45001 (covering requirements for an occupational health and safety (OH&S) management system) and ISO 14001 (covering requirements for an environmental management system) certified.

The corporate office is located in a professionally managed commercial complex in Gurugram, where health, safety, and working conditions are assessed and managed at the facility level. The feasibility of a separate office specific assessment will be evaluated going forward.

	% of plants & offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	80%
Working Conditions	80%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

The Company follows a structured incident management and continuous improvement process to address safety-related incidents and risks identified through workplace inspections, risk assessments, audits, near-miss reporting, and employee feedback mechanisms. All reported incidents and observations are investigated to identify root causes, following which appropriate corrective and preventive actions are implemented and monitored for effectiveness.

Key actions undertaken include strengthening machine safeguarding measures, enhancing lockout/tagout procedures, improving material handling controls, implementing engineering and ergonomic improvements, conducting targeted safety training and awareness programs, and reinforcing compliance with critical safety requirements. Findings from incidents, potential serious injury and fatality (PSIF) observations, and risk assessments are shared across locations to promote learning and prevent recurrence.

LEADERSHIP INDICATORS

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

   (A) Employees – Yes

   The Company extends life insurance coverage and provides compensatory benefits to employees in the event of death, in accordance with applicable Company policies and benefit programs.

   (B) Workers – Yes

   Workers are covered under the Employees' State Insurance Corporation (ESIC) scheme across the Company's manufacturing locations, which provides applicable social security and death-related benefits as per statutory provisions.

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

   Tenneco Clean Air India requires all contractors to comply with applicable statutory obligations related to wages, social security, and labour welfare, as part of their contractual terms and onboarding requirements. Compliance of the same for contractors deployed at the manufacturing premises is also subject to routine checks and audits.

3. **Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been/ are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

Total no. of affected employees/ workers	FY 2025-26	FY 2024-25
Employees	N.A.	N.A.
Workers	N.A.	N.A.

No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	FY 2025-26	FY 2024-25
Employees	N.A.	N.A.
Workers	N.A.	N.A.

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

   Yes. In cases of redundancy, the Company provides transition support through its policy for employees whose roles are made redundant, to facilitate an orderly transition. The Company does not otherwise maintain a formal transition assistance programme for retirement or other employment terminations.

5. **Details on assessment of value chain partners**

   The Company's Supplier Code of Conduct requires all suppliers doing business with Tenneco Clean Air India to adhere to its standards, which are incorporated into supplier purchasing terms and conditions and other vendor-related requirements. As part of the onboarding process, suppliers acknowledge and confirm their compliance with the Code, which covers key areas including health and safety, working conditions, human rights, environmental responsibility, and ethical business practices. However, the Company presently does not conduct a periodic formal assessment of supplier.

S. No.	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	-
Working Conditions	-

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

   Based on the current supplier onboarding framework during the reporting period, no significant risks or concerns relating to health and safety practices or working conditions of suppliers were identified.

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 4

Businesses should respect the interests of and be responsive to all its stakeholders.

5 categories
Of key stakeholders identified

Community Focused
CSR Initiatives



PRINCIPLE 4:

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS.

Stakeholder engagement is an integral part of our business strategy and sustainability approach. We periodically engage with these stakeholders through formal and informal channels to understand their evolving expectations, assess material issues, and incorporate relevant feedback into our decision-making processes. This ongoing review helps strengthen relationships, enhance transparency, and support the Company's commitment to responsible and sustainable business practices.

ESSENTIAL INDICATORS

1. **Describe the processes for identifying key stakeholder groups of the entity.**

We identify our key stakeholder groups through a structured assessment of our business operations, value chain, and the individuals or groups that are impacted by our activities or have the ability to influence our business performance and long-term success. The stakeholder identification process considers the nature and extent of stakeholder interactions with the Company, their influence on business decisions, the impact of our operations on them, and their expectations and concerns. Based on this assessment we have identified five stakeholders, Employees, Business Associate/ Supplier, Community, Customers and Shareholders.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Emails, SMS, Newspapers, Pamphlets, Advertisement, Community meetings, Notices Board, Website)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others)- Please specify	Purpose and scope of engagement including key topics and concerns raised during such engagements
Employees	No	Townhalls, training, workshops, internal events, induction programs, grievance handling process, and performance appraisal	Ongoing	Career development, diversity and equal opportunity, health and safety, employee well-being, learning and development, skill upgradation, workplace culture, employee engagement, and grievance management.
Business Associate/ Supplier	No	Virtual and in-person/ physical meetings to ensure continuous interaction with vendors.	Ongoing	Sustainable sourcing, supplier capability development, product quality, process improvements, technical knowledge sharing, training and capacity building, new business opportunities etc
Community	Yes	CSR events & initiatives	Ongoing	Community needs, Skilling, education, health, hygiene and wellness etc

Stakeholder group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Emails, SMS, Newspapers, Pamphlets, Advertisement, Community meetings, Notices Board, Website)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others)- Please specify	Purpose and scope of engagement including key topics and concerns raised during such engagements
Shareholders/ Investor	No	Shareholder meetings, investor calls, email communications, annual reports, stock exchange disclosures, results announcements, investor presentations, media releases, regulatory filings, and the Company's website.	Quarterly/Half-yearly/Annually/ Need basis	Shareholder meetings provide shareholders an opportunity to engage directly with the Board and Management, while investor interactions and earnings discussions facilitate dialogue on business performance, strategy, and future outlook. Dedicated investor relations channels are also available to address shareholder queries and grievances in a timely and transparent manner.
Customers	No	Personal visits, meetings, technical forums, events, factory visits, Conferences and events	Ongoing	Understanding customer needs and co-creating solutions that address their current and future needs; Technical collaboration and Quality improvement initiatives etc.

LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   The Board, supported by its committees including the CSR Committee and the Stakeholder Relationship Committee, plays an active role in guiding management on the identification and prioritization of key stakeholder groups. The CSR Committee provides strategic oversight for stakeholder engagement linked to the Company's social development initiatives and statutory responsibilities, while the Stakeholder Relationship Committee oversees the monitoring and resolution of stakeholder concerns, particularly those relating to investors and shareholders. Collectively, these committees support effective stakeholder consultation, grievance redressal and the strengthening of the overall stakeholder engagement framework, with their recommendations placed before the Board to inform appropriate refinements to business strategies and policies.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes. The Company uses stakeholder consultation to support the identification and management of environmental and social topics. Based on feedback received through engagement with stakeholders their inputs were integrated into the Company's policies, processes, and activities during the year. These inputs contributed to enhanced CSR programmes, strengthened shareholder communication mechanisms, refinements to employee health and safety protocols at plants, and improvements in environmental performance.

3. Provide details of instances of engagement with, and actions taken to address the concerns of vulnerable/ marginalized stakeholder groups.

We are committed to creating a positive and lasting impact in the communities where we operate through our CSR initiatives, employee volunteering efforts, and community engagement programs. Guided by our values and our commitment to responsible business practices, we strive to support the well-being of local communities and contribute to sustainable development.

The Company engages with vulnerable and marginalized stakeholder groups through regular interactions conducted by its CSR team, often in collaboration with implementation partners and community organizations. These engagements help us understand community needs, concerns, and expectations. Feedback received through discussions with community representatives, beneficiaries, and local leaders is reviewed, and considered while designing and implementing CSR initiatives. This continuous engagement process enables the Company to remain responsive to local priorities and ensure that community concerns are addressed in a timely, transparent, and responsible manner.

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 5

Businesses should respect and promote human rights.

0 Complaints
under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)

0 Grievances
Human-rights-related complaints during FY 2025–26.

100% Employees
Paid more than minimum wages



PRINCIPLE 5:

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS.

At Tenneco Clean Air India, respect for human rights is embedded across operations and the value chain through clear Codes of Conduct, fair labour practices, grievance mechanisms, and defined oversight processes. The Company's approach is supported by designated focal points and internal committees that help identify, monitor, and address issues relating to fair treatment, non-discrimination, workplace conduct, and labour rights. Together, these measures help ensure that human-rights risks are prevented, identified, and addressed in a structured, timely, and consistent manner across the organization.

ESSENTIAL INDICATORS

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. employees / workers covered (B)	% (B/A)	Total (C)	No. employees / workers covered (D)	% (D / C)
Employees						
Permanent	415	169	40.72%	380	117	30.79%
Other than permanent	10	0	-	27	5	18.52%
Total Employees	**425**	**169**	**39.76%**	**407**	**122**	**29.98%**
Workers						
Permanent	199	8	4.02%	200	-	-
Other than permanent	1,906	1,227	64.38%	1,875	537	28.64%
Total Workers	**2,105**	**1,235**	**58.67%**	**2,075**	**537**	**25.88%**

During FY 2024-25, the Company did not maintain a robust framework for recording training and awareness session.

2. **Details of minimum wages paid to employees and workers, in the following format:**

100% of employees and workers of the Company are paid more than or equal to the minimum wage, as applicable in their respective jurisdiction.

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	398	-	-	398	100%	383	-	-	383	100%
Female	17	-	-	17	100%	10	-	-	10	100%
Other than Permanent										
Male	8	-	-	8	100%	26	-	-	26	100%
Female	2	-	-	2	100%	5	-	-	5	100%
Workers										
Permanent										
Male	199	-	-	199	100%	200	-	-	200	100%
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent										
Male	1,818	-	-	1,818	100%	1,787	1,787	100%	-	-
Female	88	-	-	88	100%	88	88	100%	-	-

3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration/ wages

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (INR)	Number	Median remuneration/ salary/ wages of respective category (INR)
Board of Directors (BoD)	7*	-	1	7,710,000
Key Managerial Personnel	2	47,889,163	1	24,958,999
Employees other than BoD and KMP	396	860,625	16	924,402
Workers**	199	1,044,420	-	-

**Four (4) of the Non-executive Directors out of seven male directors have not received any remuneration and therefore the median is not comparable and hence not stated.*

***There are no permanent female workers*

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	5.53%	4.08%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. The Company has established a defined focal point for addressing human rights-related impacts and issues across its operations, ensuring clear ownership and accountability within the organization. This responsibility is supported through designated individuals and internal committees that are tasked with overseeing the identification, monitoring, and resolution of human rights concerns in a structured, systematic, and consistent manner. These mechanisms enable periodic review and appropriate escalation of identified matters, where necessary. The governance framework ensures that matters relating to fair treatment, non-discrimination, labor rights, and workplace conduct are assessed and escalated through defined channels and addressed in alignment with the Company's policies, applicable regulatory requirements, and internal compliance standards, thereby supporting a consistent approach across locations and operations.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Tenneco Clean Air India has established structured and formalized internal mechanisms to address and redress human-rights–related grievances across its operations, ensuring consistency and clarity in approach. These mechanisms include formal grievance-handling committees, Internal Complaints Committees (ICC) constituted under the Prevention of Sexual Harassment "POSH" framework, processes to ensure ongoing compliance with statutory requirements relating to child labor and fair labor practices, and a Whistle Blower Policy that provides confidential and secure channels for reporting concerns. Human-rights-related issues raised through these mechanisms are reviewed and examined objectively, and are addressed in a timely and appropriate manner, with oversight through established governance and escalation processes. The Company's Code of Conduct and related ethical requirements further guide the investigation, escalation, and resolution of such grievances, supporting a structured, consistent, and fair approach across all locations, business units, and operations.

6. Number of Complaints on the following made by employees and workers:

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labor	-	-	-	-	-	-
Forced Labor/Involuntary Labor	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees/workers	-	-
Complaints on POSH upheld	N.A.	N.A.

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company is committed to maintaining a workplace that is free from discrimination, harassment, and retaliation. The Company has established formal grievance and reporting mechanisms, including ethics and compliance reporting channels, through which employees and other stakeholders may raise concerns in good faith. All complaints are treated with appropriate confidentiality and are reviewed through a fair and impartial process. The Company prohibits retaliation against any individual who reports a concern, participates in an investigation, or assists in resolving a complaint. Measures are implemented, where appropriate, to protect the privacy of complainants, maintain confidentiality of information, and safeguard affected individuals from any adverse treatment, discrimination, or victimization arising from the reporting of concerns.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. The Company is committed to conducting business in a manner that respects human rights and ethical business practices across its operations and value chain. The Company communicates its expectations to suppliers through its Code of Conduct and related procurement requirements, which include compliance with applicable laws, ethical business practices, human rights principles, labor standards, and workplace health and safety requirements.

These expectations form part of the Company's engagement with suppliers and are considered in the establishment and continuation of business relationships. Through these requirements, Tenneco Clean Air India seeks to promote responsible business conduct, respect for human rights, and sustainable practices throughout its value chain.

10. Assessment for the year

The Company periodically reviews compliance with applicable statutory and regulatory requirements across its manufacturing facilities and offices through established compliance monitoring and internal assessment processes. These reviews help identify gaps, strengthen controls, and ensure adherence to relevant legal and policy requirements. As part of this process, locations provide periodic positive assurance on compliance with applicable human rights, labour, and workplace standards, which supports the Company's ongoing assessment of human rights risks and performance.

The Company manufacturing facilities are periodically assessed by internal auditors to ensure compliance with statutory regulatory requirements.

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labor	100%
Forced/involuntary labor	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others - please specify	-

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No significant risks or concerns were identified through the assessments conducted during the reporting period.

LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

During the reporting period, the Company did not identify any material human rights grievances or complaints that required modification of existing business processes or the introduction of new processes.

2. Details of the scope and coverage of any Human rights due diligence conducted.

The Company assesses human rights-related risks through its established compliance, governance, and internal review processes across its manufacturing facilities and offices. These processes cover key areas including non-discrimination, prevention of harassment, workplace conduct, health and safety, fair employment practices, and compliance with applicable labour laws. The Company maintains controls to prevent child labour and forced labour, ensures compliance with statutory wage requirements, and provides multiple channels for employees to raise concerns and grievances. An inclusive workplace is promoted through policies on equal opportunity and prevention of sexual harassment, supported by Internal Committees constituted in accordance with applicable legal requirements. Human rights expectations are also communicated to suppliers through relevant policies and the Supplier Code of Conduct. During the reporting period, no separate formal human rights due diligence exercise was undertaken beyond the Company's established compliance and assessment mechanisms.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

In alignment with the Rights of Persons with Disabilities Act, 2016, we are taking proactive steps to enhance accessibility across our facilities. We are preparing our sites to meet the prescribed minimum mandatory standards and are working toward achieving accessibility for all locations. Accessibility and inclusion remain integral to our values, and we are committed to providing an environment that enables equal access and opportunities for everyone.

4. Details on assessment of value chain partners:

The Company's Supplier Code of Conduct requires all suppliers doing business with Tenneco Clean Air India to adhere to its standards, which are incorporated into supplier purchasing terms and conditions and other vendor-related requirements. As part of the onboarding process, suppliers acknowledge and confirm their compliance with the Code, which covers key areas including health and safety, working conditions, human rights, environmental responsibility, and ethical business practices. However no separate assessment of suppliers is conducted by the Company.

Area assessed	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	-
Discrimination at workplace	-
Child Labour	-
Forced Labour / Involuntary Labour	-
Wages	-
Others – please specify	-

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

No specific assessments were conducted during the reporting period. However as per the Company's established framework, no significant risks or concerns were identified during the reporting period. Consequently, no major corrective actions were required.

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 6

Businesses should respect and make efforts to protect and restore the environment.

23%
Of total Energy consumption from renewable sources

16%
Reduction in Scope 1 & 2 GHG Emissions



PRINCIPLE 6:

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

At Tenneco Clean Air India, environmental stewardship is embedded into the way operations are managed and improved across the manufacturing footprint. The Company's approach is anchored in its global Environment, Health and Safety (EHS) Policy, ISO 14001:2015 Environmental Management Systems, and structured site-level controls that support responsible energy use, emissions reduction, water efficiency, waste minimisation, and regulatory compliance. Guided by defined targets for renewable energy, and GHG reduction. Tenneco seeks to reduce its environmental footprint while supporting long-term operational resilience and responsible growth.

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Units	FY 2025-26	FY 2024-25
From renewable sources			
Total electricity consumption (A)	GJ	9,925.24	4,328.67
Total fuel consumption (B)	-	-	-
Energy consumption through other sources (C)	-	-	-
Total energy consumed from renewable sources (A+B+C)	**GJ**	**9,925.24**	**4,328.67**
From non-renewable sources			
Total electricity consumption (D)	GJ	26,068.50	28,252.15
Total fuel consumption (E)	GJ	7,023.90	8,394.78
Energy consumption through other sources (F)	-	-	-
Total energy consumed from non-renewable sources (D+E+F)	**GJ**	**33,092.40**	**36,646.92**
Total energy consumed (A+B+C+D+E+F)	**GJ**	**43,017.64**	**40,975.60**
Energy intensity per rupee of turnover	GJ / Million INR of Turnover	1.88	1.83
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	GJ / Million USD of Turnover	38.23	36.78
Energy intensity in terms of physical output	GJ / No. of units of Exhaust system and related components sold by the Company	0.0095	0.0093

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Reasonable assurance has been conducted by Adwin Advisory Services Private Limited.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, none of the companies sites / facilities have been identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kiloliters)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water (KL)	39,174.00	35,843.00
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	**39,174.00**	**35,843.00**
Total volume of water consumption (KL)	**17,807.92**	**20,665.80**
Water intensity per rupee of turnover (KL / Million INR)	0.78	0.92
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (KL / Million USD)	15.83	18.55
Waste intensity in terms of physical output (KL / No. of units of Exhaust system and related components sold by the Company)	0.0040	0.0047

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes. Reasonable assurance has been conducted by Adwin Advisory Services Private Limited.

4. Provide the following details related to water discharged:

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment	-	-
iii) To Seawater		
- No treatment	-	-
- With treatment	-	-
iv) Sent to third parties		
- No treatment	-	-
- With treatment	-	-
(v) Others – Recycled and Reused for Gardening and Horticulture purpose		
- No treatment	-	-
- With treatment – Secondary (KL)	21,366.08	15,177.20
Total water discharged (in kiloliters)	**21,366.08**	**15,177.20**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes. Reasonable assurance has been conducted by Adwin Advisory Services Private Limited.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No. Zero Liquid Discharge (ZLD) is not applicable to the Company's operations, as its manufacturing processes are largely dry in nature and do not generate significant industrial wastewater streams requiring ZLD systems. Water consumption across facilities is primarily associated with operational and domestic purposes and is managed in accordance with applicable regulatory requirements.

The Company maintains appropriate controls and monitoring mechanisms to ensure compliance with conditions stipulated under the applicable environmental approvals and consents for its manufacturing facilities. Water usage, discharge practices, and related environmental parameters are periodically reviewed to support regulatory compliance and promote efficient water management across operations.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Units	FY 2025-26	FY 2024-25
NOx	Tons	0.11	0.04
SOx	Tons	0.17	-*
Particulate matter (PM)	Tons	0.26	0.25
Volatile organic compounds (VOC)	-	-	-
Persistent organic pollutants (POP)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others - please specify	-	-	-

*The Company has not monitored the SOx number for FY2024-25. Hence, the same has not been stated.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes. Reasonable assurance has been conducted by Adwin Advisory Services Private Limited.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Units	FY 2025-26	FY 2024-25
Total Scope 1 emissions	tCO_2e	375.69	557.73
Total Scope 2 emissions	tCO_2e	5,141.28	6,031.49
Total Scope 1 and Scope 2 emissions per rupee of turnover	tCO_2e / Million INR	0.24	0.29
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	tCO_2e / Million USD	4.90	5.92
Total Scope 1 and Scope 2 emission intensity in terms of physical output	tCO_2e / No. of units of Exhaust system and related components sold by the Company	0.0012	0.0015

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes. Reasonable assurance has been conducted by Adwin Advisory Services Private Limited.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes, The Company has undertaken initiatives across its manufacturing locations to increase the use of renewable energy, improve energy efficiency, and optimize resource utilization, contributing to a gradual reduction in greenhouse gas (GHG) emissions. This approach aligns with its focus on sustainability, regulatory compliance, and efficient resource management, supporting the transition towards lower emissions.

At the Chakan facility, a 920 kWp rooftop solar plant generates approximately 8,70,000 kWh annually, resulting in an estimated reduction of around 350 tonnes of CO_2e and lowering Scope 2 emissions through reduced grid dependence.

The Chennai facility sources renewable energy under a Power Purchase Agreement ("PPA"), improving its energy mix and reducing emissions, while enhanced water monitoring systems support greater resource efficiency and integrated environmental management. Approximately more than 90% of energy of Chennai facility is met through renewable solar and wind energy sourced from a group captive power provider, significantly reducing the Scope 2 emissions.

Overall, these initiatives reflect a structured approach to expanding renewable energy adoption, improving operational efficiency, and reducing environmental impact across the Company's manufacturing footprint.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	68.88	47.17
E-waste (B)	0.23	0.45
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	8.16	0.08
Radioactive waste (F)	-	-
Other Hazardous waste (G)	3.49	2.30
Other Non-hazardous waste generated (H)	1,640.81	1,672.10
Total Waste Generated (MT)	**1,721.56**	**1,722.11**
Waste intensity per rupee of turnover (MT / Million INR)	0.08	0.08
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (MT/Million USD)	1.53	1.55
Waste intensity in terms of physical output (MT / No. of units of Exhaust system and related components sold by the Company)	0.00038	0.00039
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycle	1718.07	1719.27
(ii) Re-used	-	0.25
(iii) Other recovery operations	-	-
Total	**1718.07**	**1719.52**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0.56	1.00
(ii) Landfilling	1.36	0.98
(iii) Other disposal operations	1.57	0.33
Total	**3.49**	**2.31**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes. Reasonable assurance has been conducted by Adwin Advisory Services Private Limited.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Tenneco Clean Air India follows a structured approach to waste management in line with its ISO 14001 and ISO 45001 systems and EHS Policy. Waste is systematically identified, segregated, and managed across facilities in compliance with regulatory requirements, with defined processes for storage, handling, transportation, and disposal. The Company emphasizes waste reduction, reuse, recycling, and recovery, supported by initiatives to improve material efficiency, minimize landfill disposal, and enhance recycling through process optimization and engagement with authorized recyclers.

Hazardous waste such as residue containing oil, used oil, contaminated empty barrels/cans etc, welding dust are managed through controlled protocols, including designated storage, labeling, secondary containment, and disposal via authorized facilities.

The Company adopts a preventive approach to reduce hazardous chemical usage through, process control, controlled consumption, and robust safety measures, including risk assessments, engineering controls, and employee training.

Overall, these integrated practices support regulatory compliance, improved resource efficiency, reduced environmental impact, and safer operations, reinforcing the Company's commitment to sustainable manufacturing.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

The Company does not have any operations or offices located in or around ecologically sensitive areas

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
N.A.			

1.2 Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

During the reporting period, the Company did not undertake any projects that requires environmental impact assessments under applicable laws.

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
N.A.					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, The Company's manufacturing facilities operate in compliance with applicable environmental laws, regulations, and conditions stipulated under the relevant environmental approvals and consents granted by regulatory authorities. Compliance with these requirements is monitored through established management processes and periodic reviews. During the reporting period, no material penalties or fines were imposed on the Company for non-compliance with environmental regulations.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Details of fines / penalties / action	Corrective action taken, if any
Not Applicable					

LEADERSHIP INDICATORS

1. Water withdrawal, consumption, and discharge in areas of water stress (in kiloliters):

For each facility / plant located in areas of water stress, provide the following information:

i. **Name of the area:** Pithampur, Dist. Dhar, Madhya Pradesh - 454774

ii. **Nature of operations:** Manufacturing of Exhaust System and related components

iii. **Water withdrawal, consumption, and discharge in the following format:**

Parameter	Units	FY 2025-26	FY 2024-25
Water withdrawal by source (in kiloliters)			
(i) Surface water	-	-	-
(ii) Groundwater	-	-	-
(iii) Third party water	KL	7,426.00	5,223.00
(iv) Seawater / desalinated water	-	-	-
(v) Others	-	-	-
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	**KL**	**7,426.00**	**5,223.00**
Total volume of water consumption (in kiloliters)	**KL**	**4,707.42**	**2,988.00**

Parameter	Units	FY 2025-26	FY 2024-25
Water intensity per rupee of turnover (Water consumed /turnover)			
Water discharge by destination and level of treatment (in kiloliters)			
(i) To Surface water			
- No treatment	-	-	-
- With treatment – please specify level of treatment	-	-	-
(ii) To Groundwater			
- No treatment	-	-	-
- With treatment	-	-	-
iii) To Seawater			
- No treatment	-	-	-
- With treatment	-	-	-
iv) Sent to third parties			
- No treatment	-	-	-
- With treatment	-	-	-
(v) Others – Recycled and Reused for Gardening and Horticulture purpose			
- No treatment	-	-	-
- With treatment – Secondary	KL	2,718.58	2,235.00
Total water discharged (in kiloliters)	**KL**	**2,718.58**	**2,235.00**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Reasonable assurance has been conducted by Adwin Advisory Services Private Limited.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Units	FY 2025-26	FY 2024-25
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH4, N_2O, HFCs, PFCs, SF_6, NF3, if available)	The Company is reviewing its Scope 3 emissions and will provide additional disclosures in future reports.		
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional)– the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

The entity does not have operations in or around ecologically sensitive areas and therefore, no significant direct or indirect impacts on biodiversity have been identified. Consequently, no specific prevention or remediation measures were required during the reporting period.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative Undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Renewable-Energy	The Company has implemented initiatives such as rooftop solar installations and renewable energy sourcing through Power Purchase Agreements (PPAs) to reduce dependence on grid-based electricity and lower Scope 2 emissions.	Approx. 23% of the total energy consumed in manufacturing facilities is from renewable sources resulting in reduction of GHG emissions.

S. No.	Initiative Undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
2	Dedicated Dust Collection System	Installation of a centralised dust-collection and air-filtration system at all facilities to control particulate emissions from machining/production processes.	Reduction in particulate emissions and improved workplace air quality.
3	Zero-Landfill Initiative	Adoption of structured waste-segregation, recycling and minimisation practices at Chakan & Pithampur facilities to reduce landfill contributions.	Progress toward zero-landfill operations and enhanced waste-management efficiency.
4	Water-Management Monitoring	Deployment of enhanced water-monitoring systems at all sites for reducing overall water usage across operations.	Reduction in water consumption and improved resource efficiency.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, Tenneco Clean Air India has established Business Continuity Plan ("BCP") and Disaster Management Plans across all manufacturing facilities to ensure operational resilience and continuity of critical functions. Each plant maintains documented BCP and DRP (Disaster Recovery Plan) frameworks, regularly reviewed and updated, with clear roles, response mechanisms, and integration of IT continuity measures to safeguard critical systems and data. Supported by periodic testing and structured protocols, this framework enables effective preparedness, swift response, and minimal disruption to operations while protecting employees, assets, and business continuity.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

The Company is committed to promoting responsible business practices throughout its supply chain. The Company communicates its expectations on ethical conduct, human rights, labour practices, environmental stewardship, and regulatory compliance through its Code of Conduct and related supplier requirements, and the suppliers are expected to adhere to the same. The Company is not aware of any significant adverse impact to the environment arising from its value chain.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Environmental aspects are integrated into supplier assessments conducted at the onboarding stage for direct material suppliers, in line with the Tenneco Supplier Code of Conduct. Accordingly, the Company conducts supplier assessments for all direct material suppliers at the onboarding stage, covering key areas such as their Code of Conduct, workplace practices, labor conditions, and compliance requirements. These expectations are incorporated into the Tenneco Supplier Code of Conduct, adherence to which is a prerequisite for supplier registration. Accordingly, all direct material suppliers onboarded during the reporting period were subject to this assessment process. The Company does not presently report the percentage of suppliers covered under such assessments, the process is applied to all direct material suppliers at onboarding and selected material suppliers on an ongoing basis.

8. How many Green Credits have been generated or procured:

a. By the listed entity - The Company has not generated or procured green credits during the reporting period.

b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners - Information on green credits for value chain partners is not currently tracked

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

ECMA Membership

Industry engagement through formal platforms

Zero Non-Compliance

No adverse regulatory actions reported



PRINCIPLE 7:

BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT.

Tenneco Clean Air India's engagement with regulators and industry bodies is guided by integrity, transparency, and compliance. Supported by governance structures, and ethical-conduct mechanisms, the Company seeks to ensure that any participation in policy or industry dialogue remains responsible and aligned with its broader business conduct framework.

ESSENTIAL INDICATORS

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   01 (One)

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	ECMA: Emission Controls Manufacturing Association. https://ecmaindia.in	National

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
The Company has neither received any such order or direction from any regulatory authority, nor the Company was engaged in such conduct.		

LEADERSHIP INDICATORS

1. **Details of public policy positions advocated by the entity:**

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
The Company engages in public policy advocacy on issues relevant to its industry, operations, and sustainability priorities through industry associations and other forums. The Company's engagement focuses on promoting responsible business practices, regulatory clarity around emission norms, and an enabling environment for sustainable growth.					

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 8

Businesses should promote inclusive growth and equitable development.

52.1%
of Input Material (by value)
Soured from MSME's & Small producers

Approx 5,000
CSR Beneficiaries
Across Communities and marginalized groups

89.9%
of Input Material (by value)
Sourced from within India



PRINCIPLE 8:

BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT.

At Tenneco Clean Air India, inclusive growth is advanced through local employment, a distributed manufacturing footprint, and CSR initiatives focused on education, health, skill development, and environmental improvement. Through these efforts, the Company seeks to contribute positively to the communities connected to its operations and support equitable development over the long-term.

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

During the reporting period, the Company did not undertake any such projects that would necessitate an SIA. Accordingly, no assessments were carried out.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
N.A.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

During the reporting period, the Company have not undertaken any projects that require Rehabilitation and Resettlement (R&R).

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
N.A.						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company engages regularly with local communities through its CSR team and implementation partners, who serve as the primary interface for identifying local issues, gathering feedback, and facilitating communication. Concerns from community members are received through interactions with community representatives, village heads, and local institutions, primarily through implementation partners and are systematically reviewed by plant-level teams. Inputs and feedback from these engagements are also considered and incorporated into future CSR planning and community development initiatives. This structured process supports timely resolution of community concerns while promoting constructive, transparent, and trust-based engagement with local stakeholders across all operating locations.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers*	52.12%	50.17%
Directly from within India*	89.90%	90.65%

** Note: Excludes materials purchased for packaging and transportation-related activities.*

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

	FY 2025-26	FY 2024-25
Rural	8.33%	7.21%
Semi-urban	75.32%	80.73%
Urban	11.11%	12.06%
Metropolitan	5.24%	0.00%

LEADERSHIP INDICATORS

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Social Impact Assessments were not required for the Company's projects during the reporting period; accordingly, no related mitigation actions were applicable.

Details of negative social impact identified	Corrective action taken
N.A.	

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

The Company did not undertake CSR projects in designated aspirational districts during the reporting period.

S. No.	State	Aspirational District	Amount spent (in INR)
N.A.			

3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

The Company does not have a preferential procurement policy, We at Tenneco Clean Air India believe that diversity improves the strength of our supply chain and the continuity of our operations, and we actively pursue partnerships that maintain a diverse supplier base and continue to promote equal access to procurement opportunities for all. The goal of our supplier engagement program is to increase interactions with qualified, underrepresented vendors while meeting our standards for quality and performance.

(b) **From which marginalized /vulnerable groups do you procure?**

Not Applicable.

(c) **What percentage of total procurement (by value) does it constitute?**

Not Applicable.

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

The Company does not own or derive benefits from any intellectual property based on traditional knowledge.

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Nil				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

No cases or adverse orders related to intellectual property involving traditional knowledge were reported during the reporting period.

Name of authority	Brief of the Case	Corrective action taken
	Nil	

6. Details of beneficiaries of CSR Projects:

CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups	Location
National Apprentice Promotion Scheme	34	100%	Pune, Chennai, Pithampur
Flexi MoU Scheme - Apprentice training	338	100%	Pune, Chennai
Cleanup Drive	-	-	Pune, Gurugram
General Health Checkup and Eye Checkup Camps	2,205	100%	Pune, Chennai
Installation of Air Purifiers	2,097	100%	Gurugram
Work Integrated Learning Program	97	100%	Pithampur
Training Athletes and Para-athletes in their preparation for 2028 Olympics	218 (151 Athletes & 67 Para-athletes).	31%	PAN India
Weld Lab Installation and training project in ITI Colleges*	-	-	Jhajjar, Haryana

**The objective of the project is to conduct a needs assessment study to identify a Government ITI for the implementation of the Tenneco SkillForge Weld Lab Project. The assessment was carried out across three locations and based on a review of the assessment, Government ITI Jahangirpur, from the Jhajjar cluster, was selected for the implementation of the project during FY 2026-27.*

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 9

Businesses should engage with and provide value to their consumers in a responsible manner.

IATF 16949 certified
quality systems support responsible customer value delivery

Nil
Voluntary & Forced Product Recalls

Nil
Data Breaches



PRINCIPLE 9:

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER.

At Tenneco Clean Air India, responsible customer engagement is anchored in product quality, technical reliability, and disciplined manufacturing systems. As a business-to-business supplier in the automotive value chain, the Company primarily serves OEM customers and supports them through quality-led processes, compliant products, and responsive issue-resolution mechanisms across the product lifecycle. This approach is reinforced by globally aligned quality systems, including IATF 16949 and ISO 9001, along with structured controls relating to product integrity, data privacy, and information security.

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company receives and responds to customer complaints and feedback through its OEM-focused engagement model, under which the Company works closely with OEMs from the design and development stage through the entire programme lifecycle. Customer concerns are addressed through structured and ongoing interaction between customer-facing, engineering, programme management, manufacturing, and quality teams, ensuring timely resolution and alignment with customer requirements. This approach is further supported by a localized manufacturing footprint in proximity to key OEM hubs, enabling faster response times and improved coordination. The mechanism is reinforced by IATF 16949-certified quality management systems across most manufacturing facilities, along with the Company's "first time right" quality approach, aimed at enhancing product reliability and reducing defects.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	N.A.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2025-26			FY 2024-25		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	1	-	-	-	-	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	Nil
Forced recalls	Nil	Nil

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

   Yes, the Company being part of Tenneco group has implemented a comprehensive cybersecurity and data privacy framework under its global governance structure to manage information security risks across operations. The framework is aligned with recognized standards such as ISO 27001, TISAX, and NIST, and is supported by defined policies, internal controls, and oversight. It covers key areas including information security governance, access controls, third-party risk management, incident response, and periodic assessments. Data privacy is governed by our Privacy Statement, ensuring lawful, secure, and consistent handling of personal data in compliance with applicable regulations.

   Web-link to policy: https://tennecoindia.com/privacy-statement/

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   Not Applicable

7. **Provide the following information relating to data breaches:**

   a. Number of instances of data breaches: Nil

   b. Percentage of data breaches involving personally identifiable information of customers: Not Applicable

   c. Impact, if any, of the data breaches: Not Applicable

LEADERSHIP INDICATORS

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Information on the Company's products and services can be accessed through the Company's official website at https://tennecoindia.com/.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   The Company primarily operates on a business-to-business (B2B) model, supplying products and engineered solutions directly to original equipment manufacturers (OEMs) as part of its core business operations. The Company's engagement framework is therefore oriented towards meeting OEM requirements, specifications, and performance standards through close technical and operational collaboration. As the Company does not engage directly with end consumers, it does not undertake consumer-facing awareness or education programmes related to product usage, handling, or disposal.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   The Company operates on a business-to-business (B2B) model and supplies products and engineered solutions exclusively to original equipment manufacturers (OEMs) as part of its core business operations. The Company's processes, systems, and engagement mechanisms are therefore aligned with OEM requirements and industry standards within the automotive value chain. Accordingly, the Company does not provide essential services directly to end consumers and does not maintain direct consumer interfaces or distribution channels.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey regarding consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   No, Product Packaging and Labelling requirements are not applicable to the products sold by the Company. As the Company operates on a business-to-business (B2B) model and supplies products to original equipment manufacturers (OEMs), the Company does not conduct customer satisfaction surveys.

Adwin Advisory Services Private Limited

Independent Reasonable Assurance Report

To the Board of Directors of Tenneco Clean Air India Limited on the BRSR Core Disclosures for FY 2025-26

1. Introduction and Engagement

Tenneco Clean Air India Limited ("Tenneco" or "the Company"), CIN: L29308TN2018FLC126510, has engaged Adwin Advisory Services Private Limited ("Adwin Advisory", "we", "us" or "our") to undertake an independent reasonable assurance engagement on the Company's Business Responsibility and Sustainability Reporting Core ("BRSR Core") disclosures for the financial year ended 31st March 2026.

The reporting period covered under this assurance engagement is 1st April 2025 to 31st March 2026. The assurance engagement has been performed for the standalone operations of Tenneco Clean Air India Limited and is limited to the BRSR Core disclosures prepared by the Company for the above reporting period.

This statement is intended for inclusion in the Company's Annual Report / BRSR / BRSR Core disclosure for FY 2025-26 and for submission to relevant stakeholders, as may be applicable.

2. Reporting Boundary

The assurance boundary covers the standalone operations of Tenneco Clean Air India Limited.

The Company has represented that the BRSR Core data boundary covers four plants of the Company. The Corporate Office located in Gurugram is excluded only for environmental parameters, including, as applicable, greenhouse gas footprint, water footprint, energy footprint, and waste / circularity indicators.

For non-environmental BRSR Core parameters, including employee wellbeing and safety, gender diversity, inclusive development, fairness in engaging with customers and suppliers, and openness of business, the Corporate Office data has been considered based on the reporting boundary and data provided by the Company.

For the purpose of assurance procedures, the following locations were covered as sample verification sites:

- Chakan I Plant, Pune
- Corporate Office, Gurugram
- Pithampur Plant, Madhya Pradesh
- Kancheepuram, Tamil Nadu

The Corporate Office, Gurugram was covered for corporate-level processes, controls, governance, data collation, management review, and applicable non-environmental BRSR Core indicators, while noting that Corporate Office data is excluded from environmental parameters as represented by the Company.

3. Management's Responsibility

The management of Tenneco Clean Air India Limited is responsible for the preparation and presentation of the BRSR Core disclosures in accordance with the applicable SEBI requirements, BRSR Core format, industry standards, and internal reporting criteria adopted by the Company.

The Company's management is responsible for:

- Identifying the applicable BRSR Core KPIs;
- Determining the reporting boundary and exclusions;
- Collecting, collating, calculating and reporting BRSR Core data;
- Maintaining adequate records and supporting documents for reported data;
- Designing, implementing and maintaining internal controls over BRSR Core reporting;

Adwin Advisory Services Private Limited

- Ensuring completeness, accuracy and consistency of the information disclosed;
- Applying appropriate methodologies, assumptions, estimates, conversion factors and emission factors;
- Ensuring compliance with applicable statutory and regulatory requirements; and
- Ensuring that the BRSR Core disclosures are free from material misstatement, whether due to fraud or error.

The BRSR Core disclosures and related information remain the sole responsibility of the management of Tenneco Clean Air India Limited.

4. Adwin Advisory's Responsibility

Our responsibility is to express an independent reasonable assurance conclusion on the BRSR Core disclosures of Tenneco Clean Air India Limited for the reporting period 1st April 2025 to 31st March 2026, based on the procedures performed and evidence obtained.

A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence to reduce assurance engagement risk to an acceptably low level and to enable us to express a positive form of conclusion.

We have not been engaged to provide assurance on the previous year data, financial statements, corporate governance report, management discussion and analysis, or any other section of the Annual Report, except where such information has been used as supporting evidence for the BRSR Core disclosures.

5. Assurance Standards and Criteria

The reasonable assurance engagement on the BRSR Core disclosures of Tenneco Clean Air India Limited for the financial year ended 31st March 2026 has been conducted in accordance with the following assurance standards, regulatory requirements and reporting criteria, as applicable:

- International Standard on Assurance Engagements 3000 (Revised) – Assurance Engagements Other than Audits or Reviews of Historical Financial Information ("ISAE 3000 Revised");
- International Standard on Assurance Engagements 3410 – Assurance Engagements on Greenhouse Gas Statements ("ISAE 3410"), to the extent applicable to greenhouse gas emissions and related environmental indicators;
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- SEBI Circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated 12th July 2023 on "BRSR Core – Framework for Assurance and ESG Disclosures for Value Chain";
- SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated 20th December 2024 on "Industry Standards on Reporting of BRSR Core";
- SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/42 dated 28th March 2025 on "Measures to facilitate ease of doing business with respect to framework for assurance or assessment, ESG disclosures for value chain, and introduction of voluntary disclosure on green credits";
- SEBI Master Circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities, bearing reference HO/49/14/14(7)2025-CFD-POD2/I/3762/2026, originally issued on 11th July 2023 and last updated on 30th January 2026, to the extent applicable to BRSR / BRSR Core related requirements;
- The format, definitions, guidance, attribute-wise metrics and reporting instructions prescribed under BRSR Core and the applicable Industry Standards Forum guidance;
- Internal reporting policies, procedures, data definitions, calculation methodologies and management-approved reporting criteria adopted by the Company for preparation of BRSR Core disclosures; and
- Recognized standards, protocols and methodologies for specific indicators, including the GHG Protocol – A Corporate Accounting and Reporting Standard, relevant emission factors, conversion factors and other generally accepted calculation approaches, wherever applicable.

Adwin Advisory Services Private Limited

6. Scope of Assurance

Our assurance engagement covered only the BRSR Core disclosures of Tenneco Clean Air India Limited for FY 2025-26. The assurance was performed for the current reporting period only, i.e., 1st April 2025 to 31st March 2026. No assurance has been performed on previous year data. Accordingly, any previous year figures, baselines or comparative information, if presented by the Company, are outside the scope of this assurance statement.

The scope included, as applicable, BRSR Core KPIs under the following ESG attributes:

S. No.	BRSR Core Attribute	Boundary considered
1	Greenhouse gas footprint	Four plants; excludes Gurugram Corporate Office
2	Water footprint	Four plants; excludes Gurugram Corporate Office
3	Energy footprint	Four plants; excludes Gurugram Corporate Office
4	Embracing circularity - waste management	Four plants; excludes Gurugram Corporate Office
5	Enhancing employee wellbeing and safety	Standalone operations, including Corporate Office as represented by the Company
6	Enabling gender diversity in business	Standalone operations, including Corporate Office as represented by the Company
7	Enabling inclusive development	Standalone operations, including Corporate Office as represented by the Company
8	Fairness in engaging with customers and suppliers	Standalone operations, including Corporate Office as represented by the Company
9	Open-ness of business	Standalone operations, including Corporate Office as represented by the Company

7. Assurance Methodology

Our assurance procedures included, but were not limited to, the following:

- Review the report that was prepared in accordance with SEBI's Guidance Note on BRSR;
- Understanding the Company's process for preparing BRSR Core disclosures;
- Reviewing the standalone reporting boundary and exclusions;
- Understanding the process for data collection, collation, consolidation and review across the four plants;
- Reviewing the role of the Corporate Office in corporate-level governance, data collation, management review and reporting, and verifying applicable non-environmental BRSR Core indicators at Corporate Office level, while noting that Corporate Office data is excluded from environmental parameters as represented by the Company;
- Reviewing the BRSR Core reporting templates, calculation sheets and supporting documents;
- Testing selected data points and source documents on a sample basis;
- Conducting discussions with relevant management personnel, process owners and data owners;
- Reviewing the design and implementation of key internal controls relevant to BRSR Core reporting;
- Assessing whether data definitions and calculation methodologies were applied consistently;
- Reviewing assumptions, estimates, conversion factors and emission factors used for relevant indicators;
- Assessing the appropriateness of GHG calculation methodologies for applicable Scope 1 and Scope 2 indicators;
- Reviewing supporting evidence for energy, water, emissions, waste, employee wellbeing, safety, gender diversity, inclusive development, customer / supplier fairness and openness of business indicators;
- Checking arithmetical accuracy and consistency of reported numbers with underlying working files;
- Verification of the fact that no material distortion has been done at any stage;
- Reviewing explanations for exclusions, estimates, assumptions or limitations, wherever applicable;

Adwin Advisory Services Private Limited

- Evaluating whether corrections identified during the assurance process were appropriately reflected; and
- Assessing whether the final BRSR Core disclosures are prepared, in all material respects, in accordance with the applicable criteria.

8. Inherent Limitations

There are inherent limitations in any assurance engagement, including the use of judgement, selective testing of data, reliance on representations, and the possibility that material misstatements may remain undetected.

Non-financial information is subject to greater inherent limitations than financial information due to varying data collection systems across sites, use of assumptions, estimates and conversion factors, differences in measurement and monitoring practices, evolving reporting frameworks, and the absence of universally standardised methodologies for certain ESG indicators.

Our conclusion is based on the procedures performed, evidence obtained and information made available to us during the course of the engagement.

9. Exclusions

The following are excluded from the scope of this assurance engagement:

- Full BRSR assurance;
- Previous year data and comparative information;
- Gurugram Corporate Office data for environmental parameters, including GHG, energy, water and waste indicators;
- Leadership indicators, unless specifically forming part of BRSR Core;
- Financial statements and financial performance indicators already subject to statutory audit;
- Management discussion and analysis;
- Corporate governance report;
- Strategy, targets, commitments, aspirations or forward-looking statements;
- Legal interpretation of compliance with laws and regulations;
- Value chain disclosures, unless specifically included in the agreed scope; and
- Sites, offices, warehouses, subsidiaries, joint ventures or associates not forming part of the agreed standalone reporting boundary.

10. Independence, Ethical Requirements and Quality Control

Adwin Advisory Services Private Limited confirms that it has maintained independence in relation to this assurance engagement.

We confirm that, to the best of our knowledge and belief, there is no conflict of interest with respect to this engagement. We have not been involved in the preparation of the BRSR Core disclosures or the underlying data of Tenneco Clean Air India Limited in a manner that would compromise our independence.

Our assurance team has complied with applicable ethical, independence and quality control requirements relevant to this engagement. The engagement team comprised professionals with appropriate knowledge and experience in sustainability reporting, BRSR Core, ESG data verification, GHG accounting and assurance procedures.

11. Reasonable Assurance Conclusion

Based on the procedures performed and evidence obtained, in our opinion, the BRSR Core disclosures of Tenneco Clean Air India Limited for the financial year ended 31st March 2026 are prepared, in all material respects, in accordance with the applicable BRSR Core reporting criteria prescribed by SEBI and the reporting criteria adopted by the Company.

Adwin Advisory Services Private Limited

Our conclusion is limited to the BRSR Core disclosures for the standalone operations of the Company for the reporting period 1st April 2025 to 31st March 2026.

We do not express any assurance conclusion on previous year data or on any information outside the scope defined in this statement.

12. Restriction on Use

This assurance statement has been prepared solely for the use of Tenneco Clean Air India Limited for inclusion in its Annual Report / BRSR / BRSR Core disclosure for FY 2025-26 and for submission to relevant stakeholders, as may be required.

We do not accept or assume responsibility to any party other than Tenneco Clean Air India Limited for our work, this assurance statement, or the conclusion expressed herein, except where required under applicable law or regulation.

13. Attestation

For Adwin Advisory Services Private Limited

Authorised Signatory
Gauri Methi
Lead Assurer
Director, Adwin Advisory

Place: Jaipur
Date: 30th May 2026

Annexure- D

REPORT ON CORPORATE GOVERNANCE

The Board of Directors **("Board")** of Tenneco Clean Air India Limited **("TCAIL" or "the Company")** present the Report on Corporate Governance for the financial year ended March 31, 2026.

This report has been prepared in compliance with the requirements of Regulation 34(3) read with Schedule V (Part C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, as amended from time to time.

The equity shares of the Company were listed on BSE Limited and the National Stock Exchange of India Limited **("Stock Exchanges")** on November 19, 2025, pursuant to the successful completion of the Company's Initial Public Offer **("IPO")**. Following its listing, the Company has aligned its governance framework with the requirements applicable to listed entities under the Listing Regulations and continues to strengthen its governance practices in accordance with evolving regulatory expectations and governance standards.

This report, read together with the Management Discussion and Analysis Report and other sections of this Integrated Annual Report, outlines the governance structure, processes and practices adopted by the Company to ensure compliance with the provisions of the Listing Regulations and to uphold high standards of corporate governance.

I. PHILOSOPHY ON CODE OF GOVERNANCE

Corporate governance represents the framework through which a company is directed, controlled and held responsible to its stakeholders. Effective corporate governance fosters an environment of trust and transparency, which in turn strengthens stakeholder confidence and supports sustainable long-term value creation.

At TCAIL, corporate governance reflects the Company's commitment to conducting its business in a manner that upholds the highest standards of integrity, ethics and responsible management. The Company believes that strong governance is fundamental to maintaining investor confidence, safeguarding stakeholder interests and ensuring the sustainable growth of the organisation.

The Company's governance framework is aligned with the principles of corporate governance prescribed under Regulation 4(2) read with Chapter IV of the Listing Regulations and the applicable provisions of the



Companies Act, 2013 ("Act"). These principles emphasise transparency in disclosures, equitable treatment of shareholders, responsible management practices and effective oversight by the Board of Directors.

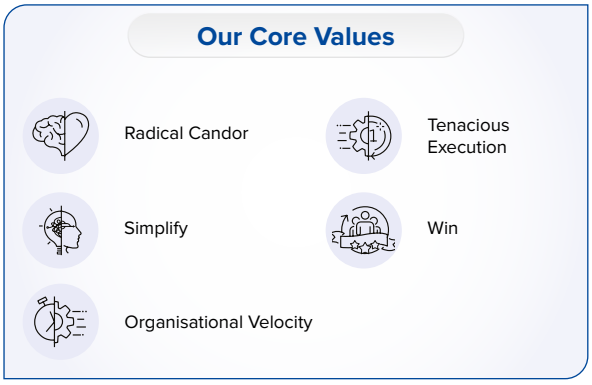
The Board of Directors, in discharging its fiduciary responsibilities, recognises its role as a trustee of shareholder capital and is committed to ensuring that the Company's affairs are conducted in a manner that protects and enhances stakeholder value. The governance framework of the Company seeks to balance management autonomy in driving the Company's business strategy with robust systems of oversight, accountability and internal control.

The Company operates in the automotive components sector, manufacturing emissions control and clean air systems for leading Original Equipment Manufacturers (OEMs). In view of the evolving regulatory environment, heightened environmental responsibilities and rapid technological advancements in the automotive industry, the Company recognises that sound corporate governance practices are essential for ensuring operational discipline, regulatory compliance and sustainable business growth.

The Company's corporate governance philosophy is anchored on a strong ethical foundation, a people-centric culture and a clear commitment to accountability, transparency and disciplined execution. Governance at the Company is not limited to compliance with laws and regulations, but is embedded in the way decisions are taken, responsibilities are discharged and value is delivered to all stakeholders.

The Company's core values form the bedrock of its governance philosophy and guide the conduct of the

Board, management and employees across all levels of the organization:



- **Radical Candor:** Promoting openness, transparency and honest dialogue, while encouraging constructive debate with positive intent to arrive at sound and well-informed decisions.
- **Simplify:** Fostering clarity by minimizing complexity, eliminating unnecessary bureaucracy and enabling efficient and effective governance processes focused on execution.
- **Organizational Velocity:** Supporting governance structures that enable timely decision-making, agility and speed of execution, while maintaining appropriate checks and balances.
- **Tenacious Execution:** Driving accountability and ownership across the organization, ensuring that commitments are met and strategic objectives are executed with discipline and integrity.
- **Win:** Building and sustaining the trust and confidence of employees, customers, investors and other stakeholders through consistent performance and responsible conduct.

Anchored in its purpose, values and people model, the Company's corporate governance philosophy seeks to balance entrepreneurial management with effective oversight. The Board and management remain committed to cultivating a culture of trust, transparency and accountability that supports long-term value creation and strengthens the confidence of all stakeholders.

To institutionalise these principles, the Company has adopted various governance policies and frameworks including the Code of Conduct for Directors and Senior Management, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions and the Whistle Blower and Vigil Mechanism Policy. These policies guide the conduct of Directors, management and employees and reinforce ethical and responsible decision-making across the organisation.

The Board of Directors, supported by its Committees including the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Risk Management Committee, provides strategic direction and oversight of the Company's affairs and periodically reviews the effectiveness of the Company's governance, risk management and internal control systems.

The Company remains committed to continuously strengthening its governance framework in line with evolving regulatory requirements, global governance practices and stakeholder expectations, thereby reinforcing trust and supporting sustainable long-term value creation.

II. BOARD OF DIRECTORS AND GOVERNANCE FRAMEWORK:

Composition of Board of Directors:

The composition of the Board of Directors of the Company is governed by the relevant provisions of the Act and rules made thereunder and Regulation 17 of the Listing Regulations and all other applicable laws in accordance with the best practices in corporate governance.

In terms of Regulation 17(1)(b) of the Listing Regulations, where the Chairperson of the Board is a Non-Executive Director, at least one-third of the Board shall comprise of Independent Directors. Since the Chairperson of the Board of the Company is a Non-Executive Independent Director, the composition of the Board is in compliance with the requirements prescribed under the Listing Regulations.

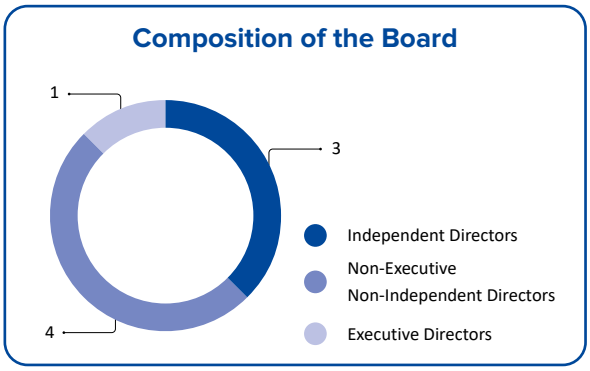
As of March 31, 2026, the Board of Directors comprised of 8 (Eight) Directors. The Chairman of the Board is a Non-Executive Independent Director. The Company has an optimum combination of Executive and Non-Executive Directors in accordance with Regulation 17 of the Listing Regulations. Out of 8 (Eight) Directors, the Board has 3 (Three) Non-Executive Independent Directors including 1 (One) Independent Woman Director, 4 (Four) Non-Executive Non-Independent Directors and 1 (One) Executive Director. The composition of the Board of Directors represents an optimal mix of professionalism, qualification, knowledge, skill sets, track record, integrity, expertise and diversity of experience as required in the automotive components business. The Board reviews its strengths and composition from time to time to ensure that it remains aligned with the statutory as well as business requirements.

Based on the declarations received from the Directors of the Company, it is confirmed that:

a. None of the Directors serves as a member of more than ten committees or as chairperson of more than five committees across all public companies in which they hold directorships. For this purpose, committee positions are limited to the Audit Committee and the Stakeholders' Relationship Committee.

b. None of the Directors holds directorships exceeding the prescribed limits, i.e., more than ten public companies or more than seven listed companies, including their directorship in the Company.

c. The Executive Director of the Company does not hold the position of an Independent Director in any other company.



Composition of Board of Directors as on March 31, 2026

The following table indicating the composition of Board of Directors, number of directorships and committee positions held in other public companies and names of other listed entities in which Directorships are held, including category of Directorships, as on March 31, 2026.

Name and DIN of Director	Designation	No. of Directorship in public Companies**	No. of Committee position in other public companies^		Directorship in other listed entities	
			Chairperson	Member	Name of other listed entity	Category of Directorship
Mr. Niranjan Kumar Gupta@ DIN: 07806792	Chairman, Non-Executive Independent Director	3	Nil	Nil	• Hindustan Unilever Limited	• Executive Director
Mr. Jaidit Singh Brar@ DIN: 10799130	Non-Executive Independent Director	4	Nil	1	• Exide Industries Limited	• Non-Executive - Independent Director
Ms. Gopika Pant@ DIN: 00388675	Non-Executive Independent Director	3	1	4	• Colgate-Palmolive (India) Limited • ABB India Limited	• Non-Executive - Independent Director • Non-Executive - Independent Director

Name and DIN of Director	Designation	No. of Directorship in public Companies**	No. of Committee position in other public companies^		Directorship in other listed entities	
			Chairperson	Member	Name of other listed entity	Category of Directorship
Mr. Arvind Chandrasekharan* DIN: 08721916	Whole Time Director & Chief Executive Officer	1	Nil	Nil	Nil	Nil
Mr. Manavendra Singh Sial# DIN: 11095791	Non-Executive Non-Independent Director	1	Nil	Nil	Nil	Nil
Mr. Nathan Patrick Bowen# DIN: 11095741	Non-Executive Non-Independent Director	1	Nil	Nil	Nil	Nil
Mr. Utsav Baijal#$ DIN: 02592194	Non-Executive Non-Independent Director	1	Nil	Nil	Nil	Nil
Mr. Prakash Mahesh# DIN: 11095815	Non-Executive Non-Independent Director	1	Nil	Nil	Nil	Nil

*Mr. Arvind Chandrasekharan was appointed as the Whole Time Director and Chief Executive Officer w.e.f. May 5, 2025, for a period until January 31, 2028.

@Mr. Niranjan Kumar Gupta, Ms. Gopika Pant and Mr. Jaidit Singh Brar were appointed as Independent Directors w.e.f. May 5, 2025, for a tenure of 3 years. Their appointment was approved by the Members at the Extraordinary General Meeting held on May 15, 2025.

#Mr. Manavendra Singh Sial, Mr. Nathan Patrick Bowen, Mr. Prakash Mahesh and Mr. Utsav Baijal were appointed as Non-Executive Directors w.e.f. May 15, 2025.

**Includes directorship in Tenneco Clean Air India Limited and excludes directorship in Private Companies, Foreign Companies, Companies incorporated under Section 8 of the Act, alternate directorships, Trust and Society.

$Mr. Utsav Baijal has resigned as a Non-Executive Director of the Company w.e.f. May 30, 2026.

^In terms of Regulation 26(1)(b) of the Listing Regulations, the disclosure includes chairperson/membership of the Audit Committee and Stakeholders' Relationship Committee in Indian public companies (listed and unlisted) excluding Tenneco Clean Air India Limited.

Notes:

i. None of the Directors is related to any other Director on the Board of the Company.

ii. None of the Directors hold any equity shares in the Company.

iii. None of the Directors forms part of Promoter or Promoter Group of the Company.

iv. On the recommendation of the Nomination and Remuneration Committee, the Board appointed Mr. Noah Falk as an Additional Director (Non-Executive Director) with effect from May 30, 2026, and has recommended his appointment as a Director liable to retire by rotation for Members' approval at the ensuing AGM.

Board Diversity

The Board of Tenneco Clean Air India Limited is constituted with an optimum mix of Executive, Non-Executive and Independent Directors, providing a balanced blend of skills, experience and perspectives. The composition of the Board not only complies with the applicable statutory and regulatory requirements but also ensures diversity in professional background, expertise and industry experience.

The Board provides effective leadership to the Company while upholding corporate values, promoting an ethical culture, endorsing sustainability initiatives and encouraging innovation. The Independent Directors, with their diverse expertise, bring objectivity and independent judgement to matters relating to strategy, risk management, internal controls and business performance.

The Directors are individuals of high integrity and competence, possessing strong financial acumen, strategic insight and leadership capabilities. They actively engage in the Board and committee processes and devote adequate time and attention to discharge their responsibilities effectively.

Brief profiles of the Directors are provided in this Integrated Annual Report and are also available on the Company's website.

Independent Directors

As on March 31, 2026, the Board of TCAIL comprised of three (3) Independent Directors, who in the opinion of the Board, fulfill the requirements as stipulated under Section 149 of the Act and the provisions of the Listing Regulations and are independent of the Management. The necessary declarations from Independent Directors affirming that they meet the criteria of independence as required under Section 149(7) of the Act and Regulation 16(1)(b) of the Listing Regulations are obtained. The Independent Directors abide by the code of conduct adopted by the Company and as laid out under Schedule IV of the Act.

Each of the Independent Directors have registered their names on the online databank maintained by the Indian Institute of Corporate Affairs ('IICA'). Further, in terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, all the Independent Directors have either passed the online proficiency self-assessment test or are exempt from the requirement under Rule 6(4).

Separate meeting of Independent Directors

A separate meeting of Independent Directors for the financial year 2025-26 as per Schedule IV under Section 149(8) of the Act and Regulation 25(3) of the Listing Regulations was held on March 24, 2026, without the participation of the Non-Independent Directors and management members.

Familiarization for Independent Directors

In compliance with Regulation 25(7) of the Listing Regulations, the Company has a structured programme for orientation and training of directors at the time of their joining and thereafter, to enable them to understand the nature of the industry in which the Company operates, business model of the Company, their rights and responsibilities as Independent Directors.

The exhaustive induction for Independent Directors enables them to be familiarized with the Company, nature of industry it operates in, its business model, details of any new initiatives and projects of the Company, details of other group companies, regulatory framework applicable to the Company, etc.

The details of the familiarization programmes for Independent Directors are available on Company's website and can be accessed at: https://tennecoindia.com/investor-relations/corporate-governance-policies/.

Resignation of Independent Directors

During the year under review, none of the Independent Directors of the Company have resigned.

Board Meeting and AGM attendance record of the Directors in FY 2025-26

During the financial year, the Board met eighteen (18) times, primarily to deliberate on IPO-related matters and transition to a listed entity. The meetings were held on May 5, 2025, May 15, 2025, June 4, 2025, June 27, 2025 (two meetings), June 29, 2025, June 30, 2025, July 28, 2025, August 18, 2025, August 30, 2025, September 6, 2025, October 16, 2025, October 26, 2025, November 5, 2025, November 14, 2025, December 5, 2025, February 13, 2026, and March 25, 2026.

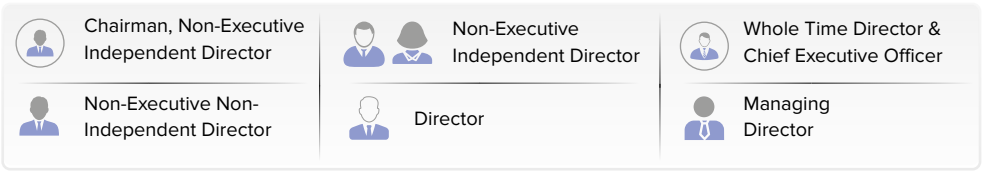
The gap between two meetings did not exceed the statutory limits prescribed under the Act and the Listing Regulations.

For the convenience of all directors and the management team, the annual schedule of Board of Directors meetings, committee meetings and the Annual General Meeting is tentatively fixed at the beginning of the year and shared with the Board members.

As on March 31, 2026, the composition of the Board, category of director, attendance at the Board Meetings during the year under review and the Annual General Meeting, are given herein below:

DIN	Name of Director	Designation	Number of Board Meeting attended	Number of Board Meeting eligible to attend	Attended the last AGM of the Company
07806792	Mr. Niranjan Kumar Gupta[@]		17	17	Yes
10799130	Mr. Jaidit Singh Brar[@]		17	17	Yes

DIN	Name of Director	Designation	Number of Board Meeting attended	Number of Board Meeting eligible to attend	Attended the last AGM of the Company
00388675	Ms. Gopika Pant[@]		17	17	Yes
08721916	Mr. Arvind Chandrasekharan*		17	17	Yes
11095791	Mr. Manavendra Singh Sial[#]		12	17	No
11095741	Mr. Nathan Patrick Bowen[#]		16	17	No
02592194	Mr. Utsav Baijal[#]		8	17	No
11095815	Mr. Prakash Mahesh[#]		14	17	No
08886868	Mr. Digambar Jagannath Parkhi**		2	2	N.A.
08871799	Mr. Nadella Phani Kishor Rao**		1	2	N.A.
03409175	Mr. Gangasagar Neminath Hemade**		0	2	N.A.
08943606	Mr. Rishi Verma**		2	2	N.A.



*Mr. Arvind Chandrasekharan was appointed as the Whole Time Director and Chief Executive Officer w.e.f. May 5, 2025, for a period upto January 31, 2028.

[@]Mr. Niranjan Kumar Gupta, Ms. Gopika Pant and Mr. Jaidit Singh Brar were appointed as Independent Directors w.e.f. May 5, 2025, for a tenure of 3 years. Their appointment was approved by the Members at the Extraordinary General Meeting held on May 15, 2025.

[#]Mr. Manavendra Singh Sial, Mr. Nathan Patrick Bowen, Mr. Prakash Mahesh and Mr. Utsav Baijal were appointed as Non-Executive Directors w.e.f. May 15, 2025.

**Mr. Digambar Jagannath Parkhi, Mr. Nadella Phani Kishor Rao, Mr. Gangasagar Neminath Hemade and Mr. Rishi Verma resigned from the Board of the Company with effect from closure of business hours of May 15, 2025.

During the financial year 2025-26, information mentioned in Part A of Schedule II of the Listing Regulations and the compliance report of all applicable laws was duly placed before the Board for its consideration. Further, the Directors were provided with the facility of video-conferencing to participate in the meetings.

Skills/Expertise/Competencies Identified by the Board of Directors

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board.

Considering the Company's operations in the automotive components sector the Board has identified key skills, expertise and competencies required for effective functioning of the Company considering the nature of its business and regulatory environment. The Board comprises members possessing experience and expertise in areas such as strategy & planning, administration and management, governance, sales and marketing, finance, law and operations. The following matrix sets out the core skills, expertise and competencies available with the Board.

Considering the Company's operations and the expertise and competencies required for Board members to ensure the effective functioning of the Company, having regard to the nature of its business and the regulatory environment, the Company has identified the following key skills, expertise, and competencies:

- **Business Strategies, Planning and M&A**

  Experience in formulating and driving long-term business strategies across diverse and evolving economic environments, with a focus on sustainable, competitive, and profitable growth. Demonstrated capability in leading well-governed organizations, with a strong understanding of organizational systems and processes, complex business dynamics, and strategic planning.

- **Financial Expertise and Risk Management**

  Expertise in financial management and risk oversight, with strong knowledge of accounting, treasury, and financial reporting. Ability to assess key business and regulatory risks and contribute to effective mitigation strategies and enterprise risk management. Sound understanding of the regulatory environment, coupled with a strong commitment to governance standards and evolving compliance frameworks.

- **People and Talent Development**

  Experience in guiding talent development and succession planning to build a strong, diverse, and high-performing talent pipeline. Ability to assess talent requirements and market dynamics, and to contribute to strategies for attracting, retaining, and developing capabilities that support long-term growth.

- **Corporate Governance & Legal Framework**

  Demonstrates strong expertise in supporting the Board's effective oversight across all aspects of the business, with the ability to guide and uphold high standards of corporate governance. This is underpinned by a deep understanding of the evolving legal and regulatory landscape.

- **Industry Knowledge and Expertise**

  Significant experience in the automotive or allied industries, with the ability to analyze, anticipate, and respond to competition and market forces. Capability to drive innovation, identify emerging trends, and contribute to the development or expansion of business models.

- **Global Business Exposure**

  Experience operating in global business environments, with a strong understanding of international markets, cross-border regulations, and geopolitical dynamics. Ability to bring a global perspective to strategic decision-making, manage multicultural stakeholder relationships, and identify opportunities for international growth and expansion.

- **Administration and Management**

  Extensive experience organizational administration and management, with the ability to oversee operational efficiency, resource allocation, and policy implementation. Strong understanding of corporate structures, internal controls, and management processes to ensure effective execution of business strategies and alignment with organizational objectives.

- **Mergers and Acquisitions**

  Experience in evaluating, structuring, and executing mergers, acquisitions, divestments, and strategic investments. Ability to assess financial, legal, and operational implications, conduct due diligence, and support post-integration strategies to create long-term value.

- **Technology and Innovation**

  Understands the role of technology and innovation in driving business transformation and competitive advantage. Ability to evaluate emerging technologies, support digital initiatives, and encourage innovation-led growth to enhance operational efficiency and business resilience.

The following are the details of the Directors of the Company who possess skills, expertise, and competencies, identified by the Board:

Sl. No.	Name of Director / Skills/expertise/ competencies	Niranjan Kumar Gupta	Jaidit Singh Brar	Gopika Pant	Arvind Chandrasekharan	Manavendra Singh Sial	Nathan Patrick Bowen	Utsav Baijal	Prakash Mahesh
1.	Business Strategies, Planning and M&A	✓	✓	✓	✓	✓	✓	✓	✓
2.	Financial Expertise & Risk Management	✓	✓	✓	✓	✓	✓	✓	✓
3.	Corporate Governance & Legal Framework	✓	✓	✓		✓		✓	
4.	Global Business Exposure	✓	✓		✓	✓	✓	✓	✓
5.	Administration and Management	✓	✓	✓	✓	✓	✓	✓	✓
6.	Industry Knowledge & Expertise	✓			✓	✓	✓		✓

Sl. No.	Name of Director Skills/expertise/ competencies	Niranjan Kumar Gupta	Jaidit Singh Brar	Gopika Pant	Arvind Chandrasekharan	Manavendra Singh Sial	Nathan Patrick Bowen	Utsav Baijal	Prakash Mahesh
7.	People & Talent Development	✓	✓	✓	✓	✓	✓	✓	✓
8.	Mergers and Acquisitions	✓	✓	✓	✓	✓	✓	✓	✓
9.	Technology and Innovation		✓		✓		✓		✓

Details of convertible instruments of the Company held by the Directors as on March 31, 2026:

The Company has not issued any convertible instruments during the year under review and accordingly, none of the Directors holds any convertible instruments.

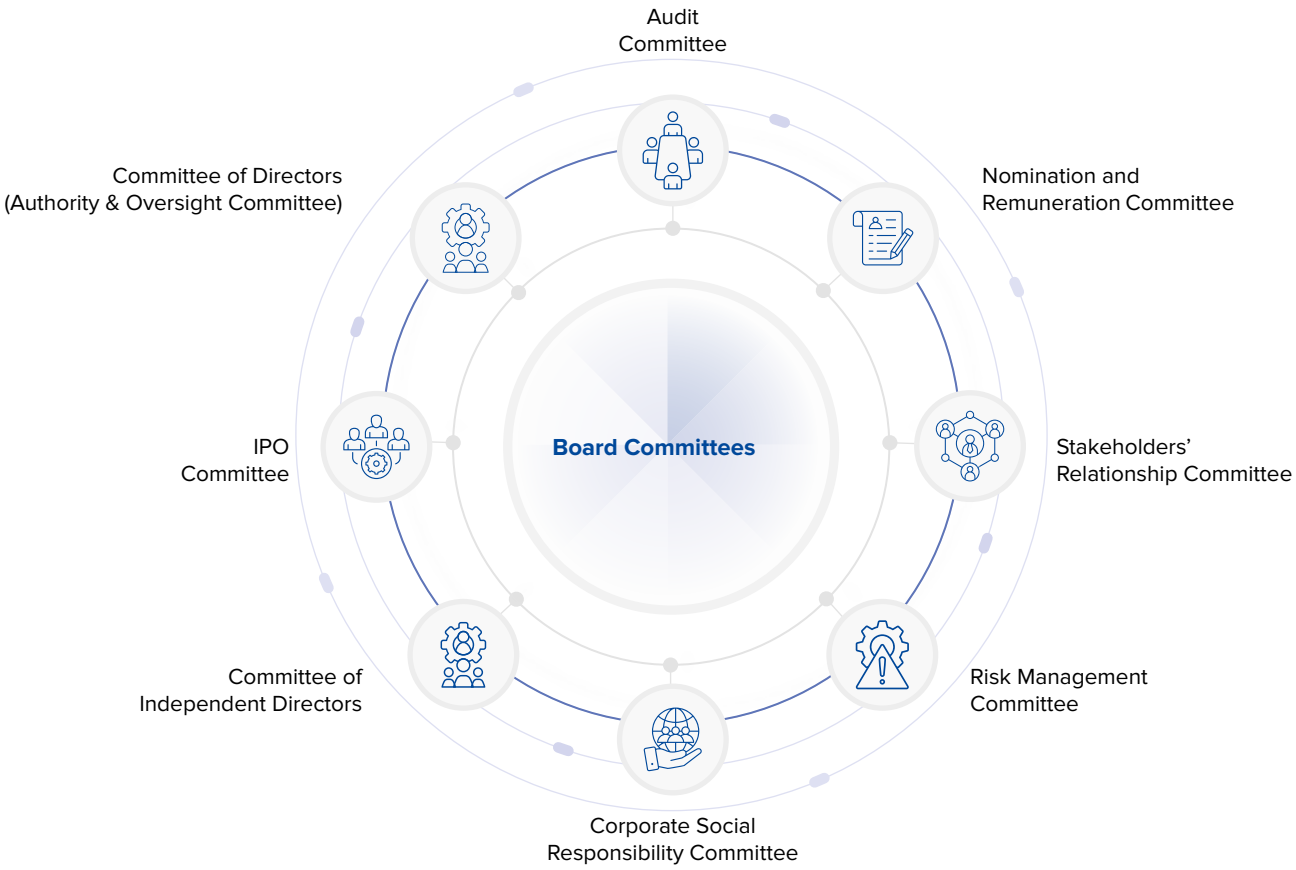
III. BOARD COMMITTEES

To enable focused oversight and efficient decision-making on complex and specialized matters, the Board has delegated certain responsibilities to its Committees. These Committees play an integral role in the Company's governance framework and operate under mandates approved by the Board, in accordance with the requirements of the Act, the Listing Regulations, and recognized principles of good corporate governance.

In addition to Committee members, senior management personnel and other functional leaders are invited to attend Committee meetings, as appropriate, to provide relevant inputs and insights. Committee meetings are generally convened prior to Board meetings, and their recommendations are placed before the Board for consideration and deliberation.

The minutes of Committee meetings are regularly placed before the Board for its review and noting. The Committees have been constituted in compliance with the applicable provisions of the Act, and the Listing Regulations

As on March 31, 2026, the Board has constituted the following Committees to assist in the effective discharge of its responsibilities.



The agenda for each committee meeting is finalized in consultation with the respective Chairperson of the Committee. The Committee review, deliberate and recommends to the Board, the matters put forth for their consideration. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. During the financial year 2025-26, the Board has accepted all the recommendations of the Committees.

The Company Secretary acts as the Secretary for all the Committees. The Company Secretary adheres to the same laws and regulations for conducting the meetings of the Committees as applicable for the Board Meetings. The terms of reference of the Board Committees are reviewed from time to time to align the same with the regulatory/business requirements.

A. AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting; adequacy and reliability of the Internal Control Systems. The Committee oversees the work carried out in the financial reporting process by the Management, the Internal Auditor, the Statutory Auditor and notes the processes and safeguards employed by each of them. The Committee further reviews the processes and controls including compliance with legal & regulatory requirements, the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Whistle Blower and Vigil Mechanism Policy and cases related thereto.

The Company Secretary acts as the Secretary to the Committee. The Internal Auditor functionally reports to the Audit Committee. The Whole Time Director & Chief Executive Officer and Senior Management of the Company also attend the meetings as invitees.

The Audit Committee functions according to its terms of reference which defines its authority, responsibility and reporting functions, in accordance with Section 177 of the Act, Regulation 18(3) read with Part C of Schedule II of the Listing Regulations and is reviewed from time to time.

The Audit Committee was constituted by the Board of Directors at its meeting held on May 15, 2025. The Board also approved the Committee's terms of reference in line with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. The said terms of reference were subsequently adopted by the Committee.

a) Terms of Reference:

The key scope and functions of the Audit Committee are as follows:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that its financial statements are correct and credible.
2. Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the auditors of the Company.
3. Reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process.
4. Approving payments to the statutory auditors for any other services rendered by the statutory auditors.
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a. matters required to be included in the Director's Responsibility Statement in terms of clause (c) of sub-section (3) of Section 134 of the Act;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. significant adjustments made in the financial statements arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. disclosure of any related party transactions; and
    g. qualifications and modified opinion(s) in the draft audit report.
6. Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval.
7. Granting approval for transactions of the Company with related parties and

any subsequent modification thereto and granting omnibus approval for related party transactions proposed to be entered into by the Company, subject to prescribed conditions, by the independent directors who are members of the Audit Committee.

8. Recommending criteria for omnibus approval or any changes thereto for approval of the Board; granting omnibus approval for related party transactions for every financial year as per the approved criteria; reviewing transactions pursuant to omnibus approval; and making recommendations to the Board where the Audit Committee does not approve transactions other than those falling under Section 188 of the Act.

9. Scrutiny of inter-corporate loans and investments.

10. Evaluation of internal financial controls and risk management systems.

11. Establishing a vigil mechanism for directors and employees to report genuine concerns or grievances.

12. Reviewing with the management, the performance of statutory and internal auditors and adequacy of the internal control systems.

13. Reviewing the adequacy of the 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.

14. Reviewing the findings of any investigations into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.

15. Approving the appointment of the Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.

16. 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.

17. Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc. on the Company and its shareholders.

18. Reviewing the financial statements of subsidiaries, particularly investments made by an unlisted subsidiary (if any).

19. Carrying out any other functions required to be performed by the Audit Committee as may be decided by the Board and/or as provided under the Act, the Listing Regulations or any other applicable law, as amended from time to time.

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.

The Chairperson of the Audit Committee is a Non-Executive Independent Director of the Company.

b) Composition, Meetings & Attendance during the year

The Audit Committee of the Company was constituted on May 15, 2025, with Mr. Jaidit Singh Brar as Chairman and Mr. Niranjan Kumar Gupta & Mr. Manavendra Singh Sial as Members of the Committee. All members of the Committee are financially literate and have relevant finance and/or audit exposure. The quorum of the meeting is two members or one-third of its members, whichever is higher.

During the financial year ended March 31, 2026, fourteen (14) meetings of the Audit Committee were held i.e. June 27, 2025 (two meetings), June 29, 2025, June 30, 2025, August 18, 2025, August 30, 2025, September 6, 2025, October 16, 2025, October 26, 2025, November 5, 2025, November 14, 2025, December 5, 2025, February 13, 2026 and March 25, 2026 and the gap between the two meetings did not exceed the statutory limits prescribed under the Act and the Listing Regulations.

The composition and attendance of the Audit Committee as on March 31, 2026 was as under:

Name	Number of Meetings		% of Attendance
	Held during the tenure	Attended	
Mr. Jaidit Singh Brar (Chairperson)	14	14	100%
Mr. Niranjan Kumar Gupta	14	14	100%
Mr. Manavendra Singh Sial	14	10	71.5%

Notes:

(i) The necessary quorum was present for all the meetings.

(ii) In addition to the members of the Audit Committee, these meetings were attended by the Whole Time Director and CEO, other Independent Directors, Chief Financial Officer, Company Secretary and Compliance Officer, Statutory Auditor, Internal Auditor and/or their representatives, wherever necessary and by such executives of the Company as were considered necessary for providing inputs to the Committee.

(iii) The Company Secretary acts as the Secretary to the Committee.

Mr. Jaidit Singh Brar, Chairperson of the Audit Committee was present at the Annual General Meeting of the Company held on Saturday, September 27, 2025.

B. NOMINATION & REMUNERATION COMMITTEE ('NRC')

The Nomination and Remuneration Committee (NRC) is a key pillar of the Company's corporate governance framework. It supports effective governance by ensuring that the Board and senior management comprise individuals with the appropriate mix of skills, experience, diversity and integrity. The Committee follows a structured succession planning process covering the Board, Key Managerial Personnel and senior management personnel. The NRC periodically evaluates the skills, competencies and experience required for leadership positions and reviews succession readiness for critical roles, recommends appointments and reappointments, evaluates the performance of Directors and Senior Management Personnel, and ensures that remuneration practices are fair, transparent and linked to performance and long-term value creation. Through its oversight of leadership development, Board effectiveness and alignment of compensation with the Company's strategic objectives and stakeholder interests, the NRC helps strengthen accountability, ethical conduct and sustainable business performance.

The NRC of the Company functions according to its terms of reference, its objectives, composition, meeting requirements, authority and power, responsibilities, reporting and evaluation functions in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

The NRC was constituted by the Board of Directors at its meeting held on May 15, 2025. The Board also approved the Committee's terms of reference in line with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations. The said terms of reference were subsequently adopted by the Committee.

a) Terms of Reference:

The key scope and functions of the NRC are as follows:

1. 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").

2. 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:

a) use the services of external agencies, if required;

b) consider candidates from a wide range of backgrounds, having due regard to diversity; and

c) consider the time commitments of the candidates.

3. Formulating the criteria for evaluation of the performance of Independent Directors and the Board.

4. Devising a policy on diversity of the Board.

5. Identifying persons who are qualified to become directors or appointed as Key Managerial Personnel and Senior Management Personnel in accordance with the criteria laid down, and recommending to the Board their appointment and removal.

6. 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.

7. Recommending to the Board all remuneration, in whatever form, payable to senior management.

8. 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 Act, the Listing Regulations or any other applicable law, as amended from time to time.

The Nomination and Remuneration Committee shall meet at least once in a year in accordance with the Listing Regulations.

The Chairperson of the NRC is a Non-Executive Independent Director of the Company.

b) Composition, Meetings & Attendance during the year

The NRC Committee of the Company was constituted on May 15, 2025, with Ms. Gopika Pant, as Chairperson and Mr. Jaidit Singh Brar & Mr. Manavendra Singh Sial as members.

During the financial year ended March 31, 2026, Five (5) meetings of the Nomination and Remuneration Committee were held i.e. on June 4, 2025, June 27, 2025, July 28, 2025, September 6, 2025, and March 25, 2026.

The composition and attendance of the Nomination and Remuneration as on March 31, 2026 members was as under:

Name	Number of Meetings		% of Attendance
	Held during the tenure	Attended	
Ms. Gopika Pant (Chairperson)	5	5	100%
Mr. Jaidit Singh Brar	5	5	100%
Mr. Manavendra Singh Sial	5	4	80%

Notes:

(i) The necessary quorum was present at all the meetings.

(ii) The Company Secretary acts as the Secretary to the Committee.

Ms. Gopika Pant, Chairperson of the Nomination & Remuneration Committee was present at the Annual General Meeting of the Company held on Saturday, September 27, 2025.

With effect from May 30, 2026, Mr. Manavendra Singh Sial ceased to be the member of the Committee and Mr. Nathan Patrick Bowen was appointed as member of the Committee with effect from the same date.

BOARD EVALUATION

The Board of Directors conducts an annual evaluation of its own performance, the functioning of its Committees and the contribution of individual Directors, in compliance with the requirements of the Act, the Listing Regulations and the Company's governance framework. The evaluation process is led by the Nomination and Remuneration Committee, which undertakes a structured assessment of the effectiveness of the Board, its Committees and individual Directors (including independent directors).

The evaluation process was comprehensive and designed to assess the overall effectiveness of

the Board, its Committees and individual Directors (including independent directors). The assessment covered key areas including the composition and functioning of the Board, quality and effectiveness of Board meetings, strategic oversight, governance and regulatory compliance, risk management, management performance, ethical standards and corporate culture, management accountability etc.

The outcome of the evaluation is reviewed by the Board, and appropriate actions are undertaken to further strengthen Board effectiveness, governance practices and overall organisational performance.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE ('SRC')

The Stakeholders' Relationship Committee (SRC) plays a vital role in strengthening stakeholder confidence by overseeing and ensuring the timely redressal of investors' and security holders' grievances. The Committee monitors matters relating to transfer/transmission of securities, investor services, dividend-related issues and compliance with applicable regulatory requirements. Through proactive oversight and transparent engagement, the Committee helps safeguard stakeholder interests, promotes effective communication and reinforces the Company's commitment to high standards of corporate governance and investor relations.

The SRC functions according to its terms of reference, its objectives, composition, meeting requirements, authority and power, responsibilities, reporting and other functions in accordance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations.

The SRC was constituted by the Board of Directors at its meeting held on May 15, 2025. The Board also approved the Committee's terms of reference in line with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations. The said terms of reference were subsequently adopted by the Committee.

a) Terms of Reference

The key scope and functions of the SRC are as follows:

1. Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders.
2. 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.
3. Review of measures taken for effective exercise of voting rights by shareholders.
4. 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.
5. 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
6. Carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Act or the Listing Regulations or any other applicable law, as and when amended from time to time.

The Stakeholders' Relationship Committee shall meet at least once in a year in accordance with the Listing Regulations.

b) Composition, Meetings & Attendance during the year

The SRC Committee of the Company was constituted on May 15, 2025, with Mr. Jaidit Singh Brar, as Chairperson and Mr. Niranjan Kumar Gupta & Mr. Arvind Chandrasekharan as members.

During the financial year ended March 31, 2026, One (1) meeting of the Stakeholders' Relationship Committee was held i.e. on February 13, 2026.

The composition and attendance of the Stakeholders' Relationship as on March 31, 2026 members was as under:

Name	Number of Meetings		% of Attendance
	Held during the tenure	Attended	
Mr. Jaidit Singh Brar (Chairperson)	1	1	100%
Mr. Niranjan Kumar Gupta	1	1	100%
Mr. Arvind Chandrasekharan	1	1	100%

Notes:

(i) The necessary quorum was present at the meeting.

(ii) The Company Secretary acts as the Secretary to the Committee.

Mr. Jaidit Singh Brar, Chairperson of the Stakeholders' Relationship Committee was present at the Annual General Meeting of the Company held on Saturday, September 27, 2025.

c) Details of the Compliance & Nodal Officer

The Compliance and Nodal Officer monitors the email address for grievance redressal division i.e. complianceofficer@tenneco.com designated for the purpose of registering complaints by investors.

Ms. Roopali Singh (ICSI Membership No. A15006) is the Company Secretary & Compliance Officer and the Nodal Officer of the Company.

The shareholders may also contact the Registrar & Share Transfer Agent of the Company for matters relating to Equity Shares of the Company.

Number of investor complaints received and redressed during the year 2025-26 were as follows:

No. of Investor/ Shareholders complaints pending at the beginning of the financial year 2025-26	No. of Investor/ Shareholders complaints received during the financial year 2025-26	No. of Investor complaints not solved to the satisfaction of shareholders during the financial year 2025-26	No. of Investor complaints pending at the end of the financial year 2025-26
Nil	165	Nil	Nil

D. RISK MANAGEMENT COMMITTEE ('RMC')

The Risk Management Committee (RMC) assists the Board in overseeing the Company's risk management framework and ensuring the identification, assessment, mitigation and monitoring of key business risks. The Committee reviews strategic, operational, financial, regulatory, sustainability and emerging risks, including cybersecurity and information security risks, and evaluates the effectiveness of risk mitigation measures. Through its oversight, the Committee supports informed decision-making, enhances business resilience and contributes to the achievement of the Company's long-term strategic objectives while safeguarding stakeholder interests.

The RMC functions according to its terms of reference, its objectives, composition, meeting requirements, authority and power, responsibilities, reporting and other functions in accordance with Regulation 21 read with Part D of Schedule II of the Listing Regulations.

The RMC was constituted by the Board of Directors at its meeting held on May 15, 2025. The said terms of reference were subsequently adopted by the Committee.

a. Terms of reference:

The key scope and functions of the RMC are as follows:

1. 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, including financial, operational, sectoral, sustainability (particularly ESG-

related risks), information technology and 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, and
- business continuity plan.

2. Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
3. Monitoring and overseeing the implementation of the risk management policy, including evaluating the adequacy and effectiveness of risk management systems.
4. Reviewing the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).
5. Implementing and monitoring policies and/or processes for ensuring cyber security, and
6. 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.

b. Composition, Meetings & Attendance during the year

The RMC was constituted on May 15, 2025 with Ms. Gopika Pant, as Chairperson and Mr. Utsav Baijal & Mr. Nathan Patrick Bowen as members.

During the financial year ended March 31, 2026, Two (2) meetings of the Risk Management Committee were held i.e. on December 15, 2025, and March 27, 2026.

The composition and attendance of the Risk Management as on March 31, 2026 members was as under:

Name	Number of Meetings		% of Attendance
	Held during the tenure	Attended	
Ms. Gopika Pant	2	2	100%
Mr. Utsav Baijal	2	2	100%
Mr. Nathan Patrick Bowen	2	1	50%

Notes:

(i) The necessary quorum was present at the meeting.

(ii) The Company Secretary acts as the Secretary to the Committee.

Ms. Gopika Pant, Chairperson of the Risk Management Committee was present at the Annual General Meeting of the Company held on Saturday, September 27, 2025.

With effect from May 30, 2026, Mr. Utsav Baijal ceased to be a member of the Committee. Further, Mr. Noah Falk and Mr. Arvind Chandrasekharan were appointed as members of the Committee with effect from the same date.

E. OTHER COMMITTEES

(A) CORPORATE SOCIAL RESPONSIBILITY ('CSR') COMMITTEE:

In accordance with the requirements of Section 135 of the Act, the Board of Directors have constituted a Corporate Social Responsibility Committee to assist the Board in setting the Company's Corporate Social Responsibility Policy and assessing its Corporate Social Responsibility performance.

The Corporate Social Responsibility Committee was constituted by the Board on December 31, 2020, and was further re-constituted at a meeting of Board of Directors held on May 15, 2025, with Mr. Niranjan Kumar Gupta as Chairperson and Ms. Gopika Pant & Mr. Prakash Mahesh as members of the CSR Committee.

(a) Terms of Reference

The terms and reference of the CSR Committee are in accordance with Section 135 of the Act. The key scope and functions of the CSR Committee, are as follows:

1. 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 Act, and the Companies (Corporate Social Responsibility Policy) Rules, 2014, ("CSR Rules").

2. Identifying corporate social responsibility policy partners and corporate social responsibility programmes to be undertaken by the Company.
3. Reviewing and recommending the amount of expenditure to be incurred on the activities referred to in clause 1 and the distribution of the same to various corporate social responsibility programs undertaken by the Company.
4. Reviewing and monitoring the implementation of the corporate social responsibility Policy of the Company and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes.
5. Formulating and recommending to the Board an annual action plan in pursuance of the Corporate Social Responsibility Policy.
6. 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
7. 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.

(b) Composition, Meetings & Attendance during the year

The Committee was reconstituted on May 15, 2025 with Mr. Niranjan Kumar Gupta, as Chairperson and Ms. Gopika Pant & Mr. Prakash Mahesh as members of the Corporate Social Responsibility Committee.

During the financial year ended March 31, 2026, Two (2) meetings of the Corporate Social Responsibility Committee were held i.e. on September 6, 2025, and March 24, 2026.

The composition and attendance of the Corporate Social Responsibility as on March 31, 2026 members was as under:

Name	Number of Meetings		% of Attendance
	Held during the tenure	Attended	
Mr. Niranjan Kumar Gupta (Chairperson)	2	2	100%
Ms. Gopika Pant	2	2	100%
Mr. Prakash Mahesh	2	2	100%

Notes:

(i) The necessary quorum was present at the meeting.

(ii) The Company Secretary acts as the Secretary to the Committee.

Mr. Niranjan Kumar Gupta, Chairperson of the Corporate Social Responsibility Committee was present at the Annual General Meeting of the Company held on Saturday, September 27, 2025.

Prior to reconstitution, Mr. Digambar Jagannath Parkhi, Mr. Nadella Phani Kishor Rao and Mr. Rishi Verma were the members of the CSR Committee and during the financial year no committee meeting was held during their tenure of association.

(B) INITIAL PUBLIC OFFERING (IPO) COMMITTEE

The IPO Committee was constituted on May 15, 2025, to oversee and facilitate matters relating to the Company's Initial Public Offering (IPO) and related regulatory, operational and compliance requirements. The Committee provides strategic guidance on key IPO-related activities, including guidance from advisors, review of disclosures, regulatory filings and approvals, and monitoring of offer-related processes. Through its focused oversight, the Committee supported the efficient execution of the IPO process while ensuring transparency, regulatory compliance and the protection of stakeholder interests.

a) Terms of Reference

The key terms of reference of the Committee include the following:

1. To decide, negotiate and finalize, in consultation with the book running lead managers appointed in relation to the IPO (the "**BRLMs**"), all matters regarding the pre-IPO placement, if any, including entering into discussions and execution of all relevant documents with investors;

2. To decide, in consultation with the BRLMs, the actual size of the Offer, reservation on a competitive basis, any rounding off in the event of any oversubscription, any discount to be offered to retail individual bidders or eligible employees participating in the Offer and all the terms and conditions of the Offer, including without limitation, timing, pricing, opening and closing dates of the Offer, price band, allocation/ allotment to eligible persons pursuant to the Offer, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;

3. To finalise, settle, adopt, arrange, approve and file, in consultation with the BRLMs, the draft red herring prospectus ("**DRHP**") with SEBI, the red herring prospectus ("**RHP**") and prospectus ("**Prospectus**") with the jurisdictional Registrar of Companies ("**RoC**"), and thereafter with SEBI and the Stock Exchanges and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient), the bid cum application forms, abridged prospectus, confirmation of allocation notes and any document(s) in relation to the Offer as finalised by the Company and take all such actions in consultation with the BRLMs as may be necessary for the submission and filing of the documents mentioned above, including incorporating such alterations/ corrections/modifications as may be required by the SEBI, the RBI, the RoC, the Stock Exchanges and/ or any other relevant governmental and statutory authorities and/ or under applicable laws;

4. To appoint, instruct and enter into or terminate arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, legal advisors, advertising agency and any other agencies or persons or intermediaries to the Offer and to negotiate, finalise and amend the terms of their appointment including but not limited to execution of the engagement/ fee letter with the BRLMs;

5. To negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, share escrow agreement, syndicate agreement, cash escrow and sponsor bank agreement, underwriting agreement, agreements with the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the legal advisors, auditors, Stock Exchanges, BRLMs, the Selling Shareholders and other agencies/ intermediaries in connection with Offer;

6. To take all actions as may be necessary in connection with the Offer, including taking on record the consents of the Selling Shareholder(s) for offering their Equity Shares in the Offer and transferring their Equity Shares in Offer (including the quantum in terms of the number of Equity Shares/ amount offered by the Selling Shareholder(s) in the Offer and allowing revision of the Offer portion in case Selling Shareholder decides to revise it, in accordance with the applicable laws;

7. To finalise the basis of allocation and allot the shares to the successful allottees as permissible in law, in accordance with the relevant rules, in consultation with the BRLMs;

b) Composition, Meetings & Attendance during the year

The Committee was constituted on May 15, 2025 with Mr. Niranjan Kumar Gupta as Chairperson and Mr. Manavendra Singh Sial and Mr. Utsav Baijal as Member of the Committee.

During the financial year ended March 31, 2026, Six (6) meetings of the IPO Committee were held i.e. on August 18, 2025, October 17, 2025, November 6, 2025, November 11, 2025, November 14, 2025, and November 17, 2025.

The composition and attendance of the IPO Committee as on March 31, 2026 was as under:

Name	Number of Meetings		% of Attendance
	Held during the tenure	Attended	
Mr. Niranjan Kumar Gupta (Chairperson)	6	6	100%
Mr. Manavendra Singh Sial	6	5	83.33%
Mr. Utsav Baijal	6	6	100%

Notes:

(i) The necessary quorum was present at the meeting.

(ii) The Company Secretary acts as the Secretary to the Committee.

(C) COMMITTEE OF INDEPENDENT DIRECTORS

On October 16, 2025, the Board established a Committee of Independent Directors, specifically for the purposes of the Initial Public Offering (IPO) and the Committee and ceased to operate after completion of the IPO.

a) Terms of Reference:

The terms of reference of the Committee include the following:

1. To issue a recommendation for inclusion in the price band advertisement to be issued by the Company in relation to its proposed initial public offering of equity shares, stating that the price band is justified based on quantitative factors/ key performance indicators disclosed in "Basis for Offer Price" chapter of the red herring prospectus filed by the Company to be filed with the Registrar of Companies, Tamil Nadu and Andaman at Chennai (the "RHP") vis-à-vis the weighted average cost of acquisition of primary issuance/ secondary transaction(s) disclosed in the "Basis for Offer Price" chapter of the RHP; and

2. To perform such other duties and functions as may be specifically required to be performed by a Committee of Independent Directors of the Company under applicable law, including the Act and the regulations, circulars, directives and notifications of the Securities and Exchange Board of India.

b) Composition, Meetings & Attendance during the year

The Committee was constituted on October 16, 2025, with Mr. Niranjan Kumar Gupta, as Chairperson, Mr. Jaidit Singh Brar and Ms. Gopika Pant as Members of the Committee.

During the financial year ended March 31, 2026, one (1) meeting of the Committee of Independent Directors was held i.e. on November 6, 2025.

The composition and attendance of the Committee of Independent Directors as on March 31, 2026 was as under:

Name	Number of Meetings		% of Attendance
	Held during the tenure	Attended	
Mr. Niranjan Kumar Gupta (Chairperson)	1	1	100%
Mr. Jaidit Singh Brar	1	1	100%
Ms. Gopika Pant	1	1	100%

Notes:

(i) The necessary quorum was present at the meeting.

(ii) The Company Secretary acts as the Secretary to the Committee.

(D) COMMITTEE OF DIRECTORS (AUTHORITY & OVERSIGHT COMMITTEE)

The Board established a Committee of Directors on March 25, 2026, to provide oversight and guidance on routine operational and administrative matters delegated by the Board from time to time. The Committee facilitates timely decision-making on day-to-day business matters within its approved authority framework, ensuring operational efficiency while maintaining adherence to the Company's governance standards, policies and regulatory requirements. Through its focused oversight, the Committee supports business continuity, responsiveness and effective management of operational affairs in alignment with the Company's strategic objectives.

The terms of reference of the Committee include the following:

a) Terms of Reference:

1. The Committee shall review, evaluate, and approve the Delegation of Authority (DoA) framework for officers of the Company, including the scope and limits under which such authority may be exercised. The Committee shall ensure that all delegations are aligned with the Company's governance standards, internal control requirements, and Board-approved policies, and shall consider the competencies and responsibilities of the officers to whom authority is delegated. The Committee is further empowered to amend, modify, update, or revoke the DoA from time to time in response to operational needs, organizational changes, or regulatory developments, and shall oversee the proper implementation and monitoring of the DoA as well as report significant matters to the Board.

2. To consider and grant authority to carry out all documentary and regulatory work, including execution, filing, registration, stamping, and other procedural or compliance actions, before authorities such as Registrars, Sub-Registrars, municipal and local authorities, and other statutory or regulatory authorities, pursuant to approvals granted by the Board, relating to the purchase, acquisition, sale, transfer, and/or taking on lease of land, buildings, and other movable and immovable properties for the purpose of the Company, subject to a maximum transaction limit as per the DOA framework for officers of the Company.

3. The Committee shall be empowered to arrange for and borrow moneys on behalf of the Company through such financial instruments and mechanisms as may be appropriate, including but not limited to loans, credit facilities, bonds, commercial paper, or any other permitted debt instruments, subject to the overall borrowing limits approved by the Board of Directors. The Committee may negotiate, finalize, and approve the terms and conditions of such borrowings, execute or authorize the execution of relevant agreements and documents, and take all necessary actions incidental to raising funds. The Committee shall also have the authority to modify, renew, refinance, or prepay such borrowings from time to time within the limits approved by Board, and shall keep the Board informed of material actions taken under this delegation.

4. To carry out routine, executional, documentary, filing, and regulatory compliance actions in relation to the operation, opening, closing, and modification of bank accounts of the Company, including current accounts, cash credit accounts, dividend payment accounts, escrow accounts, trading accounts, and demat accounts, with banks, stockbrokers, depository participants, or other financial intermediaries. To authorize, appoint, or modify signatories for cheques, electronic transfers, and other banking instruments, including across physical and digital banking platforms.

5. To authorize officers and/or other persons on behalf of the Company to represent the Company and to prepare, submit, and file necessary documentation before central and/or state governments, government departments, local bodies, courts, tribunals, regulatory authorities, and other statutory or regulatory agencies.

6. To nominate, appoint, authorize, modify or withdraw the nomination of officers, employees and/or any other persons to act on behalf of the Company and to be recognized, designated, registered or accepted by any central, state, local or other regulatory, statutory, judicial

or administrative authority under any applicable law or provision, including, without limitation, appointments such as Nodal Officer under Provident Fund Regulations, Factory Occupier under the Factories Act, and Nodal Officer under the Investor Education and Protection Fund framework, etc.

7. To authorize officers and/or other persons on behalf of the Company to carry out documentary, executional, and regulatory compliance actions, including preparation, signing, submission, and filing of applications, forms, returns, declarations, statements, and other documents under applicable labour, employment, and social security laws, tax laws and Act, and to apply for, obtain, amend, renew, or surrender registrations, licenses, permissions, and approvals thereunder, before applicable regulatory authorities.

8. The Committee shall be empowered to constitute, reconstitute, and oversee the Internal Complaints Committee (ICC) in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules made thereunder. This authority shall include appointing the Presiding Officer, external member, and other required members by reviewing the composition to ensure continued compliance with statutory requirements.

9. To appoint, engage, and retain advocates, attorneys, counsels, chartered accountants, cost accountants, company secretaries, valuers, consultants, and other professionals, for compliance, certification, filing, and representation purposes, as may be required under applicable laws.

10. To make, vary, or repeal any bye-laws / policies for the regulation of the business of the Company, and excluding matters requiring approval of the Board, shareholders, or regulators.

11. To delegate any or all of the above powers to officers and/or employees of the Company, as deemed necessary for operational efficiency, through formal resolutions specifying the scope, limits, tenure, and conditions of such delegation, and subject to periodic review by the Committee. To exercise such powers and discharge such functions as may be conferred upon the Committee from time to time by the Company.

12. To exercise such powers and discharge such functions as may be conferred upon the Committee from time to time by the Company.

b) Composition, Meetings & Attendance during the year

The Committee was constituted on March 25, 2026, with Mr. Arvind Chandrasekharan, as Chairperson and Mr. Nathan Patrick Bowen & Mr. Manavendra Singh Sial as Members of the Committee.

During the financial year ended March 31, 2026, no meeting of the Committee was held.

As on March 31, 2026, the Committee comprised the following directors as members:

S No.	Member Name	Designation in Committee
1	Mr. Arvind Chandrasekharan	
2	Mr. Nathan Patrick Bowen	
3	Mr. Manavendra Singh Sial	

Chairperson Member

Notes:

(i) The Company Secretary acts as the Secretary to the Committee.

(ii) There being no such business requiring Committee(s) deliberation and approval, the Committee did not convene any meeting during the financial year 2025-26.

F. SENIOR MANAGEMENT PERSONNEL

Pursuant to the listing of the Company's equity shares on BSE Limited and the National Stock Exchange of India Limited on November 19, 2025, the provisions of the Listing Regulations became applicable to the Company. Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors identified and designated the following officials as Senior Management Personnel of the Company in terms of Regulation 16(1)(d) of the Listing Regulations. The Senior Management Personnel constitute the core management team of the Company, excluding the Board of Directors, comprising members positioned one level below the Chief Executive Officer, including functional heads and such other officers as may be prescribed under the Listing Regulations. Further, the remuneration of the Senior Management Personnel is reviewed by the Nomination and Remuneration Committee and recommended to the Board for its consideration and approval, in line with the Company's Remuneration Policy and the applicable provisions of the Listing Regulations.

In terms of Regulation 16(1)(d) of the Listing Regulations, the details of Senior Management Personnel as on March 31, 2026, are as follows:

S. No	Name	Designation
1.	Mr. Mahender Chhabra	Chief Financial Officer
2.	Ms. Roopali Singh	Company Secretary, Compliance Officer and General Counsel
3.	Mr. Rishi Verma	President – India Operations
4.	Mr. R C Subramaniam	Executive Director and General Manager – ART, Tenneco Automotive India Private Limited (Material Subsidiary)
5.	Mr. Bapu Shivaji Kumbhar	Director – Clean Air Engineering
6.	Mr. Sankar Babu Sampangiappa	Director – ART Engineering, Tenneco Automotive India Private Limited (Material Subsidiary)

Note: Mr. Aditya Kohli was appointed as the Chief Human Resources Officer with effect from April 1, 2026.

The above personnel constitute the "Senior Management Personnel" of the Company in terms of Regulation 16(1)(d) of the Listing Regulations.

The Board, based on the recommendations of the NRC, also reviews and approves the remuneration of Key Managerial Personnel and Senior Management Personnel, including any revisions thereto from time to time.

IV. REMUNERATION POLICY

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board adopted a comprehensive Nomination and Remuneration Policy for Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel. The Policy is designed to attract, retain and motivate high-caliber talent and to align remuneration with individual performance, business objectives and long-term shareholder value creation.

The remuneration structure comprises a combination of fixed and variable components. The fixed component includes basic salary, allowances, perquisites and retiral benefits, while the variable component is linked to individual performance, achievement of business objectives and the overall performance of the Company. The remuneration framework seeks to maintain an appropriate balance between fixed pay and performance-linked incentives to drive accountability and sustainable growth.

The Policy takes into consideration various factors, including the scope of responsibilities, individual performance, market competitiveness, industry benchmarks, the Company's financial and operational performance, and prevailing remuneration practices in comparable organisations. The Nomination and Remuneration Committee periodically reviews the remuneration framework to ensure that it remains aligned with the Company's strategic priorities, business needs and regulatory requirements. The said policy is available on the Company's website at https://tennecoindia.com/investor-relations/corporate-governance-policies/

A. Remuneration of Whole Time Director

The Company remunerates its Whole Time Director in accordance with the provisions of the Act, Listing Regulations, the Company's Nomination and Remuneration Policy, and the recommendations of the Nomination and Remuneration Committee ("NRC"), as approved by the Board of Directors and the Members of the Company.

The remuneration paid to the Director is aligned with industry benchmarks and comparable Board-level positions in similarly placed organizations, while duly considering the scope of responsibilities, leadership role, experience, individual performance, and contribution to the Company's strategic objectives.

The NRC periodically reviews and recommends any revision in the remuneration of the Whole Time Director to the Board. In making its recommendations, the NRC considers, among other factors:

- The functions, role, and responsibilities entrusted to the Director;
- Benchmarking against peer companies and prevailing industry practices;
- Individual performance and contribution to the achievement of the Company's long-term strategic objectives; and
- The overall performance and growth of the Company.

A significant portion of the remuneration structure is performance-linked, thereby aligning executive rewards with the Company's strategic priorities, operational performance, and shareholder value creation.

Details of the remuneration paid to Directors during the year 2025-26 are set out below:

(INR Millions)

S. No.	Name	Designation	Basic Salary	Allowances	Perquisites	Variable Pay	Retirals	Stock Options	Total
1	Mr. Arvind Chandrasekharan*		21.34	15.79	6.22	21.50	2.56	-	67.42
2	Mr. Digambar Jagannath Parkhi**		0.41	0.94	0.06	-	0.05	-	1.45
3	Mr. Nadella Phani Kishor Rao**		0.38	0.81	0.35	-	0.05	-	1.59
4	Mr. Gangasagar Neminath Hemade**		1.01	2.16	0.01	-	0.12	-	3.31
5	Mr. Rishi Verma**		0.92	1.95	0.27	-	0.11	-	3.25

Whole Time Director & Chief Executive Officer | Director | Managing Director

*Mr. Arvind Chandrasekharan was appointed as the Whole Time Director and Chief Executive Officer w.e.f. May 5, 2025, for a period upto January 31, 2028.

**Mr. Digambar Jagannath Parkhi, Mr. Nadella Phani Kishor Rao, Mr. Gangasagar Neminath Hemade and Mr. Rishi Verma resigned from the Board of the Company with effect from close of business hours of May 15, 2025.

Note:

1. The Whole Time Director is not being paid sitting fees for attending meetings of the Board and its Committee.
2. Perquisite valued as per the Income Tax Act, 1961.

Other Terms

- **Performance Bonus:** The performance-linked bonus is determined based on the achievement of individual performance metrics, overall organizational performance, profitability, and other relevant financial and operational parameters.
- **Notice Period:** Either party may terminate the employment by providing three (3) months' prior written notice or payment in lieu thereof, in accordance with the Company's policies and applicable laws.
- **Severance Benefits:** Severance benefits, if applicable, shall be governed by the Company's policies and the applicable provisions of law in force from time to time.

B. Remuneration for Independent Directors and Non-Independent, Non-Executive Directors

The remuneration/commission payable to Independent and Non-Executive director is based on the remuneration structure as determined by the Board, from time to time. The Board, on the recommendation of the NRC, reviews and approves the remuneration/commission payable to the Independent and non-executive directors of the Company within the overall limits prescribed under the Act and the Listing Regulations and approved by the shareholders. Independent directors of the Company are not entitled to any employee stock options or any other stock incentive of the Company.

Sitting Fees: The Independent Directors are paid sitting fees for attending the meetings of the Board and Committees of the Board. The Company pays a sitting fee of INR 1,00,000 per meeting per Director for attending meetings of the Board, and Committees.

Commission:

The Independent and Non-Executive Directors of the Company are paid commission not exceeding the limits prescribed under the Act and the Listing Regulations and as approved by the shareholders on May 15, 2025.

In line with the internal guidelines of the Company, no payment is made towards sitting fees and commission to Non-Independent, Non-Executive Directors of the Company.

Details of the Sitting Fees and Commission paid to the Independent and Non-Executive Directors during the year 2025-26 are set out below:

(in INR Million)

S. No.	Name	Designation	Sitting Fee	Commission	Total
1	Mr. Niranjan Kumar Gupta @		4.10	4.97	9.07
2	Mr. Jaidit Singh Brar @		3.80	3.91	7.71
3	Ms. Gopika Pant @		2.80	4.91	7.71
4	Mr. Manavendra Singh Sial #		N.A.	N.A.	N.A.
5	Mr. Prakash Mahesh #		N.A.	N.A.	N.A.
6	Mr. Nathan Patrick Bowen #		N.A.	N.A.	N.A.
7	Mr. Utsav Baijal #		N.A.	N.A.	N.A.

Chairman, Non-Executive Independent Director | Non-Executive Independent Director | Non-Executive Non-Independent Director

@Mr. Niranjan Kumar Gupta, Ms. Gopika Pant and Mr. Jaidit Singh Brar were appointed as Independent Directors w.e.f. May 5, 2025, for a tenure of 3 years. Their appointment was approved by the Members at the Extraordinary General Meeting held on May 15, 2025.

#Mr. Manavendra Singh Sial, Mr. Nathan Patrick Bowen, Mr. Prakash Mahesh and Mr. Utsav Baijal were appointed as Non-Executive Directors w.e.f. May 15, 2025.

During the year under review, the Company had no financial connections or dealings with any of its Non-Executive Directors except for payment of sitting fees, commission (if applicable), and reimbursement of expenses incurred by them for attending meetings, if any.

V. INFORMATION SUPPLIED/AVAILABLE TO THE BOARD

The Directors are presented with important/critical information on the operations of the Company that require deliberations at the highest level. The Board has complete access to all the relevant information within the Company and also access to the senior management of the Company and any additional information, to make timely informed decisions. All Board and Committee meetings are governed by a structured agenda notes which are backed by comprehensive background along with relevant annexures.

The Board was presented with the information on various important matters of operations, risk management, new initiatives in business, budgets, financial results, update on Corporate Social Responsibility activities, minutes of Board and Committees of the Board, appointment and remuneration of the senior management, appointment/cessation of Key Managerial Personnel, details of business collaborations, if any, information on subsidiaries, details of capital investments and significant compliance observations, if any with regulatory or statutory guidelines or the Listing Regulations, etc., and other matters which are required to be placed before the Board in terms of the Act, Listing Regulations and other applicable statutes. The Board and other Committees also approve various business proposals and regulatory approvals through circulations as and when required.

VI. POST MEETING COMMUNICATION / FOLLOW-UP SYSTEM

The Company has an effective post-meeting follow-up procedure. The Company has a mechanism to track important decisions taken at the Board/Committee meetings till the closure of such decisions and an Action Taken Report on the decisions taken in a meeting is placed at the succeeding meeting(s) of the Board/ Board Committees.

VII. GENERAL BODY MEETINGS

a) Location and time, where the last three Annual General Meetings were held:

AGM	Date and time of AGM	Details of special resolution(s) passed at the AGMs, if any	Venue
5th	September 29, 2023 at 4.00 P.M.	-	Registered Office of the Company
6th	September 30, 2024 at 4.00 P.M.	-	Registered Office of the Company
7th	September 27, 2025 at 9.30 A.M	-	Meeting was held through Video conferencing. (Deemed Venue Registered Office of the Company)

b) Extraordinary General Meetings ("EGM") of the last three years:

Sl. No.	Date and time	Special Resolution Passed	Venue
1	February 15, 2024, at 1:00 P.M.	Shifting of the registered office of the Company from the state of Tamil Nadu to the state of Maharashtra with the approval of the Regional Director, Southern Region, Chennai	Gat No. - G6 Phase - III, Chakan MIDC Kuruli, Khed Taluka, Maharashtra 410501
1	February 21, 2025, at 1:00 P.M.	Conversion from a private limited company to a public limited company	RNS2, Nissan Supplier Park, Sipcot Industrial Park Oragadam Industrial Corridor, Sriperumbudur Taluk Kancheepuram Tamil Nadu- 602105
2		Alteration of the memorandum of association of the Company	
3		Alteration of the articles of association of the Company	

Sl. No.	Date and time	Special Resolution Passed	Venue
1	March 25, 2025, at 12:00 P.M.	Issuance of equity shares by the Company for consideration other than cash	RNS2, Nissan Supplier Park, Sipcot Industrial Park Oragadam Industrial Corridor, Sriperumbudur Taluk Kancheepuram Tamil Nadu-602105
2		Approval of related party transactions	
3		Approval of investment in certain companies	
1	May 15, 2025, at 11.00 A.M.	Appointment of Mr. Jaidit Singh Brar (DIN: 10799130) as an Independent Director on the Board of Directors of the Company and Payment of Fees/Commission to Jaidit Singh Brar as an Independent Director.	Gate No - G6 Phase - III Chakan MIDC Kuruli Khed Taluka, Maharashtra – 410501
2		Appointment of Ms. Gopika Pant (DIN: 00388675) as an Independent Director on the Board of Directors of the Company and Payment of Fees/ Commission to Ms. Gopika Pant (DIN: 00388675) as an Independent Director.	
3		Appointment of Mr. Niranjan Kumar Gupta (DIN: 07806792) as an Independent Director on the Board of Directors of the Company and Payment of Fees/ Commission to Mr. Niranjan Kumar Gupta (DIN: 07806792) as an Independent Director and Chairman of the Board of Directors of the Company.	
4		Appointment of Mr. Utsav Baijal (DIN: 02592194) as a Non-Executive Director on the Board of Directors of the Company	
5		Appointment of Mr. Manavendra Singh Sial (DIN: 11095791) as a Non-Executive Director on the Board of Directors of the Company.	
6		Appointment of Mr. Prakash Mahesh (DIN: 11095815) as a Non-Executive Director on the Board of Directors of the Company.	
7		Appointment of Mr. Nathan Patrick Bowen (DIN: 11095741) as a Non-Executive Director on the Board of Directors of the Company.	
8		Approval of Appointment of Mr. Arvind Chandrasekharan (DIN: 08721916) as a Whole Time Director and Chief Executive Officer on the Board of Directors of the Company.	
1	June 27, 2025, at 9.45 A.M.	Approval for Formulation, Adoption and Implementation of the Employee Stock Option Scheme 2025.	Gate No - G6 Phase - III Chakan MIDC Kuruli Khed Taluka, Maharashtra – 410501

c) Details of special resolution passed through Postal Ballot during 2025-26:

During the financial year 2025-26, no resolution was passed through postal ballot.

d) Details of the special resolution proposed to be conducted through Postal Ballot

No special resolution has been proposed through postal ballot as on the date of this Integrated Annual Report. However, pursuant to the approval of the Board at its meeting held on March 25, 2026, a Postal Ballot Notice was issued to seek the Members' approval by way of special resolution. The results of the postal ballot were declared and submitted to the stock exchanges on May 04, 2026, in respect of the following matters:

Resolution and Type:

Item No.	Description of Resolution(s)	Type of Resolution
1	Ratification and amendment of the Employee Stock Option Scheme 2025 as per the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	Special Resolution

Brief Details of the Postal Ballot Notice:

Date of Postal Ballot Notice	: March 25, 2026
Voting Period	: April 3, 2026, to May 2, 2026
Date of Passing of Resolution	: May 2, 2026
Date of Declaration of Results	: May 4, 2026
Web-link	: SHAREHOLDERS' COMMUNICATION – Tenneco India

Procedure of Postal Ballot

The Company dispatched Postal Ballot Notice along with Explanatory statement and relevant annexures in accordance with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 on General Meetings ("SS-2"), and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") from time to time, through e-mail to its Members, whose names appeared in the Register of Members as on **March 27, 2026** ('cut-off date') and whose e-mail Ids were registered with the Company/ the Depository / Registrar and Share Transfer Agent.

The Company had published an advertisement on **April 2, 2026,** regarding the service of Postal Ballot Notice to eligible members in all editions of Financial Express (English) and Makkal Kural (Tamil).

As per relaxation given by the Ministry of Corporate Affairs through its various General circulars issued from time to time, the Members of the Company were given an option to vote through electronic means only (remote e-voting).

The E-voting facility was provided by NSDL through its e-voting platform at https://www.evoting.nsdl.com/.

Two special resolutions were passed through Postal Ballot as on the date of this Report. The details of voting by the Members for the said resolutions is given below:

Item No.	Description of Resolution(s)	No. of votes polled	No. of Votes - in favour	% of votes - in favour	No. of Votes - against	% of votes - against
1	Ratification and amendment of the Employee Stock Option Scheme 2025 as per the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	37,32,49,556	34,75,16,960	93.11	2,57,32,596	6.90
2	Ratification of extension of grant to the eligible employees of the Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company under Employee Stock Option Scheme 2025	37,29,53,136	34,75,16,876	93.18	2,54,36,260	6.82

Both the resolutions were passed with requisite consent.

VIII. MEANS OF COMMUNICATION

The Company recognizes the importance of communication with Shareholders and promptly discloses information on material corporate developments and other events as required under the Listing Regulations. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of our Company's corporate governance framework. Further, Company uses several modes for communicating with its external stakeholders, such as announcements, press releases and other reports to the members, posting information on its website (https://tennecoindia.com/), intimation to the Stock Exchanges, earning calls/ conference and responding to analysts' queries etc.

a) **Quarterly Results:** The Company's quarterly results for the financial year 2025-26 were published in the following newspapers:

S. No.	For the Quarter Ending	Date of Publication	Name of Newspaper Publication (English)	Name of Newspaper Publication (Tamil Vernacular)
1	March 31, 2025*	N.A.	N.A.	N.A.
2	June 30, 2025*	N.A.	N.A.	N.A.
3	September 30, 2025	December 06, 2025	The Financial Express	Makkal Kural
4	December 31, 2025	February 15, 2026	The Financial Express	Makkal Kural

*The Company shares were listed on November 19, 2025, hence the Company was not required to publish quarterly results in the newspapers for the quarter ended March 31, 2025 and June 30, 2025.

The aforesaid results were also uploaded on the Company's website at https://tennecoindia.com/investor-relations/.

b) **News Release and Presentations:** Official news releases are sent to stock exchanges and simultaneously displayed on the Company's website https://tennecoindia.com/.

c) **Presentations to Investors / Analysts:** The Company presents its unaudited quarterly and audited annual financial results to investors and financial analysts. These presentations are uploaded on the Company's website https://tennecoindia.com/investor-relations/. In addition, transcripts and recordings of investor or analyst calls conducted by the Company are hosted on the Company's website within the timelines prescribed under the Listing Regulations.

d) **Earnings Call:** The Company holds Earning Conference Call with Analysts/Investors to discuss the unaudited quarterly and audited annual financial results. The details of the same are hosted on the Company's website https://tennecoindia.com/investor-relations/ within the timelines prescribed under the Listing Regulations.

e) **Website:** The Company's website, https://tennecoindia.com, features a dedicated Investor Relations section designed to keep stakeholders informed and provide convenient access to key information. This section hosts all disclosures mandated under Regulation 46 of the Listing Regulations, including policies, financial results, shareholding patterns, corporate governance reports, investor and analyst presentations, details of investor calls and meetings, official press releases, and other statutory disclosures.

f) **Annual Report:** Annual Report containing inter alia Audited Financial Statements, Director's Report, Auditors Report, Corporate Governance Report, is circulated to the members and others entitled thereto and is also available on the website of the Company.

g) **Electronic filing with Stock Exchanges:** The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on NEAPS/ Digital Exchange for NSE and on BSE Listing Centre for BSE.

IX. GENERAL SHAREHOLDERS INFORMATION:

(a) **8th Annual General Meeting (AGM)**

Day and Date : August 28, 2026

Time : 4:00 PM

Venue : Video conferencing (VC) /Other Audio Visual Means(OAVM)

(b) **Financial year:** April 1, 2025 to March 31, 2026

(c) **Dividend Payment Date**

Not Applicable

(d) Listing on Stock Exchanges:

The Company's equity shares are listed at the following Stock Exchanges and the Listing fee for the financial year 2026-27 has been duly paid to the Stock Exchanges:

S. No	Name	Address
1	BSE Limited	1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
2	National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051

Further, the securities of the Company have not been suspended from trading during the year.

(e) Name of Depositories for dematerialization of equity shares:

As on March 31, 2026, 100% of the total equity shares were held in dematerialized form. The details of depositories are as follows:

ISIN:	INE19RI01016
Depository:	National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL)

(f) Dematerialization of Shares

Trading in the equity shares of the Company is permitted only in dematerialised form. The summarized position of shareholders in Physical and Demat segment as on March 31, 2026 is as under:

Type of shareholding	No. of shareholders	Physical Shares	Demat Shares
Equity	136,462	Nil	40,36,04,309

(g) Registrar to an issue and share transfer agent:

The Company has appointed the following agency to act as its Registrar and Share Transfer Agent ("RTA"). The RTA is, inter alia, responsible for processing requests pertaining to share transmission/ dematerialization/ re-materialisation and other activities related thereto for both electronic and physical shareholdings. Further, RTA also handles corporate actions such as data requirements for conduct of the AGMs, dividends etc. The RTA corresponds with the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in this regard.

M/s. MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)

SEBI Registration No.: INR000004058

Registered Office: C-101, 247 Park, 1st Floor, LBS Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India.

Tel No: +91 22 49186000

Fax: +91 22 49186060

Email: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

Website: https://in.mpms.mufg.com/

(h) Name and Designation of Compliance Officer:

Ms. Roopali Singh, Company Secretary & Compliance Officer

10th Floor, Tower B, Paras Twin Towers,

Sector-54, Golf Course Road,

Gurugram – 122 002, Haryana, India

Email: complianceofficer@tenneco.com

(i) Dispute Resolution Mechanism (SMART ODR)

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide

Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal.

Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaints Redress System (SCORES) platform. The Company has complied with the above-mentioned circulars.

(j) Distribution of Shareholding as on March 31, 2026 (Shareholders and Shares).

The below two tables provide details about the pattern of shareholding among various categories and the number of shares held, as on March 31, 2026:

Category Distribution:

Categories	As of March 31, 2026	
	No. of Shares	Percentage
Promoter & Promoter Group	301,841,085	74.79%
Institutions - Mutual Funds and Insurance Companies	36,309,412	9.00%
Alternate Investment Funds	14,436,706	3.58%
Foreign Portfolio Investors	36,095,399	8.94%
Non-Institutions	14,921,707	3.69%
Total	**403,604,309**	**100%**

Distribution of Shareholding as on March 31, 2026:

S. No	Shareholding of Shares			No. of Shareholders	Percentage (%) of Total	No. of Shares	Percentage (%) of Total
1	1	to	5000	1,33,854	97.8029	4,873,378	1.21
2	5001	to	10000	1,941	1.4182	1,166,305	0.29
3	10001	to	20000	309	0.2258	458,446	0.11
4	20001	to	30000	124	0.0906	315,204	0.08
5	30001	to	40000	114	0.0833	409,895	0.10
6	40001	to	50000	75	0.0548	345,022	0.08
7	50001	to	100000	181	0.1323	1,321,760	0.33
8	100001	to	Above	263	0.1922	394,714,299	97.8
			Total	**1,36,861**	**100**	**403,604,309**	**100.00**

(k) Share Transfer System:

As on March 31, 2026, 100% of the equity shares of the Company were in dematerialised form. Transfer of the equity shares held in dematerialised form are done through the depositories with no involvement of the Company.

(l) Outstanding Convertible Instruments/ADRs/GDRs/Warrants:

The Company has not issued any convertible instruments/ ADRs/ GDRs/ Warrants.

(m) Reconciliation of Share Capital Audit Report

In terms of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat requests were confirmed within the stipulated time. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

(n) Factory locations:

In view of the nature of the Company's business, the Company operates from various factories of the Company and its subsidiaries located across India. The locations of the Company's manufacturing facilities are provided below for the information of shareholders.

A. Factories of the Company:

S. No.	Manufacturing Facility	Location
1.	Chakan I Facility	Maharashtra
2.	Chakan II Facility	Maharashtra
3.	Chennai Facility	Tamil Nadu
4.	Pithampur Facility	Madhya Pradesh

B. Factories of the Subsidiaries:

S. No.	Name of the Company	Manufacturing Facility	Location
1.	Tenneco Automotive India Private Limited	Hosur Facility	Tamil Nadu
2.		Puducherry Facility	Puducherry
3.		Bawal Facility	Haryana
4.		Chakan ART Facility	Maharashtra
5.		Sanand Facility	Gujarat
6.	Federal-Mogul Ignition Products India Limited	Bhiwadi Facility	Rajasthan
7.	Federal-Mogul Bearings India Limited	Parwanoo Facility	Himachal Pradesh
8.	Federal-Mogul Sealings India Limited	Chakan Sealings Facility	Maharashtra

(o) Address for correspondence:

Investors and shareholders may correspond with the RTA or the Company at the following address:

Registrar and transfer agent – MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)

C-101, 1st floor 247 Park
L. B. S. Marg, Vikhroli (West)
Mumbai 400 083
Tel: +91 810 811 6767
E-mail: mumbai@in.mpms.mufg.com
Investor Grievance e-mail: investor.helpdesk@in.mpms.mufg.com.
Website: https://in.mpms.mufg.com/

Company

Registered Office:

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

Corporate Office:

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

(p) Commodity Price Risk, Foreign Exchange Risk & Hedging Activities

The Company manages its foreign exchange exposures in accordance with its risk management framework and enters into hedging arrangements where considered appropriate. The details of foreign currency exposure are disclosed in Note No. 29 to the Standalone Financial Statements.

(q) Credit Rating

The Company has not issued any debt instruments during the year. Therefore, no credit ratings have been obtained by the Company.

X. Other Disclosures:

(a) Related Party Transaction:

All related party transactions undertaken by the Company were in compliance with the provisions set out in the Act read with the Rules made thereunder and Regulation 23 of the Listing Regulations. During the year under review, all related party transactions entered into by the Company were approved by the Audit Committee and were in the ordinary course of business and on an arm's length basis.

The Board has also formulated a Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions pursuant to

the provisions of the Act and the Listing Regulations. The Policy intends to ensure that proper approval, reporting and disclosure processes are in place for all transactions between the Company and related parties. The Policy also provides that the concerned or interested Director shall not participate in any discussion or approval of any contracts or arrangements with related parties. This Policy is periodically reviewed and suitably revised to align with the updated legal requirements, as applicable.

The said Policy can be accessed on the Company's website at https://tennecoindia.com/investor-relations/corporate-governance-policies/.

The Audit Committee, during the financial year 2025-26, has approved related party transactions along with granting omnibus approval in line with the Policy on dealing with and materiality of related party transactions and the applicable provisions of the Act read with the Rules issued thereunder and the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force). The Audit Committee reviews at least on a quarterly basis, the details of related party transactions, if any, entered into by the Company and its subsidiaries pursuant to the omnibus approval granted.

During the year, no materially significant transaction was entered into by the Company with its related parties that may have a potential conflict with the interests of the Company.

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Note No. 26 of the Annual Financial Statements, forming part of the Annual Report.

In addition to the above and as required under the Listing Regulations, the Company is in compliance with the Accounting Standards on related party disclosures and has been submitting disclosures of related party transactions to the Stock Exchanges in the prescribed format from time to time.

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

The equity shares of the Company were listed on the stock exchanges w.e.f. November 19, 2025, and there has been no instance of non-compliance by the Company on any matter related to capital markets since listing and hence, no penalty or stricture was imposed by the Stock Exchanges or SEBI or any statutory authority.

(c) Details of establishment of vigil mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company has established a Whistle Blower Policy to enable stakeholders (including but not limited to Directors, Employees, suppliers) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairperson of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy, are to be appropriately and expeditiously investigated by the Audit Committee. The Company hereby affirms that no Director/ employee has been denied access to the Chairperson of the Audit Committee. The Whistle Blower Policy is available on the Company's website at https://tennecoindia.com/investor-relations/corporate-governance-policies/.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has duly complied with the following discretionary requirements as prescribed in schedule II Part E of the Listing Regulations:

- **Audit qualifications**

  The Statutory audit report for FY 2025-26 is provided by M/s. Deloitte Haskins & Sells and there is no Audit Qualification in the report.

- **Presentation by Internal Auditors**

  The Internal Auditors make quarterly presentations to the Audit Committee on their reports.

- **Separate posts of Chairperson and Chief Executive Officer**

  The Company has appointed two separate individuals as Chairperson and Chief Executive Officer of the Company. The Chairperson of the Board is a Non-Executive Independent Director and is not related to the Chief Executive Officer of the Company.

- **Business Responsibility and Sustainability Report**

  The Company has voluntarily prepared Business Responsibility and Sustainability Report on the environmental, social and governance disclosures, in the format as may be specified by SEBI for the FY 2025-26 and has obtained the assurance of the Core parameters as per the Business Responsibility and Sustainability Report from M/s. Adwin Advisory Services Private Limited.

(e) MATERIAL SUBSIDIARIES

In terms of the requirement of the Policy on Material Subsidiaries, a subsidiary shall be considered as an unlisted material subsidiary if its income or net worth exceeds 10% (ten percent) of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

A copy of the said Policy on Material Subsidiaries is available on https://tennecoindia.com/investor-relations/corporate-governance-policies/.

In terms of the Policy & Listing Regulations, Tenneco Automotive India Private Limited qualifies as a Material Subsidiary of the Company.

The Secretarial Audit Report of the material subsidiary is available on the Company's website at: https://tennecoindia.com/investor-relations/compliances-and-filings/stock-exchange-intimations/.

Further, Mr. Jaidit Brar, Non-Executive Independent Director of the Company, serves as an Independent Director on the Board of its material subsidiary, Tenneco Automotive India Private Limited.

The Audit Committee of the Company reviews the Consolidated Financial Statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

Details of Subsidiaries of the Listed Entity

The Audit Committee reviews the financial statements of the subsidiaries. It also reviews the Investments made by such subsidiaries, the statement of all significant transactions and arrangements entered into by subsidiaries and the compliances of each materially significant subsidiary on a periodic basis. The Audit Committee also reviews the utilisation of loans/ advances/ investments given by the Company to its subsidiaries. The minutes of Board meetings of the subsidiary companies are placed before the Board for review.

Details of the subsidiaries are given below:

S. No	Name of subsidiary & its location	Date of Incorporation	Nature of subsidiary	Type of subsidiary pursuant to regulation 16(1)(c) of the Listing Regulations.
1	Tenneco Automotive India Private Limited	12/01/1998	Domestic company	Material subsidiary
2	Federal-Mogul Ignition Products India Limited	02/12/1998	Domestic company	Subsidiary
3	Federal-Mogul Sealings India Lim-ited	15/09/2014	Domestic company	Subsidiary
4	Federal-Mogul Bearings India Lim-ited	17/06/2006	Domestic company	Subsidiary

(f) Details of material subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of statutory auditors of such subsidiaries:

Name of Material Subsidiary	Date of incorporation	Place of Incorporation	Name of Statutory Auditor	Date of Appointment
Tenneco Automotive India Private Limited	12/01/1998	Hosur, Tamil Nadu, India - 635126	M/s. Deloitte Haskins & Sells LLP	December 02, 2025

(g) Disclosure by the Company and its subsidiaries of 'loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount.

The Company and its subsidiaries have not granted any loans and advances in the nature of loans to firms/companies in which the Company's directors are interested.

(h) Disclosure of accounting treatment in preparation of financial statements:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 read with Section 133 of the Act.

(i) Details of Utilisation of Funds of Preferential Allotment/QIP

The Company has not raised any fund during the year through preferential allotment or qualified institutional placement.

(j) Certificate from the Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors

A certificate from M/s. RPA & Partners, Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority is attached as "**Annexure- 1**" to this report.

(k) Acceptance of Recommendation of Board Committees

During the financial year 2025-26, there were no recommendations of any committee of the Board of the Company which was not accepted by the Board of the Company.

(l) Details of total fees paid to Statutory Auditors (Consolidated Basis):

(In INR Million)

Type of Service	FY 2025-26	FY 2024-25
As Statutory Auditor		
Statutory Audit Fees	12.84	6.89
Limited Review	9.66	-
In Other Capacity		
Tax Audit Fee and Group Reporting Fee	0.97	1.20
Reimbursement of Expenses	0.61	0.68
Group Reporting Fee	0.18	0.70
Other Services	1.97	0.66
Total	**26.23**	**10.13**

*Note: The above fees as of March 31, 2026 exclude audit fees related to Initial Public Offer (IPO) expenses amounting to INR 81.27 Million, which have been reimbursed or are recoverable from the selling shareholders.

As component auditor*	FY 2025-26	FY 2024-25
- Audit fee	-	6.80
- Other services	-	2.30
Total	**-**	**9.10**

* Statutory Auditor of Tenneco Automotive India Private Limited ("TAIPL") Material Subsidiary of the Company

(m) Sexual Harassment of Women at the Workplace:

The Company is committed to maintaining a safe, respectful and inclusive workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules made thereunder. The Policy provides a robust framework for prevention, reporting, investigation and redressal of complaints relating to sexual harassment at the workplace. In compliance with the POSH Act, the Company has constituted an Internal Complaints Committee (ICC) at all its locations to address and resolve complaints of sexual harassment in a fair, impartial and time-bound manner. The Company places significant emphasis on protecting the dignity, privacy and confidentiality of all parties involved in a complaint. Members of the ICC undergo periodic sensitization and training programmes to strengthen their understanding of legal requirements, principles of natural justice, confidentiality obligations and effective complaint handling. The Company also undertakes awareness and sensitization programmes for employees to promote a workplace culture founded on mutual respect, equality and professional conduct. During the financial year 2025-26, no complaints of sexual harassment were received, disposed of, or pending under the POSH Act.

(n) Code of Conduct:

The Board has formulated and adopted a Code of Conduct for Directors and Senior Management. The said code was approved by the Board at its meeting held on May 15, 2025 and has been hosted on the Company's website at https://tennecoindia.com/investor-relations/corporate-governance-policies/ All Board members and Senior Management Personnel affirmed the compliance with the Code of Conduct as on March 31, 2026.

A Declaration to this effect signed by the Whole Time Director & Chief Executive Officer in terms of the Listing Regulations forms part of the Board's Report regarding compliance and is annexed as "**Annexure-2**" with this report.

(o) Code of Conduct for Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Securities was approved and adopted by the Company. The Code of Conduct for Prohibition of Insider Trading is available on the Company's website https://tennecoindia.com/investor-relations/corporate-governance-policies/.

(p) Investor Relations Section

The Investors Relations Section is located at the Corporate Office of the Company.

Contact person: Mahender Chhabra, Chief Financial Officer

Time: 10:00 AM to 6:00 PM on all working days of the Company (except Saturdays and Sundays)

Tel: +91 124 4784 530

Email: TennecoIndiaInvestors@tenneco.com

(q) Bankers

- ICICI Bank Limited
- Bank of America Limited (BoFA)
- HDFC Bank Limited
- Axis Bank Limited

(r) Governance of Subsidiary Companies

The Company has established a robust corporate governance framework to ensure consistent governance standards and promote best practices across its Subsidiaries. The Company endeavours to ensure that the governance practices followed by its Subsidiaries, particularly its Material Subsidiary, reflect the same values, ethical standards, internal controls and governance processes that are followed at the parent Company level.

The Board exercises appropriate oversight over the governance framework of its Subsidiaries and maintains regular engagement with the Boards of the Material subsidiary. The governance processes of the Subsidiaries are periodically reviewed to ensure alignment with the Company's governance philosophy and applicable regulatory requirements.

The Company is committed to ensuring that its Subsidiaries operate in accordance with fair, transparent and ethical governance practices, which are essential for achieving long-term strategic objectives and enhancing sustainable stakeholder value.

(s) Personal Data Protection and Privacy Programme

The Company recognises the importance of protecting personal and sensitive information and is committed to maintaining robust data privacy and information security practices. The Company continually reviews applicable regulatory requirements relating to data protection and privacy and takes appropriate measures to ensure compliance with such requirements.

The Company has implemented appropriate procedures and governance mechanisms to safeguard personal data and ensure responsible handling of information across its operations. The Company diligently work through necessary measures to address any identified gaps to strengthen its overall data protection practices.

(t) Industrial Relations

The Company maintained healthy, cordial and harmonious industrial relations across its operations during the year under review. The continued commitment, cooperation and dedication of the employees have contributed positively to the Company's operations. The Company continues to focus on strengthening employee engagement and implementing initiatives aimed at improving productivity and operational efficiency across the organisation.

XI. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT WITH REASONS THEREOF

All the requirements of Corporate Governance Report of sub-paragraphs (2) to (10) Para C of Schedule V of Listing Regulations have been duly complied with.

XII. CONFIRMATION OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION 2 OF REGULATION 46

The Company has complied with the requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations including disclosure requirements as enumerated under Schedule V thereto.

XIII. CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER CERTIFICATION

The Chief Executive Officer and the Chief Financial Officer have issued a certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. They also certify that, to the best of their knowledge and belief, no transactions entered into during the year were fraudulent, illegal or in violation of the code of conduct of the Company, they are responsible for establishment and maintenance of the Internal Financial Controls for financial reporting and they have indicated to the auditors and the Audit Committee about any significant changes in internal control over financial reporting, significant changes in the accounting policies and instances of significant frauds, if any, which they were aware. The said certificate is annexed as **"Annexure-3"** and forms part of this Annual Report.

XIV. COMPLIANCE CERTIFICATE FROM M/S. RPA & PARTNERS, PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE IS ANNEXED AS "ANNEXURE-F" TO THE BOARD'S REPORT

XV. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

There was no Demat Suspense Account or Unclaimed Suspense Account for the financial year under review.

XVI. DISCLOSURE OF CERTAIN TYPES OF AGREEMENT BINDING ON THE LISTED COMPANY AS PER CLAUSE 5A PARA A PART A OF SCHEDULE III OF LODR:

There is no such agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity 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 or impose any restriction or create any liability upon the Company.

The Company remains committed to continuously strengthening its governance framework in line with evolving regulatory requirements and best practices.

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

Arvind Chandrasekharan
Whole Time Director
DIN: 08721916

Date: May 30, 2026
Place: Bengaluru

Annexure-1

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
TENNECO CLEAN AIR INDIA LIMITED,
(Previously known as TENNECO CLEAN AIR INDIA PRIVATE LIMITED)
RNS2, Nissan Supplier Park, SIPCOT Industrial Park
Oragadam Industrial Corridor, Sriperumbudur Taluk,
Kancheepuram-602105, Tamil Nadu

We have examined the relevant disclosures received from the directors, registers, records, forms and returns maintained by the Company and produced before us for the purpose of issuing Certificate of Non-Disqualification of Directors in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. On the basis of such examination, we hereby certify as under:

1. That Tenneco Clean Air India Limited (CIN: L29308TN2018FLC126510) is having its registered office at RNS2, Nissan Supplier Park, SIPCOT Industrial Park Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram-602105, Tamil Nadu (hereinafter referred as "the Company") and the equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited;

2. In our opinion and to the best of our information and according to the verifications and examination of the disclosures under section 184/189, 170, 164 and 149 of the Companies Act, 2013 ("the Act') including status of Directors Identification Number (DIN) at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the below named Directors on the Board of the Company as on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of appointment in Company
1.	Mr. Arvind Chandrasekharan	08721916	05/05/2025
2.	Mrs. Gopika Pant	00388675	05/05/2025
3.	Mr. Niranjan Kumar Gupta	07806792	05/05/2025
4.	Mr. Jaidit Singh Brar	10799130	05/05/2025
5.	Mr. Nathan Patrick Bowen	11095741	15/05/2025
6.	Mr. Prakash Mahesh	11095815	15/05/2025
7.	Mr. Utsav Baijal	02592194	15/05/2025
8.	Mr. Manavendra Singh Sial	11095791	15/05/2025

3. Ensuring the eligibility of appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

4. This certificate is based on the information and records available upto this date and we have no responsibility to update this certificate for the events and circumstances occurring after the date of the certificate.

FOR **RPA & PARTNERS**
COMPANY SECRETARIES

CS RANJEET PANDEY
PARTNER
FCS- 5922, CP No.- 6087
UDIN: F005922H000480143

Place: NEW DELHI
Date: May 30, 2026

Annexure-2

DECLARATION FOR CODE OF CONDUCT

Pursuant to Schedule V (Clause D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby declared that all the members covered under Code of Conduct for Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management for the financial year ended 31st March, 2026.

Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole Time Director
DIN: 08721916

Date: May 30, 2026
Place: Bengaluru

Annexure- 3

CEO/CFO Certification in respect of Financial Statements and Cash Flow Statement

Pursuant to Regulation 17 (8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015
for the financial year ended March 31, 2026

We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2026, and we hereby certify and confirm to the best of our knowledge and belief the following:

a) The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

b) The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations.

c) There are no transactions entered into by the Company during the year ended March 31, 2026, which are fraudulent, illegal or violative of Company's Code of Conduct.

d) We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period.

e) That there have been no significant changes in the accounting policies during the relevant period.

f) We have not noticed any fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole Time Director & CEO
DIN: 08721916

Mahender Chhabra
Chief Financial Officer

Date: May 30, 2026
Place: Gurugram

Financial Statements

Independent Auditor's Report

To the Members of
Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Tenneco Clean Air India Limited** (Formerly known as Tenneco Clean Air India Private Limited) (the "Company"), which comprise the Balance Sheet as at 31 March 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, its profit, other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis and Board's Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) 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 not keeping backup on a daily basis of such books of account maintained in electronic mode in a server physically located in India (refer Note 38A to the standalone financial statements) and not complying with the requirement of audit trail as stated in (i) (vi) below.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.

g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16)of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its director during the year is in accordance with the provisions of section 197 of the Act.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 31(b) to the standalone financial statements;

ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amount which were required to be transferred to the Investor Education and Protection fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 38A to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 38A to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with section 123 of the Act. The Company has not proposed final dividend for the year.

vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended 31 March 2026 which has a feature of recording audit trail (edit log) facility and the audit trail feature at

the application level has operated throughout the year for all the relevant transactions recorded in the software. However, the audit trail was not enabled at the database level to log any direct data changes. Consequently, we are unable to comment whether there were any instances of the audit trail feature being tampered with (refer note 43 to the standalone financial statements).

Additionally, the audit trail that was enabled and operated for the year ended 31 March 2025 has been preserved by the Company as per the statutory requirements for record retention, as stated in note 43 to the standalone financial statements.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm 's Registration No.117366W/W-100018)

Sachanand C Mohnani
Partner
(Membership No. 407265)
UDIN: 26407265APHECV3442

Place: Pune
Date: 30 May 2026

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph (g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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")

We have audited the internal financial controls with reference to standalone financial statements of Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited) (the "Company") as at 31 March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone 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 Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2026, based on the criteria for internal financial control with reference to standalone financial statements 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 Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm 's Registration No.117366W/W-100018)

Sachanand C Mohnani
Partner
(Membership No. 407265)
UDIN: 26407265APHECV3442

Place: Pune
Date: 30 May 2026

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital work in progress and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) Some of the Property, Plant and Equipment were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the Property, Plant and Equipment and capital work-in- progress at reasonable intervals having regard to the size of the Company and nature of its activities. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) With respect to immovable properties disclosed in the financial statements included in property, plant and equipment, according to the information and explanations given to us, we report that, the lease agreements of such immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

Description of Property	As at the Balance Sheet Date (₹ in Mn)		Held in the name of	Whether promoter, director or their relative or employee	Period held since	Reasons for not being in the name of the Company
	Gross Carrying value	Carrying value in the financial statements				
Lease hold land situated at Plot No. G-6, Phase III, Chakan MIDC, At Post Kurali, Taluka-Khed, Pune – 410501	98.82	82.95	Tenneco Exhaust India Private Limited	No	2018	There was change in the name of the company from Tenneco Exhaust India Private Limited to Tenneco Automotive India Private Limited and then to Tenneco Clean Air India Limited. Hence, the property is in the name of the earliest company.

(d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2026, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for (goods-in-transit and stock held with third parties), were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanation given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained and in respect of goods-in-transit, the goods have been received subsequent to the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with the books of account.

(b) According to the information and explanations given to us, at any point of time of the year, the Company has been sanctioned working capital facility in excess of ₹ 5 Crores from banks or financial institution on the basis of security of current assets but not utilised the said amount, and hence reporting under clause 3(ii)(b) of the Order is not applicable.

(iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) of the Order is not applicable.

(iv) According to information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of section 185 or 186 of the Companies Act,2013, and hence reporting under clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) Having regard to the nature of the Company's business / activities, reporting under clause 3(vi) of the Order is not applicable.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, duty of Excise, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Customs, cess and other material statutory dues in arrears as at 31 March 2026, for a period of more than six months from the date they became payable.

(b) Details of Statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2026, on account of disputes are given below:

Amount (₹) in Million.

Name of the Statute	Nature of the Dues	Amount	Amount paid under protest	Period to which the Amount Relates	Forum where Dispute is Pending
Maharashtra Stamp Act, 1958	Stamp Duty on demerger (including penalty)	196.57	Nil	2019-20	Collector of Stamps (Enforcement-I) Mumbai
Customs Act, 1962	Customs Duty	59.26	Nil	2011-12	Commissioner of customs (Import)
Customs Act, 1962	Customs Duty	20.48	0.50	2021-22 2022-23	Commissioner of Customs NS-I
Customs Act, 1962	Customs Duty	1.12	Nil	2024-25	Addl. Commissioner of Customs, NS-I, JNCH
The Central Excise Act, 1944	Excise Duty	5.54	Nil	2015-16	Commissioner of Central Excise, Pune
Income Tax Act, 1961	Income Tax	8.24	Nil	2019-20	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	65.11	Nil	2020-21	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	21.55	Nil	2022-23	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	75.98	Nil	2022-23	Commissioner of Income Tax (Appeals)
Good & Services Tax Act, 2017	GST	5.62	Nil	2020-21	Deputy Commissioner of State Tax
Good & Services Tax Act, 2017	GST	3.45	Nil	2021-22	Deputy Commissioner of State Tax
Good & Services Tax Act, 2017	GST	0.55	Nil	2019-20	Joint Commissioner of State Tax (Appeals)
Good & Services Tax Act, 2017	GST	1.11	0.10	2020-21	Joint Commissioner of State Tax (Appeals)
Good & Services Tax Act, 2017	GST	0.09	Nil	2019-20	Assistant Commissioner

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) The Company has not taken loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the order is not applicable to the company

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima-facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries.

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) We have taken into consideration the whistle blower complaints received by Company during the year (and upto the date of this report) and provided to us, when performing our audit.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Companies Act, where applicable, for all the transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto 31 March 2026.

(xv) In our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3 (xvi)(a), (b) and (c) of the Order is not applicable.

(d) The Group does not have any Core Investment Company as part of the group as at 31 March 2026, and accordingly reporting under clause 3 (xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year and accordingly reporting under clause 3 (xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability

of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount, to a fund specified in Schedule VII to the Companies Act, 2013 before the date of this report and within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of Section 135 of the said Act.

(b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount, to a Special account before the date of this report and within a period of 30 days from the end of the financial year in compliance with the provision of section 135(6) of the Act.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm ‘s Registration No.117366W/W-100018)

Sachanand C Mohnani
Partner
(Membership No. 407265)
UDIN: 26407265APHECV3442

Place: Pune
Date: 30 May 2026

Standalone Balance Sheet

as at March 31, 2026

(All amounts in INR Millions, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	2,185.13	2,476.97
Right-of-use assets	4	264.98	269.90
Capital work in progress	3(a)	43.78	29.67
Intangible assets	3(b)	3.58	5.57
Financial assets			
i. Investments	5(a)	54,741.55	54,741.55
ii. Loans	5(f)	0.13	0.31
iii. Other financial assets	5(b)	43.58	38.56
Deferred tax assets (net)	6	123.33	97.95
Income tax assets (net)	7	63.45	8.24
Other non-current assets	8	253.34	2.16
Total non-current assets		**57,722.85**	**57,670.88**
Current assets			
Inventories	9	1,165.29	943.04
Financial assets			
i. Trade receivables	5(c)	2,386.45	2,631.35
ii. Cash and cash equivalents	5(d)	3,592.86	1,769.92
iii. Bank balances other than (ii) above	5(e)	1.65	1.55
iv. Loans	5(f)	290.83	306.06
v. Other financial assets	5(b)	1,086.77	324.71
Income tax assets (net)	7	26.60	-
Other current assets	10	312.80	272.36
Total current assets		**8,863.25**	**6,248.99**
Total assets		**66,586.10**	**63,919.87**
EQUITY AND LIABILITIES			
Equity			
i. Equity share capital	11(a)	4,036.04	4,036.04
ii. Other Equity	11(b)	56,344.64	54,700.65
Total equity		**60,380.68**	**58,736.69**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Lease Liabilities	12(b)	127.44	131.75
Provisions	14	319.63	193.31
Total non-current liabilities		**447.07**	**325.06**
Current liabilities			
Financial liabilities			
i. Lease Liabilities	12(b)	34.99	29.01
ii. Trade payables	12(a)		
(a) total outstanding dues of micro enterprises and small enterprises		298.50	299.02
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		4,774.68	3,451.62
iii. Other financial liabilities	12(c)	84.70	73.50
Other current liabilities	13	520.60	851.10
Provisions	14	44.88	54.01
Current tax liabilities (net)	15	-	99.86
Total current liabilities		**5,758.35**	**4,858.12**
Total liabilities		**6,205.42**	**5,183.18**
Total equity and liabilities		**66,586.10**	**63,919.87**

The accompanying material accounting policies and other explanatory notes (1-46) form an integral part of the Standalone Financial Statements.

As per our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: May 30, 2026

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: May 30, 2026

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

Standalone Statement of Profit and Loss

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2026	Year ended March 31, 2025
Income			
Revenue from operations	16	22,885.20	22,367.55
Other income	17	9,119.66	73.46
Total income		**32,004.86**	**22,441.01**
Expenses			
Cost of materials consumed	18	14,745.87	14,473.20
Change in inventories of finished goods and work-in-progress	19	(149.72)	85.95
Employee benefits expense	20	1,360.30	1,184.49
Finance cost	21	164.43	147.22
Depreciation and amortisation expense	22	482.40	492.49
Other expenses	23	2,218.68	1,943.23
Total expenses		**18,821.96**	**18,326.58**
Profit before exceptional item and tax		**13,182.90**	**4,114.43**
Exceptional Items			
Statutory impact of New Labour Codes	20	(85.31)	-
Profit before tax		**13,097.59**	**4,114.43**
Tax expense	24		
Current tax		1,095.26	1,078.11
Deferred tax		(19.13)	(19.69)
Excess Provision of tax relating to earlier years		(6.93)	(4.81)
Total tax expense		**1,069.20**	**1,053.61**
Profit for the year		**12,028.39**	**3,060.82**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Remeasurements of post-employment benefit obligations		(24.79)	(9.83)
- Income tax relating to items that will not be reclassified to profit or loss		6.24	2.48
Total other comprehensive income/(loss) for the year		**(18.55)**	**(7.35)**
Total comprehensive income for the year		**12,009.84**	**3,053.47**
Earnings per equity share (nominal value of ₹10 each)			
Basic (₹)	25	29.80	14.09
Diluted (₹)		29.80	14.09

The accompanying material accounting policies and other explanatory notes (1-46) form an integral part of the Standalone Financial Statements.

As per our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: May 30, 2026

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: May 30, 2026

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

Standalone Statement of Cash Flows

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Cash flow from operating activities		
Profit before tax	13,097.59	4,114.43
Adjustments for:		
Depreciation on property, plant and equipment	437.08	459.40
Amortisation on intangible assets	3.75	1.54
Amortisation on Right of Use Asset	41.57	31.55
Provision for expected credit loss	(3.87)	(6.19)
Excess provisions/Liabilities no longer required written back	-	(2.68)
Provision for doubtful advances	2.99	(14.34)
Provision for doubtful balances with government authorities	(14.06)	2.65
Provision for warranties	1.19	(4.67)
Interest income from financial assets	(105.30)	(50.23)
Finance cost	164.43	147.22
Loss / (Gain) on disposal of property, plant and equipment	1.45	(0.44)
Gain on termination of lease	-	(2.41)
Interest Income on Inter-Corporate Deposit	(25.79)	(12.30)
Dividend Income	(8,958.87)	-
Unrealised foreign exchange gain	(49.47)	6.10
Operating cashflow before movements in working capital	**4,592.69**	**4,669.63**
Change in operating assets and liabilities		
(Increase)/Decrease in		
- Inventories	(222.25)	701.68
- Trade receivables	248.77	(18.61)
- Current financial assets - Loans	0.22	0.00
- Other current financial assets	(758.40)	(189.78)
- Other current assets	(29.37)	505.81
- Non-Current financial assets - Loans	0.18	0.27
- Other non current financial assets	(3.24)	(9.01)
- Other non-current assets	(174.40)	0.67
Increase/(Decrease) in		
- Trade payables	1,364.00	(474.14)
- Provisions - non-current	101.53	38.33
- Provisions - current	(10.32)	14.67
- Other current financial liabilities	6.45	-
- Other current liabilities	(330.50)	168.58
Cash generated from operations	**4,785.36**	**5,408.10**
Income taxes paid (including tax deducted at source)	(1,270.02)	(1,206.82)
Net cash inflow from operating activities (A)	**3,515.34**	**4,201.28**
B. Cash flows from investing activities:		
Purchase of property plant and equipments, including capital work-in-progress and capital advances	(236.61)	(193.68)
Sale of property plant and equipments	0.63	1.23
Movement in other bank balances	(0.00)	1.46
Deposits held as margin money placed	(2.37)	(2.19)
Deposits held as margin money redeemed	1.64	-
Decrease / (Increase) in Inter-corporate deposit (net)	15.00	(150.00)
Dividend Income	8,958.87	-
Interest received	126.31	55.27
Net cash outflow from investing activities (B)	**8,863.47**	**(287.91)**

Standalone Statement of Cash Flows

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
C. Cash flows from financing activities:		
Dividend paid	(10,365.85)	(2,404.43)
Share issue expenses	-	(3.73)
Interest paid	(143.11)	(137.96)
Interest paid on Lease Liabilities	(13.34)	(9.26)
Repayment of Lease Liabilities	(33.57)	(28.07)
Net cash outflow from financing activities (C)	**(10,555.87)**	**(2,583.45)**
Net increase in cash and cash equivalents (A+B+C)	**1,822.94**	**1,329.92**
Cash and cash equivalents at the beginning of the financial year	1,769.92	440.00
Cash and cash equivalents at end of the year	**3,592.86**	**1,769.92**

Cash and Cash Equivalents as per above comprise of the following (refer note no. 5 (d))

Particulars	As at March 31, 2026	As at March 31, 2025
Balance with banks		
- on current accounts	201.06	259.25
Deposits with original maturity less than 3 months	3,391.80	1,510.67
	3,592.86	**1,769.92**

The Standalone Statement of Cash Flows have been prepared under the indirect method as set out in Ind AS - 7 on Statement of Cash Flows.

The accompanying material accounting policies and other explanatory notes (1-46) form an integral part of the Standalone Financial Statements.

As per our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: May 30, 2026

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: May 30, 2026

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

Standalone Statement of Changes in Equity

as at March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

A) Equity share capital

Particulars	No. of shares	Amount
Balance as at April 01, 2024	**21,40,88,829**	**2,140.89**
Changes in equity share capital during the previous year	18,95,15,480	1,895.15
Balance as at April 01, 2025	**40,36,04,309**	**4,036.04**
Changes in Equity Share Capital due to prior period errors	-	-
Balance as at April 01, 2025	**40,36,04,309**	**4,036.04**
Changes in equity share capital during the current year	-	-
Balance as at March 31, 2026	**40,36,04,309**	**4,036.04**

B) Other equity

Particulars	Reserves and Surplus			Total Equity
	Retained Earnings	Security Premium	Deemed Equity Contribution from Parent Company	
Balance as at April 01, 2024	**1,187.16**	**-**	**21.79**	**1,208.95**
Profit for the year	3,060.82	-	-	3,060.82
Dividend paid during the year (refer note 41)	(2,404.43)	-	-	(2,404.43)
Premium on issue of shares	-	52,842.66	-	52,842.66
Other comprehensive income/(loss) (net of taxes)	(7.35)	-	-	(7.35)
Balance as at March 31, 2025	**1,836.20**	**52,842.66**	**21.79**	**54,700.65**
Balance as at April 01, 2025	**1,836.20**	**52,842.66**	**21.79**	**54,700.65**
Profit for the year	12,028.39	-	-	12,028.39
Dividend paid during the year (refer note 41)	(10,365.85)	-	-	(10,365.85)
Other comprehensive income/(loss) (net of taxes)	(18.55)	-	-	(18.55)
Balance as at March 31, 2026	**3,480.19**	**52,842.66**	**21.79**	**56,344.64**

The accompanying material accounting policies and other explanatory notes (1-46) form an integral part of the Standalone Financial Statements.

As per our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: May 30, 2026

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: May 30, 2026

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

1 Company overview

Tenneco Clean Air India Limited (formerly known as Tenneco Clean Air India Private Limited)("the Company"), is principally engaged in the manufacture of catalytic converters, mufflers and exhaust pipes. The Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act. The registered office of the Company is located at RNS2, Nissan Supplier Park, SIPCOT Industrial Park Oragadam, Industrial Corridor, Kancheepuram, Tamil Nadu.

Pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, vide Board approval dated February 18, 2025 and approval of Shareholders dated February 21, 2025, the name of the Company has changed from "Tenneco Clean Air India Private Limited" to "Tenneco Clean Air India Limited" by deletion of the word "Private" from the name of the Company which was approved by Ministry of Corporate Affairs dated May 16, 2025. During the year ended March 31, 2026, the Company's equity shares were listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") on November 19, 2025.

These standalone financial statements are approved for issue in accordance with a resolution of the directors passed in Board meeting held on May 30, 2026.

2 Material accounting policies

2.1 These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015, as amended and other relevant provisions of the Act.

2.2 Summary of Material Accounting Policies

a) The standalone financial statements have been prepared using the material accounting policies and measurement bases summarised below. These were used throughout all periods presented in the financial statements.

Basis of preparation

The standalone financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities which are measured at fair values as explained in relevant accounting policies.

b) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company'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

The preparation of standalone 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 Company. All other repair and maintenance costs are recognised in 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 & Machinery	5 to 15 years
Buildings	30 years
Computers	3 years
Furniture and fixtures	10 years
Vehicles	8 Years

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

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 Company 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.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

g) Impairment of financial assets

The Company 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. Company performs credit assessment for customers on an annual basis. Company 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 Company 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.

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

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. **Equity instruments designated as at FVTOCI**

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs.

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in a separate component of equity. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings. Dividends on these investments in equity instruments are recognised in profit or loss in accordance with Ind AS 109, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the 'Other income' line item in profit or loss. The Group designated all investments in equity instruments that are not held for trading as at FVTOCI on initial recognition (see note 5).

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

v. **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 Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

i) Leases

The Company as a lessee

The Company's leased asset classes primarily consist of leases for land, building and vehicles. The Company 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 Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company 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 Company 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 Company changes its assessment of whether it will exercise an extension or a termination option.

j) Inventories

Inventories are valued as follows:

Raw materials, components, stores and spares and bought out tools.	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 Statement of Profit and Loss.

k) 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

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

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 Company 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 is reported in the Balance Sheet under other current liabilities.

Satisfaction of performance obligations

The Company'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 Company's performance obligation occur at the same time. Revenue from the sale of goods is recognised 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. For the Company, 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 Company 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 30-90 days.

Variable considerations associated with such sales

Periodically, the Company launches various volume or other rebate programs where once a certain volume or other conditions are met, it gives the customer as volume discount some portion of the amounts previously billed or paid. For such arrangements, the Company only recognises revenue for the amounts it ultimately expects to realise from the customer. The Company estimates the variable consideration for these programs using the most likely amount method or the expected value method, whichever approach best predicts the amount of the consideration based on the terms of the contract and available information and updates its estimates each reporting period.

(ii) 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 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.

The Company 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.

The Company recognises revenue from designing of tools over time if it can reasonably measure its progress towards complete satisfaction of the performance obligation.

Summary of material accounting policies and other explanatory information

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Where the Company cannot reasonably measure the outcome of a performance obligation, but the Company expects to recover the costs incurred in satisfying the performance obligation, in those circumstances, the Company recognises revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

(iii) Revenue from development of customer paid tools:

The Company 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 Company to manufacture such tools, similarly tooling cost (net) represents costs incurred by the Company in excess of amounts recovered from customers. The Company recognizes such tooling income (net)/ tooling cost (net) when the control of the goods have passed on to the customer. The Company 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 Statement of Profit and Loss in the period in which such probability occurs. The tooling income (net) is recognized at the time of receipt of Production Part Approval Process from customer.

(iv) Contract assets

A contract asset is the Company's right to consideration in exchange for goods or services that the Company has transferred to the customer. A contract asset becomes a receivable when the Company'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 company comprises of deferred income which relates to expenses incurred but not billed yet as per the terms of contract.

The Company's contract assets are disclosed in Note 5(b), Note 5(c) and Note 34.

(v) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company 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 Company 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 Company's contract liabilities are disclosed in Note 13 and Note 34.

(vi) Interest:

Interest income is recorded on accrual basis.

(vii) Export Benefits/Incentives:

Export entitlements under the Duty Entitlement Pass Book (DEPB) Scheme/ Duty Drawback scheme are recognised in the Statement of Profit and Loss when the same is received by the Company.

l) 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 Company are segregated.

m) Foreign Currency Transactions

Functional and presentation currency

The standalone financial statements are presented in Indian Rupee ('INR or ₹') which is also the functional and presentation currency of the Company.

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

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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 Statement of Profit and Loss in the year in which they arise.

n) Retirement and other employee benefits

(i) Defined Contribution plan

These are plans in which the Company 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 Company's payments to the defined contribution plans are recognised as employee benefit expenses when they are due.

(ii) Defined benefit plan

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 company 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 Statement of Profit and Loss in the year in which such gains or losses are determined.

(iv) Bonus plans

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

o) 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).

p) 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.

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for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

q) 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 Company 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 Company 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.

r) 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.

s) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company 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.

t) 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 Company'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 Company declares and pays dividends in Indian rupees. Companies are required to pay / distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

u) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker.

The directors of Tenneco Clean Air India Limited assess the financial performance and position of the Company and make strategic decisions. The director who has been identified as being the Chief Operating Decision Maker is the Chief Executive Officer and Whole-time Director. Refer Note 32 for segment information presented.

v) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's standalone 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

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
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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 Company 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 Company assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from this judgement.

Significant estimates

Provision for Excess and Obsolete Inventory - Management determines the allowance for excess and obsolete inventory based on a review of items with no consumption in the previous 12 months. Provision of 100% is made against such inventories.

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.

w) Standards that became effective during the year

There are no new Standards that became effective during the year. Amendments that became effective during the year did not have any material impact.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

3(a). Property, Plant and Equipment

Description	Buildings	Plant and Machinery	Computers	Furniture and Fixtures	Vehicles	Total
Gross carrying amount						
Opening carrying amount as on April 01, 2024	755.79	3,997.92	137.72	42.28	2.29	4,936.00
Additions	35.39	201.41	48.16	16.50	-	301.46
Disposals/adjustments	-	(15.48)	-	-	-	(15.48)
Closing carrying amount as on March 31, 2025	**791.18**	**4,183.85**	**185.88**	**58.78**	**2.29**	**5,221.98**
Opening carrying amount as on April 01, 2025	791.18	4,183.85	185.88	58.78	2.29	5,221.98
Additions	9.30	107.10	30.30	0.61	-	147.31
Disposals/adjustments	-	(25.91)	-	(1.63)	(1.08)	(28.62)
Closing carrying amount as on March 31, 2026	**800.48**	**4,265.04**	**216.18**	**57.76**	**1.21**	**5,340.67**
Accumulated depreciation						
Opening accumulated depreciation as on April 01, 2024	197.83	1,996.49	76.97	27.63	1.39	2,300.31
Depreciation charge for the year	26.66	401.82	26.70	4.12	0.10	459.40
Disposals	-	(14.70)	-	-	-	(14.70)
Closing accumulated depreciation as on March 31, 2025	**224.49**	**2,383.61**	**103.67**	**31.75**	**1.49**	**2,745.01**
Opening accumulated depreciation as on April 01, 2025	224.49	2,383.61	103.67	31.75	1.49	2,745.01
Depreciation charge for the year	28.14	364.77	39.85	4.22	0.10	437.08
Disposals	-	(23.98)	-	(1.54)	(1.03)	(26.55)
Closing accumulated depreciation as on March 31, 2026	**252.63**	**2,724.40**	**143.52**	**34.43**	**0.56**	**3,155.54**
Net carrying amount as on March 31, 2025	**566.69**	**1,800.24**	**82.21**	**27.03**	**0.80**	**2,476.97**
Net carrying amount as on March 31, 2026	**547.85**	**1,540.64**	**72.66**	**23.33**	**0.65**	**2,185.13**

Capital Work in Progress (CWIP)

Particulars	Amount
Balance as at April 01, 2024	**134.30**
Additions during the year	197.20
Capitalised during the year	(301.83)
Balance as at March 31, 2025	**29.67**
Balance as at April 01, 2025	**29.67**
Additions during the year	163.17
Capitalised during the year	(149.06)
Balance as at March 31, 2026	**43.78**

Capital Work in Progress (CWIP) Ageing Schedule

As at March 31, 2026

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	43.78	-	-	-	43.78
Projects temporarily suspended	-	-	-	-	-

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

3(a). Property, Plant and Equipment (Contd..)

As at March 31, 2025

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	29.67	-	-	-	29.67
Projects temporarily suspended	-	-	-	-	-

There are no capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

Notes:

1) Refer to Note 31(a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

2) Buildings includes buildings which are developed on the leasehold land classified under right of use assets (refer note 4).

3) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous period.

4) There is no property, plant and equipment that is pledged or under lien.

5) There are no impairment losses recognised during each reporting year.

3(b). Intangible assets

Description	Computer Software
Gross carrying amount	
Opening gross carrying amount as on April 01, 2024	76.40
Additions	0.38
Disposals/Adjustments	-
Closing gross carrying amount as on March 31, 2025	**76.78**
Opening gross carrying amount as on April 01, 2025	76.78
Additions	1.76
Disposals/Adjustments	-
Closing gross carrying amount as on March 31, 2026	**78.54**
Accumulated amortisation	
Opening accumulated amortisation as on April 01, 2024	69.67
Amortisation charge for the year	1.54
Disposals	-
Closing accumulated amortisation as on March 31, 2025	**71.21**
Opening accumulated amortisation as on April 01, 2025	71.21
Amortisation charge for the year	3.75
Disposals	-
Closing accumulated amortisation as on March 31, 2026	**74.96**
Net carrying amount as on March 31, 2025	**5.57**
Net carrying amount as on March 31, 2026	**3.58**

Notes:

1.) Refer to Note 31(a) for disclosure of contractual commitments for the acquisition of Intangible assets.

2.) No Intangible assets are pledged as security by the Company.

3.) There are no Intangible assets under development as at each reporting year.

4.) The Company 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.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

4. Leases

(i) Right of use assets

Following are the changes in the carrying value of right of use:

Particulars	Category of ROU asset			
	Vehicles	Leasehold land	Buildings	Total
Gross carrying value				
As at April 01, 2024	18.56	137.00	133.17	288.73
Additions	6.50	-	88.66	95.16
Disposals	(3.71)	-	(49.20)	(52.91)
Closing Gross carrying value as at March 31, 2025	**21.35**	**137.00**	**172.63**	**330.98**
As at April 01, 2025	21.35	137.00	172.63	330.98
Additions	7.17	-	29.48	36.65
Disposals	-	-	-	-
Closing Gross carrying value as at March 31, 2026	**28.52**	**137.00**	**202.11**	**367.63**
Accumulated depreciation				
As at April 01, 2024	9.89	18.43	44.29	72.61
Depreciation charge for the year	4.93	1.43	25.19	31.55
Disposals	(3.52)	-	(39.56)	(43.08)
Closing accumulated depreciation as at March 31, 2025	**11.30**	**19.86**	**29.92**	**61.08**
As at April 01, 2025	11.30	19.86	29.92	61.08
Depreciation charge for the year	5.55	1.43	34.59	41.57
Disposals	-	-	-	-
Closing accumulated depreciation as at March 31, 2026	**16.85**	**21.29**	**64.51**	**102.65**
Net carrying value				
As at March 31, 2025	**10.05**	**117.14**	**142.71**	**269.90**
As at March 31, 2026	**11.67**	**115.71**	**137.60**	**264.98**

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities for the year ended March 31, 2026

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current lease liabilities	127.44	131.75
Current lease liabilities	34.99	29.01
Total	**162.43**	**160.76**

The Company 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 Company has entered into long term leases of around 95-99 years for land leases.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

4. Leases (Contd..)

The following is the movement in lease liabilities:

Particulars	Amount
As at April 01, 2024	**108.34**
Additions	92.73
Finance cost accrued during the year	9.26
Deletions	(12.24)
Payment of lease liabilities	(37.33)
Balance as at March 31, 2025	**160.76**
As at April 01, 2025	**160.76**
Additions	35.24
Finance cost accrued during the year	13.34
Deletions	-
Payment of lease liabilities	(46.91)
Balance as at March 31, 2026	**162.43**

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 March 31, 2026	As at March 31, 2025
Less than one year	47.65	40.72
One to five years	142.19	150.40
More than five years	-	3.88
	189.84	**195.00**

The Company 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 March 31, 2026	Year ended March 31, 2025
Depreciation expense of right-of-use assets	41.57	31.55
Interest expense on lease liabilities	13.34	9.26
Expense relating to short-term leases (included in other expenses)	6.40	2.87
Total	**61.31**	**43.68**

(ii) Lease related disclosures

(a) The Company 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. The Company classifies its right-of-use assets in a consistent manner to its Land, buildings and vehicles.

(b) Total cash outflow for leases for the year ended March 31, 2026 was ₹ 46.91 Millions (March 31, 2025 - ₹ 37.33 Millions).

(c) The Company 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 Company.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

5. Financial Assets

5(a) Investments

Non-Current

	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Unquoted Investments (Fully paid)				
Investments in Equity Instruments				
Tenneco Automotive India Private Limited (Face value of ₹10 each fully paid)	100,000	45,480.61	100,000	45,480.61
Federal-Mogul Sealings India Limited (Face value of ₹10 each fully paid)	7,491,712	1,153.20	7,491,712	1,153.20
Federal-Mogul Ignition Products India Limited (Face value of ₹10 each fully paid)	42,789,029	4,182.20	42,789,029	4,182.20
Federal-Mogul Bearings India Limited (Face value of ₹10 each fully paid)	8,721,086	3,925.54	8,721,086	3,925.54
	59,101,827	**54,741.55**	**59,101,827**	**54,741.55**

i. **Investments**

1. The valuation methodology for these investments are disclosed in Note 2(h).

2. Dividend received in respect of these investments are disclosed in Note 17 - Other Income.

5(b) Other Financial assets

Unsecured, considered good (measured at amortised cost)

Non-Current

	As at March 31, 2026	As at March 31, 2025
Security deposits	35.36	32.12
Deposits held as margin money with original maturity of more than 12 months (including accrued interest)	8.22	6.44
	43.58	**38.56**

Current

	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good (measured at amortised cost)		
Deposits held as margin money with original maturity of more than 12 months	0.50	1.64
Interest accrued on bank deposits	12.24	8.71
Interest accrued on inter-corporate deposits and other deposits	1.30	1.02
Receivable from Related Party [refer note 26(c)]	102.24	73.81
Unbilled revenue	27.95	239.53
Balance in Escrow Account (Refer Note below)	942.54	-
	1,086.77	**324.71**

Note: During the year ended March 31, 2026, the Company's equity shares were listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") on November 19, 2025, pursuant to the completion of its Initial Public Offering ("IPO") through an Offer for Sale ("OFS") of 90.68 Million equity shares of face value ₹10 each at an issue price of ₹397 per equity share by Tenneco Mauritius Holdings Limited (the "Selling Shareholder"). As per the offer agreement entered between the Company and the Selling Shareholder, the selling shareholder shall reimburse the share issue expenses. Accordingly, the Company has recovered the expenses incurred in connection with the issue on completion of IPO during

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

5. Financial Assets (Contd..)

the current year. The Company has received proceeds in the share escrow account aggregating to ₹36,000 Million, out of which ₹29,231 Million was paid to the Selling Shareholder, and ₹ 5,826.46 Million to various agencies for IPO expenses (including taxes and stamp duty) up to 31 March 2026. The remaining funds amounting to ₹ 942.54 Million, which are yet to be paid to the selling shareholders after payments of balance IPO expenses, is held in share escrow account with scheduled commercial bank. Being 100% OFS, the Company has not presented the utilisation of the proceeds of IPO.

5(c) Trade receivables

	As at March 31, 2026	As at March 31, 2025
Trade receivables from external parties	1,823.54	2,147.29
Trade receivables from related parties [Refer Note 26(c)]	562.91	487.93
Less: Allowance for expected credit loss	-	(3.87)
Total receivables	**2,386.45**	**2,631.35**
Break-up of security details:		
Unsecured, considered good	2,386.45	2,631.35
Unsecured, credit impaired	-	3.87
Total	**2,386.45**	**2,635.22**
Less: Allowance for expected credit loss	-	(3.87)
Total Trade receivables	**2,386.45**	**2,631.35**

Trade Receivables Ageing (on the basis of due date of payment):

As at March 31, 2026

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	2,010.94	215.24	159.25	-	0.72	0.30	2,386.45
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**2,010.94**	**215.24**	**159.25**	**-**	**0.72**	**0.30**	**2,386.45**
Less: Expected credit loss allowance							-
							2,386.45

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

5. Financial Assets (Contd..)

As at March 31, 2025

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	2,528.81	82.41	20.13	-	-	-	2,631.35
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	2.42	1.32	0.13	3.87
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**2,528.81**	**82.41**	**20.13**	**2.42**	**1.32**	**0.13**	**2,635.22**
Less: Expected credit loss allowance							3.87
							2,631.35

Notes:

(1) Refer note no. 29 (b) for allowance for expected credit loss.

(2) Refer note no. 26(c) for balances due from related parties.

(3) Refer note no. 39 for FEMA Compliances.

5(d) Cash and cash equivalents

	As at March 31, 2026	As at March 31, 2025
Balances with scheduled banks		
- in current accounts	201.06	259.25
Deposits with original maturity less than 3 months	3,391.80	1,510.67
	3,592.86	**1,769.92**

5(e) Bank balances other than 5(d) above

	As at March 31, 2026	As at March 31, 2025
Deposit held as margin money with original maturity less than 12 months	1.65	1.55
	1.65	**1.55**

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

5. Financial Assets (Contd..)

5(f) Loans

Non-Current

	As at March 31, 2026	As at March 31, 2025
Loan to employees	0.13	0.31
	0.13	**0.31**

Current

	As at March 31, 2026	As at March 31, 2025
Inter Corporate Deposit to Related Party (considered good - unsecured)*	290.00	305.00
Loan to employees	0.83	1.06
	290.83	**306.06**

*Note - The Company has provided its subsidiary - Federal-Mogul Sealings India Limited, India (w.e.f. March 26, 2025) with Inter Corporate Deposit at rate comparable to the average commercial rate of interest. Inter Corporate Deposit to subsidiary is held by the Company within a business model whose objective is to collect their contractual cashflows which are solely payments of principal and interest on the principal amount outstanding. Hence this deposit are classified at amortised cost.

6. Deferred tax assets (Net)

	Opening as at April 01, 2025	Recognised in Statement of Profit and Loss	Recognised in OCI	Closing balance as at March 31, 2026
Deferred tax assets				
Provision for employee benefits	61.03	22.12	6.24	89.39
Provision for doubtful advances and expected credit loss	0.97	(0.97)	-	-
Provision for Inventory obsolete stock	19.99	7.16	-	27.15
Lease Liability	40.46	0.42	-	40.88
Others	40.51	(27.43)	-	13.08
	162.96	**1.30**	**6.24**	**170.50**
Deferred tax liabilities				
Property, plant and equipment and Intangible assets on account of difference in Written Down Value (WDV)	26.55	(16.95)	-	9.60
Right to Use Assets	38.45	(0.88)	-	37.57
	65.01	**(17.83)**	**-**	**47.17**
Net Deferred tax assets	**97.95**	**19.13**	**6.24**	**123.33**

	Opening as at April 01, 2024	Recognised in Statement of Profit and Loss	Recognised in OCI	Closing balance as at March 31, 2025
Deferred tax assets				
Provision for employee benefits	44.65	13.90	2.48	61.03
Provision for doubtful advances and expected credit loss	2.54	(1.57)	-	0.97
Provision for Inventory obsolete stock	33.75	(13.76)	-	19.99

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

6. Deferred tax assets (Net) (Contd..)

	Opening as at April 01, 2024	Recognised in Statement of Profit and Loss	Recognised in OCI	Closing balance as at March 31, 2025
Lease Liability	27.27	13.19	-	40.46
Others	51.93	(11.42)	-	40.51
	160.14	**0.34**	**2.48**	**162.96**
Deferred tax liabilities				
Property, plant and equipment and Intangible assets on account of difference in Written Down Value (WDV)	59.79	(33.24)	-	26.55
Right to Use Assets	24.56	13.89	-	38.45
	84.35	**(19.35)**	**-**	**65.01**
Net Deferred tax assets	**75.79**	**19.69**	**2.48**	**97.95**

Note:

Deferred tax assets and deferred tax liabilities have been offset as they are governed by the same taxation laws.

7. Income tax assets (Net)

	As at March 31, 2026		As at March 31, 2025	
	Non Current	Current	Non Current	Current
Income Tax Asset (net of provision for tax)	63.45	26.60	8.24	-
	63.45	**26.60**	**8.24**	**-**

8. Other non-current assets

	As at March 31, 2026	As at March 31, 2025
Capital advances (Unsecured, considered good)	78.32	1.54
Prepaid Expenses	175.02	0.62
	253.34	**2.16**

9. Inventories (Valued at lower of cost and net realisable value)

	As at March 31, 2026	As at March 31, 2025
Raw materials and components (includes stock in transit of ₹400.29 Millions (March 31, 2025: ₹256.52 Millions))	854.81	781.53
Work-in-progress	132.94	84.34
Finished goods (includes stock in transit of ₹101.41 Millions (March 31, 2025 : ₹ 6.53 Millions))	173.21	72.09
Stores and spares	4.33	5.08
	1,165.29	**943.04**

The cost of inventories recognised as an expense includes ₹1.57 Millions (Previous year ₹3.97 Millions) in respect of write-downs of inventory to net realisable value. The same has been included in Note No.18 and 19.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

10. Other current assets

	As at March 31, 2026	As at March 31, 2025
Balances with government authorities		
- Considered good	62.93	15.93
- Considered doubtful	-	14.06
	62.93	**29.99**
Less: Provision for doubtful advances	-	(14.06)
	62.93	**15.93**
Prepaid expenses	23.43	14.61
Advance to employees		
- Considered good	5.30	2.00
Advance to suppliers		
- Considered good	221.14	239.82
- Considered doubtful	7.29	4.30
	228.43	**244.12**
Less: Provision for doubtful advances	(7.29)	(4.30)
	221.14	**239.82**
	312.80	**272.36**

11. Share Capital and Other Equity

(a) Share Capital

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised equity share capital		
780,050,000 (as on March 31, 2025: 780,050,000) equity shares of ₹ 10 each	7,800.50	7,800.50
	7,800.50	**7,800.50**
Issued, subscribed and fully paid up equity share capital		
40,36,04,309 (as on March 31, 2025: 40,36,04,309) equity shares of ₹ 10 each	4,036.04	4,036.04
	4,036.04	**4,036.04**

(i) Movements in Issued, subscribed and fully paid up equity share capital

	Number of shares	Equity Share Capital (Par value)
As at April 01, 2024	**214,088,829**	**2,140.89**
Movement during the year (refer note (iv)(b) below)	189,515,480	1,895.15
As at March 31, 2025	**403,604,309**	**4,036.04**
Movement during the year	-	-
As at March 31, 2026	**403,604,309**	**4,036.04**

Terms/rights attached to equity shares and preference shares

Equity Shares: The Company has one class of equity shares having a par value of INR.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.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

11. Share Capital and Other Equity (Contd..)

(ii) Shares held by the holding company and subsidiaries of holding company

Name of the shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares	% holding	Number of shares	% holding
Equity Shares of ₹10/- fully paid:				
Tenneco Mauritius Holdings Limited, Mauritius	243,045,430	60.22%	344,808,654	85.43%
Tenneco Mauritius Limited, Mauritius	26,734,261	6.62%	26,734,261	6.62%
Federal-Mogul Pty Ltd	14,478,794	3.59%	14,478,794	3.59%
Federal-Mogul Investment B V	10,607,654	2.63%	10,607,654	2.63%
Tenneco LLC, USA (formerly known as Tenneco Inc. upto April 29, 2025)	6,974,946	1.73%	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 March 31, 2026		As at March 31, 2025	
	Number of shares	% holding	Number of shares	% holding
Equity shares of INR 10 each fully paid				
Tenneco Mauritius Holdings Limited, Mauritius	243,045,430	60.22%	344,808,654	85.43%
Tenneco Mauritius Limited, Mauritius	26,734,261	6.62%	26,734,261	6.62%

* 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.

(iv) Others

(a) Pursuant to the order dated April 20, 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 ₹ 7,777.13 Millions divided into 777,713,120 equity shares of ₹ 10/- each to ₹ 3,134.06 Millions divided into 313,406,120 equity shares of ₹ 10/- each (refer note 40(a)).

(b) Pursuant to the order dated November 23, 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 ₹ 3,134.06 Millions divided into 31,34,06,120 equity shares of ₹ 10/- each to ₹ 2,140.89 Millions divided into 21,40,88,829 equity shares of ₹ 10/- each (refer note 40(b)).

(v) Disclosure of shareholding of Promoters*

Promoter Name	As at March 31, 2026		As at March 31, 2025		% change during the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Tenneco Mauritius Holdings Limited, Mauritius	243,045,430	60.22%	344,808,654	85.43%	-25.21%
Tenneco Mauritius Limited, Mauritius	26,734,261	6.62%	26,734,261	6.62%	0.00%
Federal-Mogul Pty Ltd	14,478,794	3.59%	14,478,794	3.59%	0.00%
Federal-Mogul Investment B V	10,607,654	2.63%	10,607,654	2.63%	0.00%
Tenneco LLC, USA (formerly known as Tenneco Inc. upto April 29, 2025)	6,974,946	1.73%	6,974,946	1.73%	0.00%

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

11. Share Capital and Other Equity (Contd..)

Promoter Name	As at March 31, 2025		As at 31 March 2024		% change during the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Tenneco Mauritius Holdings Limited, Mauritius	344,808,654	85.43%	198,684,964	92.80%	-7.37%
Tenneco Mauritius Limited, Mauritius	26,734,261	6.62%	15,403,865	7.20%	-0.57%
Federal-Mogul Pty Ltd	14,478,794	3.59%	-	0.00%	3.59%
Federal-Mogul Investment B V	10,607,654	2.63%	-	0.00%	2.63%
Tenneco LLC, USA (formerly known as Tenneco Inc. upto April 29, 2025)	6,974,946	1.73%	-	0.00%	1.73%

*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.

(b) Reserves and Surplus

	As at March 31, 2026	As at March 31, 2025
Deemed Equity Contribution from Tenneco LLC	21.79	21.79
Securities Premium	52,842.66	52,842.66
Retained Earnings	3,480.19	1,836.20
Total Reserves and Surplus	**56,344.64**	**54,700.65**

(i) Deemed Equity Contribution from Tenneco LLC

	March 31, 2026	March 31, 2025
Balance as at the beginning of the year	21.79	21.79
Add: movement during the year	-	-
Balance as at the end of the year	**21.79**	**21.79**

(ii) Security Premium:

	March 31, 2026	March 31, 2025
Balance as at the beginning of the year	52,842.66	-
Add: On issue of shares during the year	-	52,842.66
Balance as at the end of the year	**52,842.66**	**52,842.66**

(iii) Retained earnings:

	March 31, 2026	March 31, 2025
Balance as at the beginning of the year	1,836.20	1,187.16
Add: Profit for the year	12,009.84	3,053.47
Less: Dividend paid including taxes thereon	(10,365.85)	(2,404.43)
Balance as at the end of the year	**3,480.19**	**1,836.20**

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

11. Share Capital and Other Equity (Contd..)

Nature and purpose of other reserves

(i) Deemed Equity Contribution from Tenneco LLC:

Deemed Equity Contribution from Tenneco LLC 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.

(ii) 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.

(iii) Retained earnings:

Retained earnings are the profits/(loss) that the Company 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.

12. Financial Liabilities

12 (a) Trade Payables

	As at March 31, 2026	As at March 31, 2025
Dues of micro enterprises and small enterprises (Refer Note 35)	298.50	299.02
Dues of creditors other than micro enterprises and small enterprises	4,774.68	3,451.62
	5,073.18	**3,750.64**

Trade Payables Ageing:

As at March 31, 2026

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	269.49	28.81	-	0.20	-	298.50
(ii) Others	316.50	3,705.59	749.10	-	3.09	0.40	4,774.68
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**316.50**	**3,975.08**	**777.91**	**-**	**3.29**	**0.40**	**5,073.18**

As at March 31, 2025

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	278.19	19.19	1.22	0.04	0.38	299.02
(ii) Others	191.66	2,773.25	476.29	6.48	-	3.94	3,451.62
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**191.66**	**3,051.44**	**495.48**	**7.70**	**0.04**	**4.32**	**3,750.64**

The average credit period on purchase is 30-90 days.

For explanation on liquidity risk process, refer Note 29.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

12. Financial Liabilities (Contd..)

12 (b) Lease Liabilities

	As at March 31, 2026	As at March 31, 2025
Non-current	127.44	131.75
Current	34.99	29.01
	162.43	**160.76**

12 (c) Other financial liabilities

	As at March 31, 2026	As at March 31, 2025
Employee benefits payable	68.88	62.43
At amortised Cost		
Capital creditors	15.82	11.07
	84.70	**73.50**

13. Other current liabilities:

	As at March 31, 2026	As at March 31, 2025
Statutory dues	147.01	223.89
Advance from customers	127.14	327.67
Payable to Related Parties (Refer Note 26(c))	194.23	12.19
Unearned revenue	50.77	285.90
Security deposit received	1.45	1.45
	520.60	**851.10**

14. Provisions

	As at March 31, 2026		As at March 31, 2025	
	Non Current	Current	Non Current	Current
Provision for employee benefits (refer note 33)				
Gratuity	239.28	-	119.30	-
Compensated absences	80.35	19.27	74.01	28.18
Provision for Warranty (refer note (a) below)	-	25.61	-	25.83
	319.63	**44.88**	**193.31**	**54.01**

(a) Movement in Provision for Warranty:

	As at March 31, 2026	As at March 31, 2025
Opening balance	25.83	30.51
Add: Additional provisions made/(reversed) during the year	1.19	(4.67)
Less: Utilised during the year	(1.41)	-
Closing balance	**25.61**	**25.83**

Warranty estimates are determined on a scientific basis using historical data on the nature, frequency, and average cost of warranty claims, along with management's assessment of potential future outflows required for servicing customers and undertaking corrective actions related to product failures.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

15. Current Tax Liabilities

	As at March 31, 2026	As at March 31, 2025
Current tax Liabilities (net of advance tax)	-	99.86
	-	**99.86**

16. Revenue from operations*

	Year ended March 31, 2026	Year ended March 31, 2025
Sale of products		
Manufactured goods	22,270.70	21,627.40
Tool Sales	221.73	136.16
Sale of services		
Design and development services	112.00	216.55
Business Support Services	234.46	341.95
	22,838.89	**22,322.06**
Other operating revenue		
Scrap sales	28.46	35.78
Export Incentives	17.85	9.71
	46.31	**45.49**
Total revenue from operations	**22,885.20**	**22,367.55**

*Refer note 34 for revenue related disclosures.

17. Other Income

	Year ended March 31, 2026	Year ended March 31, 2025
Interest Income		
- on bank deposits	102.95	47.60
- on Inter-Corporate Deposit [Refer note 26(b)]	25.79	12.30
- on measuring Financial Assets at Amortised Cost	0.97	1.15
- on other deposits	1.38	1.48
Liabilities no longer required written back	-	2.68
Foreign exchange fluctuation (net)	26.08	-
Gain on termination of lease	-	2.41
Gain on sale/disposal of property, plant and equipment	-	0.44
Dividend Income	8,958.87	-
Miscellaneous income	3.62	5.40
	9,119.66	**73.46**

18. Cost of materials consumed

	Year ended March 31, 2026	Year ended March 31, 2025
Raw materials at the beginning of the year	781.53	1,401.75
Add : Purchases (net)	14,819.15	13,852.98
Less: Raw material at the end of the year	(854.81)	(781.53)
Total Cost of raw materials consumed	**14,745.87**	**14,473.20**

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

19. Change in inventories of finished goods and work-in progress

	Year ended March 31, 2026	Year ended March 31, 2025
Opening Stock		
Work in progress	84.34	122.25
Finished goods	72.09	120.13
Total (A)	**156.43**	**242.38**
Closing Stock		
Work in progress	132.94	84.34
Finished goods	173.21	72.09
Total (B)	**306.15**	**156.43**
(Increase)/ decrease in stocks (A-B)	**(149.72)**	**85.95**

20. Employee benefits expense

	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus	1,143.56	1,005.78
Contribution to provident and other funds [Refer Note (a) below]	61.80	59.32
Workmen and staff welfare expenses	154.94	119.39
	1,360.30	**1,184.49**
(a) Defined Contribution Plans		
Amount recognised in the Statement of Profit and Loss :		
(i) Gratuity and Provident fund	61.02	58.70
(ii) Employee state insurance	0.78	0.62
	61.80	**59.32**

Changes to Employee Benefits upon notification of Labour Codes

The Government of India notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively, the ""Labour Codes""). These Labour Codes, which have become effective from November 21, 2025, consolidate and rationalise 29 labour laws and introduce, among other matters, a uniform definition of ""Wages"". Also, the Labour Codes have modified certain employee benefits and eligibility conditions in respect of those benefits. Accordingly, during the year, the Company has amended its policies relating to employee benefits and modified its employment contracts to align such benefits with the requirements of the Labour Codes. The changes include (i) alignment of the definition of Wages for social security contributions / provisions and (ii) modifications to gratuity-related terms and take effect on and from November 21, 2025. Past service cost resulting from plan amendments amounting to ₹ 85.31 Million has been recognised immediately in the Statement of Profit and Loss and has been classified as a part of ""Exceptional items"". ₹ 11.32 Million being the higher current service cost and the net interest on the net defined benefit liabilities (or assets), post the plan amendment, has been charged to the Statement of Profit and Loss and has been classified as a part of ""Employee Benefits Expense"".

21. Finance costs

	Year ended March 31, 2026	Year ended March 31, 2025
Interest		
- to banks	142.03	123.44
- on delayed payment of taxes	1.08	6.94
- on lease liability	13.34	9.26
- to micro and small enterprises	7.98	7.58
	164.43	**147.22**

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

22. Depreciation and amortisation expense

	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on property, plant and equipment (Refer Note 3(a))	437.08	459.40
Amortisation on intangible assets (Refer Note 3(b))	3.75	1.54
Depreciation on right of use asset (Refer Note 4)	41.57	31.55
Total depreciation and amortisation expense	**482.40**	**492.49**

23. Other expenses

	Year ended March 31, 2026	Year ended March 31, 2025
Rent (Refer Note 4)	6.40	2.87
Rates and taxes	7.25	30.91
Power and fuel	106.59	107.29
Travelling expenses	114.29	89.14
Insurance	38.64	28.25
Stores and spares consumed	149.96	144.59
Packing Materials consumed	166.03	146.46
Communication expenses	6.35	6.06
Professional and consultancy charges	139.53	55.72
Payment to auditors (Refer details (a) below)	8.57	4.93
Carriage outwards	126.67	95.33
Director's sitting fees (Refer note 26(d))	24.48	-
Bad debts written off	-	12.77
Provision for expected credit loss	(3.87)	(6.19)
Provision for doubtful advances	2.99	(14.34)
Provision for doubtful balances with government authorities	(14.06)	2.65
Corporate social responsibility expenses (Refer note (b) below)	69.31	47.93
Research and development expenses	41.01	23.74
Networking fees (Refer note 26)	86.16	-
Management support charges (Refer note 26)	-	78.21
Royalty expense (Refer note 26)	538.54	537.29
Contract wages	403.13	334.88
Repairs and maintenance:		
- Buildings	4.12	7.21
- Plant and machinery	82.60	95.36
- Others	35.85	37.49
Loss on sale/disposal of property, plant and equipment	1.45	-
Provision for warranty expenses	1.19	(4.67)
Foreign exchange fluctuation (net)	-	16.35
Miscellaneous expenses	75.50	63.00
	2,218.68	**1,943.23**

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

23. Other expenses (Contd..)

(a) Payment to auditors

	Year ended March 31, 2026	Year ended March 31, 2025
- Audit fee	4.11	3.63
- Tax audit fee	0.57	0.60
- Limited Review Fees	3.71	-
- Group reporting fee	0.18	0.70
	8.57	**4.93**

*Note: The above fees as of March 31, 2026 exclude audit fees related to Initial Public Offer (IPO) expenses amounting to ₹ 81.27 Million, which have been reimbursed or are recoverable from the selling shareholders.

(b) Expenditure towards Corporate Social Responsibility

	Year ended March 31, 2026	Year ended March 31, 2025
a) Gross amount required to be spent by the Company as per Section 135 of Companies Act, 2013 during the year	69.31	47.93

b) Amount spent during the year

Particulars	Year ended March 31, 2026		
	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above*	69.31	-	69.31
	69.31	**-**	**69.31**

Nature of CSR Activity

*The CSR activity focus areas are education, employment, employability and other key allied social initiatives.

Particulars	Year ended March 31, 2025		
	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) purposes other than (i) above*	47.93	-	47.93
	47.93	**-**	**47.93**

24. Income tax expense

	Year ended March 31, 2026	Year ended March 31, 2025
Current tax		
- Current tax expenses	1,095.26	1,078.11
- Tax related to earlier years	(6.93)	(4.81)
Total Current tax	**1,088.33**	**1,073.30**
Deferred tax charge/(credit)	(19.13)	(19.69)
Income tax expense reported in the Statement of Profit and Loss	**1,069.20**	**1,053.61**

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

24. Income tax expense (Contd..)

Income Tax relating to Other Comprehensive Income

	Year ended March 31, 2026	Year ended March 31, 2025
Remeasurement gain / (loss) of defined benefit obligations	6.24	2.48
Income tax expense charged to Other Comprehensive Income	**6.24**	**2.48**

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate

	Year ended March 31, 2026	Year ended March 31, 2025
Accounting profit before income tax	**13,097.59**	**4,114.43**
India's statutory income tax rate	25.17%	25.17%
Computed Tax Expense	3,296.40	1,035.52
Tax effect on permanent non deductible expenses:		
Current tax relating to prior years	(6.93)	(4.81)
Effect of expenses/provision not deductible in determining taxable profit	34.50	20.42
Dividend Income	(2,254.77)	-
Income tax expense reported in the Statement of Profit and Loss	**1,069.20**	**1,051.13**
Tax rate		
Base rate	22.00%	22.00%
Surcharge	2.20%	2.20%
Education cess	0.97%	0.97%
Total	**25.17%**	**25.17%**

25. Earnings per Share

The Earnings per Share (Basic and Diluted) computed as per requirement under Ind AS 33 on 'Earnings per Share' is as follows-

	Year ended March 31, 2026	Year ended March 31, 2025
Profit for the year as per Statement of Profit and Loss	12,028.39	3,060.82
Number of equity shares outstanding at the beginning of the year	403,604,309	214,088,829
Less: Shares increase/(reduced) during the year (refer note 40)	-	189,515,480
Number of equity shares outstanding at the end of the year	**403,604,309**	**403,604,309**
Weighted average number of equity shares for the purpose of basic and diluted EPS	403,604,309	217,204,152
Face value of per equity share (₹)	10	10
Basic and Diluted Earnings per share (₹)	**29.80**	**14.09**

Note: During the year ended March 31, 2025, the Company completed a business combination under common control accounted for using the pooling of interests method. In the standalone financial statements, Earning Per Share ("EPS") has been computed in accordance with Ind AS 33 using the weighted average number of equity shares actually outstanding during the period, and shares issued have been considered from the date of allotment. Accordingly, prior period EPS has not been restated. In contrast, the consolidated financial statements have been drawn up in accordance with Appendix C to Ind AS 103. Consequently, EPS presented in the consolidated financial statements is not directly comparable with standalone EPS.

Notes to the standalone financial statements

for the year ended March 31, 2026
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26. Related Party Disclosures

(a) Name of related parties and nature of relationship:

(i) 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) Subsidiaries

Tenneco Automotive India Private Limited, India
Federal-Mogul Sealings India Limited, India
Federal-Mogul Ignition Products India Limited, India
Federal-Mogul Bearings India Limited, India

(iii) Parties under common control with whom transactions have taken place during the year

Fellow Subsidiaries

Tenneco Mauritius Limited, Mauritius
Federal-Mogul Pty Limited
Federal-Mogul Investment B V
Tenneco Automotive Europe BV, Belgium
Tenneco Japan Ltd., Japan
Tenneco Sistemas Automotivos Ltda, Brazil
Tenneco GmbH, Germany
Tenneco Emission Control (PTY) Ltd., South Africa
Tenneco Automotive Polska Sp. zoo, Poland
Tenneco Silesia SP ZOO, Poland
Walker Exhaust (Thailand) Co.Ltd., Thailand
Shanghai Tenneco Exhaust System Co. Limited, China
Tenneco (Suzhou) Emission System Co. Ltd., China
Federal Mogul Goetze India Limited, India
Tenneco Zwickau GmbH, Germany
Federal Mogul Motorparts LLC, USA
Tenneco Automotive Operating Company LLC, USA
(formerly Tenneco Automotive Operating Company Inc., USA)
Tenneco Walker U.K. Ltd, United Kingdom
Federal-Mogul Powertrain LLC, USA
Tenneco Fawsn (Tianjin) Automobile
The Pullman Company, USA
Tenneco Global Service Private Limited, India
Tenneco Holdings LLC, USA
Tenneco Mexico S DE RL DE CV, Mexico
Tenneco India Operations Private Limited, India
Motocare India Private Limited, India

(iv) Key Management Personnel

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)

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

26. Related Party Disclosures (Contd..)

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 till July 31, 2025)
Mahender Chhabra, Chief Financial Officer (w.e.f. June 05, 2025)
Roopali Singh, Company Secretary (w.e.f. August 01, 2025)

(b) Transactions with the related parties in the ordinary course of business:

Nature of transaction	Nature of related party relationship	Year ended March 31, 2026	Year ended March 31, 2025
(i) Sale of goods			
Tenneco Japan Ltd., Japan	Fellow subsidiary	4.68	16.57
Tenneco Sistemas Automotivos Ltda, Brazil	Fellow subsidiary	250.81	271.18
Tenneco Zwickau GmbH, Germany	Fellow subsidiary	87.96	22.81
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	169.10	49.14
Tenneco Mexico S DE RL DE CV, Mexico	Fellow subsidiary	0.56	-
Tenneco (Suzhou) Emission System Co. Ltd., China	Fellow subsidiary	-	0.14
Tenneco Automotive Polska Sp. Zoo, Poland	Fellow subsidiary	-	0.37
Tenneco GmbH, Germany	Fellow subsidiary	0.07	0.21
Total		**513.18**	**360.42**
(ii) Sale of services			
Tenneco (Suzhou) Emission System Co. Ltd., China	Fellow subsidiary	5.42	13.95
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	56.53	68.94
Tenneco Sistemas Automotivos Ltda, Brazil	Fellow subsidiary	0.83	5.18
Tenneco GmbH, Germany	Fellow subsidiary	8.66	10.31
Shanghai Tenneco Exhaust System Co. Limited, China	Fellow subsidiary	4.83	6.58
Federal Mogul Goetze India Limited, India	Fellow subsidiary	3.11	10.66
Federal Mogul Motorparts LLC USA	Fellow subsidiary	-	5.41
Federal-Mogul Powertrain LLC, USA	Fellow subsidiary	148.24	219.45
Tenneco Japan Ltd., Japan	Fellow subsidiary	-	1.48
The Pullman Company, USA	Fellow subsidiary	4.32	-
Motocare India Private Limited, India	Fellow subsidiary	2.52	-
Total		**234.46**	**341.96**
(iii) Purchase of goods			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	9.49	2.88
Tenneco Fawsn (Tianjin) Automobile	Fellow subsidiary	0.47	-
Tenneco Automotive Polska Sp. zoo, Poland	Fellow subsidiary	11.60	31.79
Tenneco Zwickau GmbH, Germany	Fellow subsidiary	0.28	-
Tenneco (Suzhou) Emission System Co. Ltd., China	Fellow subsidiary	11.94	15.52

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

26. Related Party Disclosures (Contd..)

Nature of transaction	Nature of related party relationship	Year ended March 31, 2026	Year ended March 31, 2025
Tenneco GmbH, Germany	Fellow subsidiary	0.30	0.17
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	15.33	22.97
Shanghai Tenneco Exhaust System Co. Limited, China	Fellow subsidiary	0.17	-
Total		**49.58**	**73.33**
(iv) Purchase of services			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	10.20	0.11
Tenneco Automotive Polska Sp. zoo, Poland	Fellow subsidiary	1.07	2.92
Tenneco GmbH, Germany	Fellow subsidiary	0.34	10.75
Shanghai Tenneco Exhaust System Co. Limited, China	Fellow subsidiary	3.49	3.41
Tenneco Automotive Europe BV, Belgium	Fellow subsidiary	-	0.24
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	0.77	0.96
Tenneco (Suzhou) Emission System Co. Ltd., China	Fellow subsidiary	0.18	-
Federal Mogul Goetze India Limited, India	Fellow subsidiary	6.02	4.50
Tenneco India Operations Private Limited, India	Fellow subsidiary	16.54	-
Tenneco Global Service Private Limited, India	Fellow subsidiary	28.17	-
Total		**66.78**	**22.89**
(v) Royalty Expenses			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	132.56	537.29
Tenneco Holdings LLC	Fellow subsidiary	405.98	-
		538.54	**537.29**
(vi) Management support charges			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	-	78.21
		-	**78.21**
(vii) Networking Fees			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	86.16	-
		86.16	**-**
(viii) Re-imbursement of expenses paid			
Tenneco Automotive India Private Limited, India	Subsidiary	50.94	0.69
Federal-Mogul Ignition Products India Limited, India	Subsidiary	3.95	-
Federal-Mogul Sealings India Limited, India	Subsidiary	1.11	-
Federal-Mogul Bearings India Limited, India	Subsidiary	2.69	-
Tenneco Zwickau GmbH, Germany	Fellow subsidiary	15.63	-
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	10.41	17.04
Tenneco Automotive Polska Sp. zoo, Poland	Fellow subsidiary	-	0.52
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	0.44	-
Federal Mogul Goetze India Limited, India	Fellow subsidiary	31.72	2.40
Tenneco Global Service Private Limited, India	Fellow subsidiary	8.66	-
Total		**125.55**	**20.65**
(ix) Re-imbursement of expenses received			
Tenneco Automotive India Private Limited, India	Subsidiary	48.86	0.24
Federal-Mogul Sealings India Limited, India	Subsidiary	0.26	-
Federal-Mogul Bearings India Limited, India	Subsidiary	0.51	-
Federal-Mogul Ignition Products India Limited, India	Subsidiary	0.58	-
Tenneco Automotive Polska Sp. zoo, Poland	Fellow subsidiary	0.08	-

Notes to the standalone financial statements

for the year ended March 31, 2026
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26. Related Party Disclosures (Contd..)

Nature of transaction	Nature of related party relationship	Year ended March 31, 2026	Year ended March 31, 2025
Federal-Mogul Powertrain LLC, USA	Fellow subsidiary	10.41	0.80
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	0.13	0.00
Tenneco Zwickau GmbH, Germany	Fellow subsidiary	5.47	-
Tenneco Global Service Private Limited, India	Fellow subsidiary	20.43	-
Federal Mogul Goetze India Limited, India	Fellow subsidiary	0.96	0.49
Tenneco Automotive Europe BV, Belgium	Fellow subsidiary	-	0.61
Tenneco India Operations Private Limited	Fellow subsidiary	6.33	-
Tenneco Mauritius Holdings Limited, Mauritius	Immediate Parent Company	211.00	-
Total		**305.02**	**2.14**
(x) Inter company deposit given			
Federal-Mogul Sealings India Limited, India	Subsidiary	-	185.00
Total		**-**	**185.00**
(xi) Interest Received on Inter company deposit given			
Federal-Mogul Sealings India Limited, India	Subsidiary	25.79	12.30
Total		**25.79**	**12.30**
(xii) Inter company deposit repayment			
Federal-Mogul Sealings India Limited, India	Subsidiary	15.00	35.00
Total		**15.00**	**35.00**
(xiii) Purchase of capital goods			
Tenneco Walker U.K. Ltd, United Kingdom	Fellow subsidiary	17.38	-
Total		**17.38**	**-**
(xiv) Dividend Received			
Tenneco Automotive India Private Limited, India	Subsidiary	8,958.87	-
Total		**8,958.87**	**-**
(xv) Dividend Paid			
Tenneco Mauritius Holdings Limited, Mauritius	Immediate Parent Company	8,855.79	2,231.43
Tenneco Mauritius Limited, Mauritius	Fellow subsidiary	686.62	173.00
Federal-Mogul Pty Limited	Fellow subsidiary	371.86	-
Federal-Mogul Investment B V	Fellow subsidiary	272.44	-
Tenneco LLC (formerly known as Tenneco Inc. upto April 29, 2025)	Fellow subsidiary	179.14	-
Total		**10,365.85**	**2,404.43**

(c) Balances with related parties as at the year end March 31, 2026:

Nature of outstanding	Nature of related party relationship	As at March 31, 2026	As at March 31, 2025
(i) Trade Payable			
Tenneco Automotive India Private Limited, India	Subsidiary	0.50	-
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	15.26	-
Tenneco GmbH, Germany	Fellow subsidiary	0.28	0.20
Tenneco Automotive Polska Sp. zoo, Poland	Fellow subsidiary	1.04	4.00
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	8.02	2.61
Federal Mogul Goetze India Limited, India	Fellow subsidiary	6.08	1.82
Tenneco Holdings LLC, USA	Fellow subsidiary	109.25	-
Tenneco Mauritius Holding Limited, Mauritius	Promoter Company	-	42.20

Notes to the standalone financial statements

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26. Related Party Disclosures (Contd..)

Nature of outstanding	Nature of related party relationship	As at March 31, 2026	As at March 31, 2025
Tenneco Mauritius Limited, Mauritius	Promoter Company	-	3.27
Tenneco Zwickau GmbH, Germany	Fellow subsidiary	0.11	-
Tenneco India Operations Private Limited, India	Fellow subsidiary	2.85	-
Total		**143.39**	**54.10**
ii) Advance paid			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	-	41.01
Tenneco Zwickau GMBH	Fellow subsidiary	-	-
Shanghai Tenneco Exhaust System Co., China	Fellow subsidiary	-	0.11
		-	**41.12**
(iii) Trade receivables			
Federal-Mogul Ignition Products India Limited, India	Subsidiary	0.63	-
Federal-Mogul Sealings India Limited, India	Subsidiary	0.14	-
Federal-Mogul Bearings India Limited, India	Subsidiary	0.55	
Tenneco Automotive India Private Limited, India	Subsidiary	14.08	-
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	347.61	90.02
Tenneco (Suzhou) Emission System Co. Limited, China	Fellow subsidiary	21.22	13.92
Tenneco GmbH, Germany	Fellow subsidiary	4.31	1.55
Tenneco Japan Ltd., Japan	Fellow subsidiary	-	17.95
Tenneco Sistemas Automotivos Ltda, Brazil	Fellow subsidiary	82.35	127.36
Shanghai Tenneco Exhaust System Co., China	Fellow subsidiary	12.61	8.24
Federal Mogul Goetze India Limited, India	Fellow subsidiary	-	5.41
Federal-Mogul Powertrain LLC, USA	Fellow subsidiary	25.14	208.46
Tenneco Zwickau GmbH, Germany	Fellow subsidiary	46.47	15.02
Tenneco Mexico S DE RL DE CV, Mexico	Fellow subsidiary	0.56	-
The Pullman Company LLC, USA	Fellow subsidiary	4.72	-
Motocare India Private Limited, India	Fellow subsidiary	2.52	
Total		**562.91**	**487.93**
(iv) Payable to Related Party			
Tenneco LLC (formerly known as Tenneco Inc. upto April 29, 2025)	Controlling Party	-	2.24
Tenneco Mauritius Holdings Limited, Mauritius	Immediate Parent Company	194.23	-
Federal-Mogul Investment B V	Fellow subsidiary	-	1.13
Federal-Mogul Pty Limited	Fellow subsidiary	-	8.82
Federal Mogul Motorparts LLC, USA	Fellow subsidiary	-	0.16
		194.23	**12.35**
(v) Receivable from Related Party			
Tenneco Mauritius Holdings Limited, Mauritius	Immediate Parent Company	100.61	-
Federal-Mogul Investment B V	Fellow subsidiary	1.63	-
		102.24	**-**
(vi) Inter corporate Loan given (including interest accrued)			
Federal-Mogul Sealings India Limited, India	Subsidiary	290.00	305.00
Total		**290.00**	**305.00**
(vii) Capital Creditors			
Tenneco Walker U.K. Ltd, United Kingdom	Fellow subsidiary	3.49	-
Total		**3.49**	**-**

Note (i): Loss allowance has been determined by applying expected credit loss model (Refer Note 30Aii). Loss allowance has been determined on the entire trade receivable balance from related parties.

Notes to the standalone financial statements

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26. Related Party Disclosures (Contd..)

(d) Key Managerial Personnel ('KMP')*:

	Designation	Year ended March 31, 2026	Year ended March 31, 2025
Remuneration to KMP			
Gangasagar Neminath Hemade (upto May 15, 2025)	Director	3.42	48.94
Rishi Verma (upto May 15, 2025)	Managing Director	2.99	54.72
Nadella Phani Kishor Rao (upto May 15, 2025)	Director	1.44	13.85
Digambar Jagannath Parkhi (upto May 15, 2025)	Director	1.45	18.21
Priya Dekate (upto May 05, 2025)	Company Secretary	-	0.62
Arvind Chandrasekharan (w.e.f. May 05, 2025)	CEO and Whole time Director	85.37	-
Garima Sharma (w.e.f. May 05, 2025 till July 31, 2025)	Company Secretary	0.91	-
Mahender Chhabra (w.e.f. June 05, 2025)	Chief Financial Officer	23.42	-
Roopali Singh, Company Secretary (w.e.f. August 01, 2025)	Company Secretary	16.94	-
		135.94	**136.34**
Director's Sitting Fees			
Jaidit Singh Brar (w.e.f. May 05, 2025)	Independent Director	7.71	-
Gopika Pant (w.e.f. May 05, 2025)	Independent Director	7.71	-
Niranjan Kumar Gupta (w.e.f. May 05, 2025)	Independent Director	9.06	-
		24.48	**-**

* Key Managerial personnel who are under the employment of the Company 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) Additional information:

(i) The information above has been determined to the extent such parties have been identified by the Company and relied upon by the auditors.

(ii) There are no commitments in respect of related party transactions.

(iii) There are no provisions for doubtful debts related to the amount of outstanding balances.

(iv) The reimbusement of expenses received disclosed above does not include amount recovered from the IPO proceeds towards the IPO expenses incurred by the Company on behalf of the selling shareholders (Refer note 5(b) for details).

27. Company 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. Company is making payment at the specified rate as per the agreement during the year. However, the Company has filed the APA withdrawal application with Income Tax authorities.

Notes to the standalone financial statements

for the year ended March 31, 2026
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28. 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 maximize 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, current borrowings 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.

The following methods and assumptions were used to estimate the fair values:

- The fair values of the long term borrowings are determined by using discounted cash flow method using the appropriate discount rate. The discount rate is determined using other similar instruments incorporating the risk associated.

29. Financial risk management

i) Financial instruments by category

Particulars	As at March 31, 2026			As at March 31, 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Inter Corporate Deposit	-	-	290.96	-	-	306.37
Trade receivables	-	-	2,386.45	-	-	2,631.35
Cash and cash equivalents	-	-	3,592.86	-	-	1,769.92
Other bank balances	-	-	1.65	-	-	1.55
Other financial assets	-	-	1,130.35	-	-	363.27
Investments	54,741.55	-	-	54,741.55	-	-
Total	**54,741.55**	**-**	**7,402.27**	**54,741.55**	**-**	**5,072.46**
Financial liabilities						
Trade payable	-	-	5,073.18	-	-	3,750.64
Lease Liabilities	-	-	162.43	-	-	160.76
Other financial liabilities (excluding interest accrued on borrowings)	-	-	84.70	-	-	73.50
Total	**-**	**-**	**5,320.31**	**-**	**-**	**3,984.90**

ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company'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 standalone financial statements.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

29. Financial risk management (Contd..)

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans and receivables measured at amortised cost, and
- deposits with banks

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk –

Credit rating	Particulars	As at March 31, 2026	As at March 31, 2025
A: Low	Cash and cash equivalents	3,592.86	1,769.92
	Other bank balances	1.65	1.55
	Other financial assets	1,130.35	363.27
	Trade receivables (gross of expected credit loss)	2,386.45	2,631.35
	Inter Corporate Deposit	290.96	306.37
B: High	Trade receivables	-	3.87

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 Company 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 Company 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.

Notes to the standalone financial statements

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29. Financial risk management (Contd..)

b) Expected credit losses

The Company provides for expected credit losses based on the following:

The Company recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein Company 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.

Particulars	As at March 31, 2026		As at March 31, 2025	
	>365 days	0 - 365 Days	>365 days	0 - 365 Days
Gross amount of trade receivables where no default (as defined above) has occurred	1.02	2,385.43	3.87	2,631.35
Expected loss rate (in %)	0.00%	0.00%	100%	0.00%
Expected credit loss (loss allowance provision)	-	-	3.87	-

Reconciliation of loss provision – lifetime expected credit losses

Reconciliation of loss allowance	Amount
Loss allowance on April 01, 2024	**10.06**
Impairment loss recognised/reversed during the year	-
Provision for expected credit loss (Net)	(6.19)
Loss allowance on March 31, 2025	**3.87**
Loss allowance on April 01, 2025	**3.87**
Impairment loss recognised/reversed during the year	-
Provision for expected credit loss (Net)	(3.87)
Loss allowance as on March 31, 2026	-

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 Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company'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 Company'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.

	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
March 31, 2026					
Trade payable	5,073.18	-	-	-	5,073.18
Lease liabilities	34.99	86.42	41.02	-	162.43
Other financial liabilities	84.70	-	-	-	84.70
Total	**5,192.87**	**86.42**	**41.02**	**-**	**5,320.31**

Notes to the standalone financial statements

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29. Financial risk management (Contd..)

	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
March 31, 2025					
Trade payable	3,750.64	-	-	-	3,750.64
Lease liabilities	29.01	60.94	66.98	3.83	160.76
Other financial liabilities	73.50	-	-	-	73.50
Total	**3,853.15**	**60.94**	**66.98**	**3.83**	**3,984.90**

C) Market Risk

a) Foreign currency risk

The Company 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 Company. Considering the low volume of foreign currency transactions, the Company's exposure to foreign currency risk is limited and the Company hence does not use any derivative instruments to manage its exposure. Also, the Company does not use forward contracts and swaps for speculative purposes.

(i) Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows

	Foreign currency	As at March 31, 2026	As at March 31, 2025
Financial liabilities			
Trade Payable	USD	2.09	0.85
	Equivalent in ₹ Millions	189.16	72.86
	EUR	3.66	2.80
	Equivalent in ₹ Millions	399.01	258.67
	GBP	0.00	0.01
	Equivalent in ₹ Millions	0.60	1.12
	CNY	2.11	1.62
	Equivalent in ₹ Millions	27.79	19.11
Financial assets			
Trade Receivable			
	USD	6.29	5.73
	Equivalent in ₹ Millions	595.05	489.76
	EUR	1.12	0.03
	Equivalent in ₹ Millions	122.29	2.58
Receivable from Related Party	USD	1.06	-
	Equivalent in ₹ Millions	100.61	-
	EUR	0.02	-
	Equivalent in ₹ Millions	1.63	-

Notes to the standalone financial statements

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29. Financial risk management (Contd..)

Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

	As at March 31, 2026	As at March 31, 2025
(a) Trade payables		
USD sensitivity		
INR/USD- increase by 0.50%*	(0.95)	(0.36)
INR/USD- decrease by 0.50%*	0.95	0.36
EUR sensitivity		
INR/EUR- increase by 0.50%*	(2.00)	(1.29)
INR/EUR- decrease by 0.50%*	2.00	1.29
GBP sensitivity		
INR/GBP- increase by 0.50%*	(0.00)	(0.01)
INR/GBP- decrease by 0.50%*	0.00	0.01
CNY sensitivity		
INR/CNY- increase by 0.50%*	(0.14)	(0.10)
INR/CNY- decrease by 0.50%*	0.14	0.10
(b) Trade receivables		
USD sensitivity		
INR/USD- increase by 0.50%*	2.98	2.45
INR/USD- decrease by 0.50%*	(2.98)	(2.45)
EUR sensitivity		
INR/EUR- increase by 0.50%*	0.61	0.01
INR/EUR- decrease by 0.50%*	(0.61)	(0.01)
(c) Receivable from Related Party		
USD sensitivity		
INR/USD- increase by 0.50%*	0.50	-
INR/USD- decrease by 0.50%*	(0.50)	-
EUR sensitivity		
INR/EUR- increase by 0.50%*	0.01	-
INR/EUR- decrease by 0.50%*	(0.01)	-

* Holding all other variables constant

b) Interest rate risk

i) Liabilities

The Company's policy is to minimize interest rate cash flow risk exposures on long-term financing. As at March 31, 2026, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's investments in fixed deposits pay fixed interest rates.

ii) Assets

The Company'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 Company does not have any significant investments in equity instruments which create an exposure to price risk.

Notes to the standalone financial statements

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30. Capital management

The Company' s capital management objectives are:

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company 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 Company'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 Company's various classes of debt. The Company 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 Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

	As at March 31, 2026	As at March 31, 2025
Total debt (including accrued interest)	-	-
Less: Cash and bank balances	3,592.86	1,769.92
Net debt	**(3,592.86)**	**(1,769.92)**
Total equity (as shown on the face of balance sheet)	60,380.68	58,736.69
Net debt to equity ratio (in %)	**(6%)**	**(3%)**

The Company has declared dividend in current year.

31. Commitments and Contingent liabilities

a) Contractual commitments

	As at March 31, 2026	As at March 31, 2025
Property, plant and equipment (net of advances paid)	279.06	20.81
	279.06	**20.81**

b) Contingent liabilities

	As at March 31, 2026	As at March 31, 2025
Stamp Duty on demerger (including penalty)	196.57	196.57
Income Tax matters**	170.88	94.90
Customs*	80.86	79.74
Central excise*	5.54	5.54
Goods and Service Tax	10.34	10.73
Others	2.82	2.82
	467.01	**390.30**

* 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. The Company, based on the current position, believes that the outcome of the aforesaid cases going against the Company is not probable.

** Primarily includes corporate tax matters and also certain transfer pricing matters. Matters are pending before CIT(A) for FY 2019-20, 2020-21 and 2022-23.

Notes to the standalone financial statements

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32. Segment information

As the Company's business activities fall within a single primary business segment viz. auto components for automobile industry, the disclosure requirement of Indian Accounting Standard (Ind AS-108), Operating Segments is not applicable.

The following is the transactions by the Company with external customers individually contributing 10% or more of revenue from operations:

a) Customer 1 represented approximately 17.77% of revenue from operations.

b) Customer 2 represented approximately 17.26% of revenue from operations.

c) Customer 3 represented approximately 15.93% of revenue from operations.

No other single customer represents 10% or more to the revenue of the Company for financial year ended March 31, 2026.

Geographical information in respect of revenue from customer is given below:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Within India	21,939.46	21,416.54
Outside India	945.74	951.01
	22,885.20	**22,367.55**

Carrying amount of segment debtors by geographical market (net of provision)

Particulars	As at March 31, 2026	As at March 31, 2025
Within India	1,669.10	2,139.01
Outside India	717.35	492.34
	2,386.45	**2,631.35**

The Company 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.

33. Employee benefit obligations

A. Gratuity

The Company 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 scheme is funded with an insurance company in the form of a qualifying insurance policy.

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 balance sheet for the plan.

Disclosure of gratuity

(i) Amount recognised in the Statement of Profit and Loss is as under:

Description	Year ended March 31, 2026	Year ended March 31, 2025
Current service cost	19.13	12.46
Past service cost	85.31	-
Interest expense on defined benefit obligation	12.19	9.63
Interest income on plan assets	(2.77)	(3.05)
Expected Return on plan assets	-	-
Total amount recognised in the Statement of Profit and Loss	**113.86**	**19.04**

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

33. Employee benefit obligations (Contd..)

(ii) Remeasurement (gains) / loss recognised in other comprehensive income:

Description	Year ended March 31, 2026	Year ended March 31, 2025
Actuarial (gain) on obligations arising from changes in demographic adjustments	-	-
Actuarial (gain) on obligations arising from changes in experience adjustments	29.23	21.57
Actuarial (gain) on obligations arising from changes in financial assumptions	(4.23)	(12.09)
Remeasurements of the post employment defined benefit plans (gain)	**25.00**	**9.48**
Return on plan assets (greater)/ less than discount rate	(0.21)	0.35
Remeasurements of the post employment defined benefit plans (gain) recognised in OCI	**24.79**	**9.83**

(iii) Movement in the liability recognised in the balance sheet is as under:

Description	Year ended March 31, 2026	Year ended March 31, 2025
Present value of defined benefit obligation as at the beginning of the year	163.18	135.95
Current service cost	19.13	12.46
Past service cost	85.31	-
Acquisitions (credit) / cost	(17.22)	
Interest cost	12.19	9.63
Actuarial (gain) / loss due to DBO experience	29.23	21.57
Actuarial (gain) / loss due to DBO assumption changes	(4.23)	(12.09)
Benefits paid directly by the company	-	(1.04)
Benefits paid from the fund	(3.92)	(3.30)
Present value of defined benefit obligation as at the end of the year	**283.67**	**163.18**

(iv) Movement in the plan assets recognised in the balance sheet is as under:

Description	Year ended March 31, 2026	Year ended March 31, 2025
Fair Value of plan assets at beginning of year	43.88	43.65
Interest income on plan assets	2.77	3.05
Contributions by employer	1.45	1.00
Benefits paid	(3.92)	(3.30)
Increase (decrease) due to effect of any business combination / divestitures / transfers	-	(0.17)
Return on plan assets greater / (lesser) than discount rate	0.21	(0.35)
Fair Value of plan Assets at the end of the year	**44.39**	**43.88**

(v) Plan (assets)/ liability

Description	As at March 31, 2026	As at March 31, 2025
Defined benefit obligation	283.67	163.18
Fair valuation of plan assets	(44.39)	(43.88)
	239.28	**119.30**

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

33. Employee benefit obligations (Contd..)

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows

Description	Year ended March 31, 2026	Year ended March 31, 2025
Insurance company products	100.00%	100.00%

(vi) Actuarial assumptions

Description	As at March 31, 2026	As at March 31, 2025
Discount rate	6.70% p.a.	6.50% p.a.
Normal retirement age	58 years	58 years
Mortality rate	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
Employee turnover#	15% p.a.	15% p.a.
Expected rate of return on Plan Assets	6.70% p.a.	6.50% p.a.
Salary increase rate^#	10% 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	As at March 31, 2026	As at March 31, 2025
Impact of the change in discount rate		
Present value of obligation at the end of the year	283.67	163.18
- Impact due to increase of 0.50 %	275.83	158.42
- Impact due to decrease of 0.50 %	291.73	167.69
Impact of the change in salary increase		
Present value of obligation at the end of the year	283.67	163.18
- Impact due to increase of 0.50 %	291.91	167.60
- Impact due to decrease of 0.50 %	275.78	158.59

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 year.

The weighted average duration of the defined benefit obligation is 6 years.

The following pay-outs are expected in future years:

Description	As at March 31, 2026
Year ended March 31, 2027	37.63
Year ended March 31, 2028	43.99
Year ended March 31, 2029	38.92
Year ended March 31, 2030	39.73
Year ended March 31, 2031	50.17
Year ended March 31, 2032 and above (Next 5 years)	228.99

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

33. Employee benefit obligations (Contd..)

B. Other long term employee benefits

The compensated absences cover the Company liability for sick, casual and earned leave. The liability towards compensated absence for the year ended March 31, 2026 based on the actuarial valuation carried out by using projected unit credit method stood at ₹ 99.62 Millions (March 31, 2025 : ₹ 102.19 Millions).

The principal assumptions used in determining compensated absences are shown below:

Description	As at March 31, 2026	As at March 31, 2025
Discount rate	6.70% p.a.	6.50% p.a.
While in service Availment Rate*	0.00%	0.00%
Mortality rate	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
Normal retirement age	58 years	58 years
Employee turnover#	15% p.a.	15% p.a.
Salary increase rate^#	10%p.a.	10%p.a.

*The leave availment rate has been considered at 0% as the leaves are encashed on gross salary.

^*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.

No Other post retirement benefits are provided to employees.

34. Revenue related disclosures

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:

(i) Identify the contract(s) with customer;

(ii) Identify separate performance obligations in the contract;

(iii) Determine the transaction price;

(iv) Allocate the transaction price to the performance obligations; and

(v) Recognise revenue when a performance obligation is satisfied.

b. Disaggregation of revenue

Revenue recognised mainly comprises of sale of products which majorly comprises of catalytic converters, mufflers and exhaust pipes. Set out below is the disaggregation of the Company's revenue from contracts with customers:

Particulars	Year ended March 31, 2026	Year Ended March 31, 2025
Revenue from contracts with customers		
Sale of products and service		
Domestic	21,893.15	21,371.05

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

34. Revenue related disclosures (Contd..)

Particulars	Year ended March 31, 2026	Year Ended March 31, 2025
Export	945.74	951.01
Other operating income	46.31	45.49
Total revenue covered under Ind AS 115	**22,885.20**	**22,367.55**

c. Timing of revenue recognition

Particulars	Year ended March 31, 2026	Year Ended March 31, 2025
Revenue from contracts with customers		
Goods transfer at a point in time	22,885.20	22,367.55
Service transferred over time	-	-
	22,885.20	**22,367.55**

d. Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

Particulars	As at March 31, 2026	As at March 31, 2025
Contract assets		
Unbilled revenue	27.95	239.53
Total contract assets	**27.95**	**239.53**
Contract liabilities		
Advances from consumers	127.14	327.67
Unearned revenue	50.77	285.90
Total contract liabilities	**177.91**	**613.57**
Receivables		
Trade receivables	2,386.45	2,635.22
Less : Allowances for expected credit loss	-	(3.87)
Net receivables	**2,386.45**	**2,631.35**

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.

e. Significant changes in the contract assets and the contract liabilities balances during the year are as follows:

Particulars	As at March 31, 2026		
	Contract Assets	Contract Liabilities	
	Unbilled revenue	Advances from customers	Unearned revenue
Opening balance as on April 01, 2025	239.53	327.67	285.90
Addition during the year	376.05	201.36	573.92
Revenue recognised during the year/ amount refunded during the year	(587.63)	(401.89)	(809.05)
Closing balance as on March 31, 2026	**27.95**	**127.14**	**50.77**

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

34. Revenue related disclosures (Contd..)

Particulars	As at March 31, 2025		
	Contract Assets	Contract Liabilities	
	Unbilled revenue	Advances from customers	Unearned revenue
Opening balance as on April 01, 2024	122.44	168.33	291.01
Addition during the year	195.85	555.57	133.95
Revenue recognised during the year/ amount refunded during the year	(78.76)	(396.23)	(139.06)
Closing balance as on March 31, 2025	**239.53**	**327.67**	**285.90**

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.

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).

35. 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 Company, the following are the details:

	Particulars	As at March 31, 2026	As at March 31, 2025
a	The principal amount remaining unpaid as at the end of year	295.11	296.71
b	Interest due on above principal and remaining unpaid as at the end of the year	3.40	2.31
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.	6.90	2.96
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.	-	-
e	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	3.40	2.31
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	3.40	2.31

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

36. Per transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961, the Company 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 Company 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 Company's international transactions are at arm's length and that the results of the on-going study will not have any impact on the standalone financial statements and the independent consultants appointed have also preliminarily confirmed that they do not expect any transfer pricing adjustments.

37. Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	Leases	Short term borrowings	Interest
Opening Balance April 01, 2024	108.34	-	-
Non cash changes due to	-	-	-
- Recognition of lease liabilities	92.73	-	-
- Interest expense #	9.26	-	137.96
- Deletion	(12.24)	-	-
- Adjustment	-	-	-
Cash flows during the year due to	-	-	-
- Movement in Short term borrowings during the year (net)	-	-	-
- Repayment of lease liabilities	(28.07)	-	-
- Payment of interest	(9.26)	-	(137.96)
Closing Balance as on March 31, 2025	**160.76**	**-**	**-**

Particulars	Leases	Short term borrowings	Interest
Opening Balance April 01, 2025	160.76	-	-
Non cash changes due to			
- Recognition of lease liabilities	35.24	-	-
- Interest expense #	13.34	-	151.10
- Deletion	-	-	-
Cash flows during the year due to			
- Movement in Short term borrowings during the year (net)	-	-	-
- Repayment of lease liabilities	(33.57)	-	-
- Payment of interest	(13.34)	-	(151.10)
Closing Balance as on March 31, 2026	**162.43**	**-**	**-**

Interest expense of ₹13.34 Million (March 31, 2025 - ₹ 9.26 Million) related to interest on right of use liabilities as per Ind AS 116 "Leases".

38 Ratio Analysis and its elements

Ratio	Numerator	Denominator	Year ended March 31, 2026	Year ended March 31, 2025	% change	Reason for variance
Current ratio (in times)	Current Assets	Current Liabilities	1.54	1.29	20%	N.A.
Debt- Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.00	0.00	-2%	N.A.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

38 Ratio Analysis and its elements (Contd..)

Ratio	Numerator	Denominator	Year ended March 31, 2026	Year ended March 31, 2025	% change	Reason for variance
Debt Service Coverage ratio (in times)	Earnings for debt service = Net profit before taxes + Non-cash operating expenses : (EBITDA)	Debt service = Interest & Lease Payments + Principal Repayments	65.85	20.19	226%	Change in the ratio is mainly due to dividend income from the subsidiary, leading to higher profit before tax for the year.
Return on Equity ratio (in %)	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	20%	10%	105%	Change in Ratio is mainly on account of increase in Net profit as compared to previous year.
Inventory Turnover ratio (in times)	Cost of goods sold	Average Inventory	13.85	11.25	23%	N.A.
Trade Receivable Turnover Ratio (in times)	Revenue from operations	Average Trade Receivable	9.12	8.54	7%	N.A.
Trade Payable Turnover Ratio (in times)	Purchases	Average Trade Payables	3.36	3.45	-3%	N.A.
Net Capital Turnover Ratio (in times)	Revenue from operations	Working capital = Current assets - Current liabilities	7.37	16.08	-54%	Change in the ratio is mainly attributable to an increase in working capital due to higher investments in fixed deposits and escrow balances during the year.
Net Profit ratio (in %)	Net profit after taxes	Revenue from operations	53%	14%	284%	Change in the ratio is mainly due to dividend income from the subsidiary, leading to higher profits for the year.
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	7%	7%	-3%	N.A.
Return on Investment (in %)	Interest (Finance Income)	Investment	5%	6%	-18%	N.A.

38AOther Statutory Information

(i) No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

38A Other Statutory Information (Contd..)

(ii) The Company has transactions/balances with company struck off under section 248 of the Companies Act,2013

Name of Struck off Company	Nature of transactions with struck off Company	Balance outstanding as on March 31, 2026 (Full Figure)	Balance outstanding as on March 31, 2025 (Full Figure)	Balance outstanding as on March 31, 2026 (in Million)	Balance outstanding as on March 31, 2025 (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 Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company 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 Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company 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 Company 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 Company 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 Company have not been declared willful defaulter by any bank or financial institution or government or any government authority.

(ix) The Company 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 Company has been sanctioned a working capital limit in excess of ₹ 5 crore by bank on the basis of security of current assets during the year. The Company has not utilised the said amount. Pursuant to the terms of the sanction letter, the Company is not required to file any quarterly return or statement with such banks or financial institutions till the time the said limit remains unutilised. As at the year end, the sanctioned working capital limit has been withdrawn.

(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. Also, the Companies are required to create backup of accounts on servers physically located in India on a daily basis. The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily accessible in India at all times however backup is not maintained in India.

(xii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

38BTitle deeds of immovable properties are held in name of the company except:

Factory buildings and other buildings transferred to the Company as part of demerger, which are in the process of being registered in the name of the Company.

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 company
Leasehold land	Land	98.82	Tenneco Exhaust India Private Limited	No	2018	There was change in the name of the Company from Tenneco Exhaust India Private Limited to Tenneco Automotive India Private Limited and then to Tenneco Clean Air India Limited. Hence, the property is in the name of the earliest company.

39. As at March 31, 2026, the Company has an outstanding payable for import of goods and services for a period exceeding six month from date of shipment amounting to ₹6.96 Million (subsequently paid ₹Nil) 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 January 01, 2016 (amended from time to time).

As at March 31, 2026, the Company 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 ₹79.66 Million (subsequently received ₹Nil) 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 July 01, 2011 (amended from time to time).

As per the assessment performed by the Company, the consequential impact of this matter, including the liability for penal charges, if any, on the standalone financial statements is presently not expected to be material and therefore no provision made in standalone financial statements.

40. Capital reduction

(a) Board of directors of Company at its meeting held on October 14, 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 Company in its extra ordinary general meeting on October 16, 2019. The reduction in share capital of the Company has been approved by the Hon'ble National Company Law Tribunal, Chennai vide order dated April 20, 2021. Pursuant to the said order, the paid up share capital of the Company is reduced from ₹ 7,777.13 Millions divided into 777,713,120 equity shares of ₹ 10/- each to ₹ 3,134.06 Millions divided into 313,406,120 equity shares of ₹ 10/- each in the previous year. The resultant surplus of ₹ 4,643.03 Millions is adjusted against Capital Reserve Account.

(b) Board of directors of Company at its meeting held on June 07, 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 Company in its extra ordinary general meeting on June 08, 2022. The reduction in share capital of the Company has been approved by the Hon'ble National Company Law Tribunal, Chennai vide order dated November 23, 2023. Pursuant to the said order, the paid up share capital of the Company is reduced from ₹ 3,134.06 Millions divided into 313,406,120 equity shares of ₹ 10/- each to ₹ 2,140.89 Millions divided into 214,088,829 equity shares of ₹ 10/- each in the previous year. The 99,317,291 equity shares have been reduced at a premium of ₹ 2 per share. The total outlay of ₹ 1191.81 Millions is adjusted against Capital Reserve Account of ₹ 342.17 Millions and ₹ 849.64 Millions is returned to shareholders.

Notes to the standalone financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

41. Dividend

Dividends paid during the year ended March 31, 2026 at ₹ 1.28 per equity share (amounting to ₹516.61 Millions), at ₹ 2.9732 per equity share (amounting to ₹ 1,200.00 Millions), at ₹ 8.67 per equity share (amounting to ₹ 3,499.24 Millions) and at ₹ 12.76 per equity share (amounting to ₹ 5,150.00 Millions) towards interim dividend.

Dividends paid during the year ended March 31, 2025 at ₹ 4.288 per equity share (amounting to ₹918.01 Millions), at ₹ 1.373 per equity share (amounting to ₹ 293.94 Millions), at ₹ 3.55 per equity share (amounting to ₹ 760.02 Millions) and at ₹ 2.02 per equity share (amounting to ₹ 432.46 Millions) towards interim dividend.

42. On March 26, 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 paid was determined based on a share-swap ratio. As per the share swap ratio approved by the Board in its meeting held on March 26, 2025, Transferee Company has issued 189,515,480 Equity Shares of ₹ 10 each ("New Equity Shares") to Shareholders of Transferor Companies. Pursuant to this transaction, Federal-Mogul Ignition Products India Limited, Federal Mogul Sealings India Limited, Federal Mogul Bearings India Limited & Tenneco Automotive India Private Limited became subsidiaries of the Company.

43. The Company has used an accounting software for maintaining its books of account for the year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the audit trail feature at the application level has operated throughout the year for all relevant transactions recorded in the software. However, audit trail was not enabled at the database level to log any direct data changes. The audit trail that was enabled and operated for the year ended March 31, 2025 has been preserved by the Company as per the statutory requirements for record retention.

44. Subsequent to the year end, the Shareholders of the Company has ratified and approved amended Employee Stock Option Scheme 2025 by way of special resolution on May 04, 2026 through remote e-voting system.

45. Rounding off

Amounts mentioned as "0" in the standalone financial statements denote amounts rounded off being less than INR ten thousand and rounding differences may occur between individual figures and totals.

46. Previous Year Figures

Previous Year Figures have been regrouped / reclassified wherever necessary.

The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: May 30, 2026

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

Independent Auditor's Report

To The Members of
Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Tenneco Clean Air India Limited** (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at 31 March 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2026, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis and Board's Report including annexures to Board's Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether

due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group, except for not keeping backup on a daily basis of such books of account maintained in electronic mode in a server physically located in India by the Parent and of its subsidiaries, (refer Note 40(x) to the consolidated financial statements) and in relation to compliance with the requirements of audit trail, refer paragraph (i)(vi) below.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent as on 31 March 2026 taken on record by the Board of Directors of the Company, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.

g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies incorporated in India, the remuneration paid by the Parent and such subsidiary companies, to their respective directors during the year is in accordance with the provisions of section 197 of the Act. With respect to one subsidiary company, in our opinion and to the best of our information and according to explanations given to us, the said subsidiary company is a private company for the year ended 31 March 2026, hence, section 197 of the Act related to managerial remuneration is not applicable.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - refer Note 32(b) to the consolidated financial statements.

ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent, and its subsidiary companies incorporated in India.

iv) (a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in the note 40(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited

under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in the note 40(vi) to the consolidated financial statements, no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The final dividend proposed in the previous year, declared and paid by the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, where applicable, during the year is in accordance with section 123 of the Act, as applicable.

The interim dividend declared and paid by the Parent and its subsidiary which are the companies incorporated in India, whose financial statements have been audited under the Act, where applicable, during the year and until the date of this report is in accordance with section 123 of Companies Act, 2013.

vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries incorporated in India whose financial statements have been audited under the Act, the Parent and its subsidiary companies incorporated in India have used accounting software systems for maintaining their respective books of account for the financial year ended 31 March 2026 which have the feature of recording audit trail (edit log) facility and the same has 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 (refer note 46 of the consolidated financial statements).

Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Parent and above referred subsidiary companies incorporated in India as per the statutory requirements for record retention.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Sachanand C Mohnani
Partner
(Membership No. 407265)
UDIN: 26407265GVKUHA3893

Place: Pune
Date: 30 May 2026

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of consolidated Ind AS financial statements of the Tenneco Clean Air India Limited as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to consolidated financial statements of Tenneco Clean Air India Limited (hereinafter referred to as "Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's management and Board of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on, the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject

to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2026, based on, the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Sachanand C Mohnani
Partner
(Membership No. 407265)
UDIN: 26407265GVKUHA3893

Place: Pune
Date: 30 May 2026

Consolidated Balance Sheet

as at March 31, 2026

(All amounts in INR Millions, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	5,077.03	5,348.37
Right-of-use assets	4	736.13	457.49
Capital work in progress	3(b)	580.65	310.67
Intangible assets	5	8.06	12.81
Financial assets			
i. Investments	6(a)	3.29	3.29
ii. Loans	6(e)	2.52	2.64
iii. Other financial assets	6(f)	109.26	8,421.73
Deferred tax assets (net)	7	286.12	218.26
Income tax assets (net)	8	261.53	183.20
Other non-current assets	9	1,029.41	79.80
Total non-current assets		**8,094.00**	**15,038.26**
Current assets			
Inventories	10	3,383.81	2,777.27
Financial assets			
i. Trade receivables	6(b)	6,348.33	6,872.31
ii. Cash and cash equivalents	6(c)	5,712.26	2,858.98
iii. Bank balances other than (ii) above	6(d)	2.15	3.36
iv. Loans	6(e)	17.85	4.75
v. Other financial assets	6(f)	1,255.33	367.22
Current tax assets (net)	8	41.21	-
Other current assets	11	515.97	384.99
Current assets excluding assets classified as held for sale		**17,276.91**	**13,268.88**
Assets classified as held for sale	33	-	8.70
Total current assets		**17,276.91**	**13,277.58**
Total assets		**25,370.91**	**28,315.84**
EQUITY AND LIABILITIES			
Equity			
i. Equity share capital	12(a)	4,036.04	4,036.04
ii. Other Equity	12(b)	7,937.95	12,063.66
Equity attributable to owners of Parent		**11,973.99**	**16,099.70**
Non-Controlling Interest		31.30	23.97
Total equity		**12,005.29**	**16,123.67**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liabilities	13(b)	421.73	146.07
Provisions	16	771.25	301.97
Deferred tax liabilities (net)	7	-	1.05
Other non-current liabilities	14	-	241.43
Total non-current liabilities		**1,192.98**	**690.52**
Current liabilities			
Financial liabilities			
i. Lease liabilities	13(b)	93.23	50.85
ii. Vendor Bill financing	13(c)	283.13	503.44
iii. Trade payables	13(a)		
(a) total outstanding dues of micro enterprises and small enterprises		1,464.58	1,201.27
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		8,918.85	7,160.51
iv. Other financial liabilities	13(d)	484.89	150.33
Other current liabilities	15	647.80	1,088.40
Provisions	16	261.45	341.53
Current tax liabilities (net)	17	18.71	996.62
Total current liabilities excluding liabilities relating to assets held for sale		**12,172.64**	**11,492.95**
Liabilities relating to assets classified as held for sale	33	-	8.70
Total current liabilities		**12,172.64**	**11,501.65**
Total equity and liabilities		**25,370.91**	**28,315.84**

The accompanying material accounting policies and other explanatory notes (1-48) form an integral part of the Consolidated Financial Statements.

As per our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: May 30, 2026

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: May 30, 2026

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

Consolidated Statement of Profit and Loss

for the year ended March 31, 2026

(All amounts in INR Millions, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2026	Year ended March 31, 2025
Income			
I. Revenue from operations	18	54,039.76	48,904.30
II. Other income	19	589.51	410.15
III. Total income (I+II)		**54,629.27**	**49,314.45**
IV. Expenses			
a) Cost of materials consumed	20	34,926.30	31,813.40
b) Change in inventories of finished goods, work-in-progress & traded goods	21	(295.17)	52.21
c) Purchase of stock in trade		468.19	346.06
d) Employee benefits expense	22	3,367.55	2,979.24
e) Finance cost	23	335.73	202.66
f) Depreciation and amortisation expense	24	1,081.65	1,031.72
g) Other expenses	25	6,318.22	5,561.00
Total expenses		**46,202.47**	**41,986.29**
V. Profit before exceptional items and tax (III-IV)		**8,426.80**	**7,328.16**
VI. Exceptional Items			
Statutory impact of new Labour Codes		(271.68)	-
VII. Profit before tax (V-VI)		**8,155.12**	**7,328.16**
VIII. Tax expense	26		
Current tax		2,202.58	1,878.16
Deferred tax		(53.88)	(91.28)
Short provision of tax relating to earlier years		(37.17)	9.85
Total tax expense		**2,111.53**	**1,796.73**
IX. Profit for the year (VII-VIII)		6,043.59	5,531.43
Attributable to:			
- Owners of the Parent		6,035.80	5,520.63
- Non-Controlling Interest		7.79	10.80
X. Other comprehensive (loss) / gain			
Items that will not be reclassified subsequently to consolidated statement of profit and loss			
- Remeasurements of defined benefit plans		(59.66)	(52.62)
- Income tax relating to above		15.01	13.08
Other comprehensive (loss) /gain for the year		**(44.65)**	**(39.54)**
Attributable to:			
- Owners of the Parent		(44.19)	(39.46)
- Non-Controlling Interest		(0.46)	(0.08)
IX. Total comprehensive income for the year (VII+VIII)		**5,998.94**	**5,491.89**
Attributable to:			
- Owners of the Parent		5,991.61	5,481.17
- Non-Controlling Interest		7.33	10.72
Earnings per equity share of Face Value ₹ 10 each	27		
Basic (₹)		14.95	13.68
Diluted (₹)		14.95	13.68

The accompanying material accounting policies and other explanatory notes (1-48) form an integral part of the Consolidated Financial Statements.

As per our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: May 30, 2026

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: May 30, 2026

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

Consolidated Statement of Cash Flows

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Cash flow from operating activities		
Profit before tax	8,155.12	7,328.16
Adjustments for:		
Depreciation on property, plant and equipment	970.64	977.26
Amortisation on intangible assets	6.51	6.25
Amortisation on Right of Use Asset	104.49	48.21
Provision for expected credit loss	(4.95)	2.54
Excess provisions / liabilities no longer required written back	(4.98)	(11.42)
Provision for doubtful advances	2.99	(19.34)
Provision for doubtful balances with government authorities	(14.06)	2.65
Provision for warranties	101.82	59.02
Interest income from financial assets	(146.05)	(72.11)
Interest income on loans to related parties	(340.38)	(19.09)
Finance cost	335.72	202.67
(Gain)/ loss on disposal of property, plant and equipment	(1.02)	0.31
Loss/ (gain) on termination of lease	4.64	(2.41)
Unrealised foreign exchange (gain)/ loss	(71.73)	16.91
Dividend income	-	(294.19)
Operating cash flows before working capital changes	**9,098.76**	**8,225.42**
Change in operating assets and liabilities		
(Increase) / Decrease in		
- Inventories	(606.53)	516.17
- Trade receivables	570.36	(1,288.41)
- Financial and other assets	7,048.79	340.78
Increase / (Decrease) in		
- Trade payables	1,900.84	163.04
- Provisions	235.73	25.98
- Financial and other liabilities	(658.41)	(410.72)
Cash generated from operations	**17,589.54**	**7,572.26**
Income taxes paid (net)	(3,294.77)	(1,948.40)
Net cash inflow from operating activities (A)	**14,294.77**	**5,623.86**
B. Cash flows from investing activities:		
Purchase of property, plant and equipments, including capital work in progress and capital advances	(1,150.28)	(647.81)
Sale of property, plant and equipment	306.52	20.26
Purchase of Investments	-	(3.10)
Investment in fixed deposits and other bank deposits	(0.17)	(20.36)
Redemption of fixed deposits and other bank deposits	20.36	3.95
Investment in deposits held as margin money	(2.37)	(2.19)
Redemption of deposits held as margin money	1.64	-
Interest received	136.37	87.26
Dividend received	-	294.19
Net cash outflow from investing activities (B)	**(687.93)**	**(267.80)**

Consolidated Statement of Cash Flows

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
C. Cash flows from financing activities: (Refer note 38)		
Dividend paid	(10,365.85)	(4,092.42)
Interest paid	(242.59)	(169.42)
Interest paid on lease liabilities	(34.83)	(13.50)
Repayment of lease liabilities	(110.29)	(48.74)
Share issue expenses	-	(3.73)
Net cash outflow from financing activities (C)	**(10,753.56)**	**(4,327.81)**
Net increase in cash and cash equivalents (A)+(B)+(C)	**2,853.28**	**1,028.25**
Cash and cash equivalents at the beginning of the financial year	2,858.98	1,830.73
Cash and cash equivalents at end of the year	**5,712.26**	**2,858.98**

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

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks:		
On current accounts	795.09	1,009.22
Bank deposits with original maturity of less than three months	4,917.17	1,849.76
	5,712.26	**2,858.98**

The accompanying material accounting policies and other explanatory notes (1-48) form an integral part of the Consolidated Financial Statements.

As per our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: May 30, 2026

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: May 30, 2026

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

Consolidated Statement of Changes in Equity

as at March 31, 2026

(All amounts in INR Millions, unless otherwise stated)

A) Equity share capital

Particulars	No. of shares	Amount
Balance as at 01 April 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**
Changes in equity share capital during the year	-	-
Balance as at 31 March 2026	**403,604,309**	**4,036.04**

B) Other equity

Particulars	Attiributable to Owners of Parent									
	Reserves & Surplus									
	Securities Premium	Retained Earnings	Capital Reserve	Capital Reserve on Business Combination under Common Control	Capital Redemption Reserve	Deemed Equity Contribution from Parent Company	Share Application Money Pending Allotment	Total	Non-controlling interest	Total Equity
Balance as at 01 April 2024	**769.66**	**6,338.43**	**3.84**	**(1,370.19)**	**0.65**	**21.79**	**1,895.15**	**7,659.33**	**13.25**	**7,672.58**
Profit for the year	-	5,520.63	-	-	-	-	-	5,520.63	10.80	5,531.43
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**	**0.65**	**21.79**	**-**	**12,063.66**	**23.97**	**12,087.63**

Consolidated Statement of Changes in Equity

as at March 31, 2026

(All amounts in INR Millions, unless otherwise stated)

Particulars	Attiributable to Owners of Parent								Non-controlling interest	Total Equity
	Reserves & Surplus					Deemed Equity Contribution from Parent Company	Share Application Money Pending Allotment	Total		
	Securities Premium	Retained Earnings	Capital Reserve	Capital Reserve on Business Combination under Common Control	Capital Redemption Reserve					
Balance as at 01 April 2025	**765.92**	**7,727.18**	**3.84**	**3,544.28**	**0.65**	**21.79**	**-**	**12,063.66**	**23.97**	**12,087.63**
Profit for the year	-	6,035.80	-	-	-	-	-	6,035.80	7.79	6,043.59
Other comprehensive income / (Loss) (net of taxes)	-	(44.19)	-	-	-	-	-	(44.19)	(0.46)	(44.65)
Dividend Paid during the year (Refer note 12)	-	(10,365.85)	-	-	-	-	-	(10,365.85)	-	(10,365.85)
Movement during the year (Refer note 12)	-	-	-	-	-	248.53	-	248.53	-	248.53
Balance as at 31 March 2026	**765.92**	**3,352.94**	**3.84**	**3,544.28**	**0.65**	**270.32**	**-**	**7,937.95**	**31.30**	**7,969.25**

The accompanying material accounting policies and other explanatory notes (1-48) form an integral part of the Consolidated Financial Statements.

As per our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: May 30, 2026

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Mahender Chhabra
Chief Financial Officer

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

Place: Gurugram
Date: May 30, 2026

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(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: L29308TN2018FTC126510. 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 ultimate controlling party is Tenneco LLC. 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. These financial statements are presented in Indian Rupees "INR" or "₹" and all values are stated as INR or ₹ Million, except when otherwise indicated.

These consolidated financial statements comprise the financial statements of the Company and the following subsidiaries:

Name of subsidiary	% holding as at		Country of Origin	Principal Activity
	31-Mar-26	31-Mar-25		
Tenneco Automotive India Private Limited	100%	100%	India	TAIPL is engaged in the manufacture of shock absorbers and struts.
Federal Mogul Ignition Products (India) Limited	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%	India	FMSIL is engaged in the manufacture and supply of automotive components used in two/four wheeler automobiles.
Federal Mogul Bearings India Limited	99.59%	99.59%	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

These consolidated financial statements ('financial statements') have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and guidelines issued by Securities and Exchange Board of India (SEBI) to the extent applicable.

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 lieu of IPO, the ultimate holding company 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 25 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 ("MIPL") and the shareholding in MIPL was transferred on 24 March 2025 ("MIPL Transfer") to Federal-Mogul Motorparts India Limited, a fellow subsidiary, as DRIV business segment was not meant to be part of the reorganisation for the IPO. Such transfer of shareholding of MIPL was done against a cash consideration of ₹ 8,293.51 Million (representing fair value of net assets of MIPL ("MIPL Consideration")) receivable over the period of next two years bearing an interest rate of 12% per annum. 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) as

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

at and for the year ended 31 March 2025. Considering, MIPL was not acquired by the Company as part of the reorganisation, the financial statements of the Company do not include the financial information of MIPL (DRIV business segment) for the comparative period presented. The Company has reflected the impact of MIPL Transfer from the date of opening balance sheet of earliest period presented while preparing the financial statements as at and for the year ended 31 March 2025 and recorded a receivable equivalent to MIPL Consideration value and recognised the difference between MIPL consideration value and carrying value of investment in MIPL in the books of TAIPL 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.

These financial statements 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 financial statements have been approved by the Board of Directors of the Group on 30 May 2026.

2.2 Summary of Material Accounting Policies

a) Basis of Consolidation

The financial statements incorporate the financial statements of the Group and entities controlled by the Group (its subsidiaries) up to 31 March each year. Control is achieved when the Group:

- 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 affect its returns. The Group 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 Group obtains control over the subsidiary and ceases when the Group 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 Group 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 Group'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 Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group'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 Group 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

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group 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 interests 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 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 from entities which were ultimately controlled by the same parties both before and after the business combination. 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 30.

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 Consolidated Statement of Profit and Loss as incurred.

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

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
Solar panels	30 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.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

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

Financial assets

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

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

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 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,

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

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.

Summary of material accounting policies and other explanatory information

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

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 Consolidated Statement of Profit and Loss.

I) 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 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 30-120 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 to the end of the reporting period as a proportion of the total services

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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 Consolidated Statement of Profit and Loss in the period in which such probability occurs. The tooling income (net) is recognized at the time of receipt of Production Part Approval Process from customer.

(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 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 financial statements are presented in Indian Rupee ('INR or ₹') which is also the functional and presentation currency of the Group.

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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 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 Consolidated Statement of Profit and Loss in the year in which such gains or losses are determined.

(iv) 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.

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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) 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.

u) 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. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

v) 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 director who has been identified is the Whole-time Director and CEO. Refer Note 34 for segment information presented.

w) 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.

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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

Provision for Excess and Obsolete Inventory - Management determines the allowance for excess and obsolete inventory based on a review of items with no consumption in the previous 12 months. A provision of 100% is recognised on such inventories.

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.

x) Standards issued but not yet effective

There are no new Standards that became effective during the year. Amendments that became effective during the year did not have any material impact.

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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
Gross carrying value								
As at 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 (refer note 1)	-	(2.82)	(54.94)	(1.83)	-	(0.03)	-	(59.62)
As at 31 March 2025	**5.17**	**1,617.78**	**8,698.63**	**9.40**	**94.87**	**295.91**	**27.29**	**10,749.05**
As at 01 April 2025	5.17	1,617.78	8,698.63	9.40	94.87	295.91	27.29	10,749.05
Additions (refer note 2)	61.31	63.77	507.45	1.63	0.61	73.40	-	708.17
Disposals/adjustments	-	(5.63)	(123.57)	(2.49)	(1.63)	-	(1.37)	(134.68)
As at 31 March 2026	**66.48**	**1,675.93**	**9,082.51**	**8.54**	**93.86**	**369.31**	**25.92**	**11,322.54**
Accumulated depreciation								
As at 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)
As at 31 March 2025	**-**	**431.41**	**4,726.55**	**4.13**	**56.34**	**169.48**	**12.77**	**5,400.68**
As at 01 April 2025	-	431.41	4,726.55	4.13	56.34	169.48	12.77	5,400.68
Depreciation charge for the year	-	65.18	831.02	1.36	8.02	62.27	2.80	970.65
Disposals	-	(1.23)	(119.37)	(2.36)	(1.54)	-	(1.32)	(125.82)
As at 31 March 2026	**-**	**495.36**	**5,438.20**	**3.13**	**62.82**	**231.75**	**14.25**	**6,245.51**
Net carrying value as at 31 March 2026	**66.48**	**1,180.57**	**3,644.31**	**5.41**	**31.04**	**137.56**	**11.67**	**5,077.03**
Net carrying value as at 31 March 2025	**5.17**	**1,186.37**	**3,972.08**	**5.27**	**38.53**	**126.43**	**14.52**	**5,348.37**

Notes:

(i) 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 INR 9.91 Million. Additionally, the fire caused a business loss amounting to INR 56.33 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. During the current financial year, the insurance company has made an interim disbursement of INR 15 Million against the machinery replacement claim.

(ii) The Haryana State Industrial and Infrastructure Development Corporation Limited ("HSIIDC") allotted the land at the Bawal facility ("Land") to the Company vide Letter of Allotment dated 6 July 2007, which was accepted pursuant to an agreement dated 21 September 2007 providing for payment of consideration on a deferred payment basis along with applicable interest. The Company subsequently obtained the occupation certificates in relation to the Land from HSIIDC and paid the entire consideration, with the final installment being paid on 30 December 2009. However, as the conveyance deed had not been executed at that time due to administrative and legal transitions within the Company, including changes in the board of directors and certain corporate restructuring activities requiring updates to statutory records, approvals and registrations, the Land continued to be disclosed as leasehold land/right-of-use asset in the financial statements. During the current year, upon completion of the requisite administrative and regulatory formalities and pursuant to the application submitted to HSIIDC on 6 October 2025, the conveyance deed was executed and registered in favor of the Company on 15 January 2026. Consequently, the said Land has been capitalised during the current year.

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3(b) Capital Work in Progress (CWIP)

Particulars	Capital Work in Progress (CWIP)
As at 01 April 2024	**366.18**
Additions during the year	632.76
Capitalised during the year	(688.27)
As at 31 March 2025	**310.67**
As at 1 April 2025	**310.67**
Additions during the year	1,168.63
Capitalised during the year	(898.65)
As at 31 March 2026	**580.65**

Capital Work in Progress (CWIP) Ageing Schedule

As at 31 March 2026

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	469.99	91.74	6.09	12.55	580.37
Projects temporarily suspended	-	-	-	0.28	0.28

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

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 2026

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and machinery	12.56	-	-	-	12.56

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

Notes:

1.) Refer to Note 32(a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

2.) Buildings includes buildings which are developed on the leasehold land classified under right of use assets (Refer Note 4).

3.) The Group has not revalued its property, plant and equipment during the current or previous year.

4.) There is no property, plant and equipment that is pledged or under lien except plant and machiney in Federal Mogul Bearings India Limited (FMBIL) pledged as security (2nd pari passu charge) against credit facilities availed.

5.) There are no impairment losses recognised during each reporting year.

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4 Right-of-use assets

Following are the changes in the carrying value of right of use assets:

Particulars	Vehicles	Leasehold land	Plant and machinery	Buildings	Total
Gross carrying value					
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)
As at 31 March 2025	**41.48**	**305.04**	**-**	**328.71**	**675.23**
As at 01 April 2025	41.48	305.04	-	328.71	675.23
Additions	7.17	-	350.32	86.99	444.48
Disposals	(12.40)	(61.45)	-	(97.18)	(171.03)
As at 31 March 2026	**36.25**	**243.59**	**350.32**	**318.52**	**948.68**
Accumulated depreciation					
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)
As at 31 March 2025	**26.74**	**36.08**	**-**	**154.92**	**217.74**
As at 01 April 2025	26.74	36.08	-	154.92	217.74
Depreciation charge for the year	7.69	2.57	35.03	59.20	104.49
Disposals/adjustments	(12.40)	(9.51)	-	(87.77)	(109.68)
As at 31 March 2026	**22.03**	**29.14**	**35.03**	**126.35**	**212.55**
Net carrying amount as at 31 March 2026	**14.22**	**214.45**	**315.29**	**192.17**	**736.13**
Net carrying amount as at 31 March 2025	**14.74**	**268.96**	**-**	**173.79**	**457.49**

Note:

(a) The Group has not revalued its right-of-use assets during each reporting year.

(b) The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Consolidated Statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities:

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current lease liabilities	421.73	146.07
Current lease liabilities	93.23	50.85
Total	**514.96**	**196.92**

The Group has taken building, plant and machinery 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 50-99 years for land leases.

The following is the movement in lease liabilities:

Particulars	Amount
As at 01 April 2024	150.96
Additions	108.28
Finance cost accrued during the year (Refer note 23)	13.57
Derecognised during the year	(13.65)
Payment of lease liabilities	(62.24)
As at 31 March 2025	**196.92**

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4 Right-of-use assets (Contd..)

Particulars	Amount
As at 01 April 2025	196.92
Additions	433.05
Finance cost accrued during the year (Refer note 23)	34.89
Derecognised during the year	(4.78)
Payment of lease liabilities	(145.12)
As at 31 March 2026	**514.96**

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 March 31, 2026	As at March 31, 2025
Less than one year	135.82	65.08
One to five years	439.86	165.51
More than five years	1.22	5.10
	576.90	**235.69**

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 2026	Year ended 31 March 2025
Depreciation expense of right-of-use assets	104.49	48.21
Interest expense on lease liabilities (Refer note 23)	34.89	13.57
Expense relating to short-term leases (included in other expenses) (Refer note 25)	11.35	15.97
Total	**150.73**	**77.75**

Lease related disclosures

(a) 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.

(b) Total cash outflow for leases for the year ended 31 March 2026 was ₹145.12 Million (previous year: ₹ 62.24 Million).

(c) 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.

5 Intangible assets

Particulars	Computer Software
Gross carrying amount	
Opening gross carrying amount as at 01 April 2024	99.00
Additions	2.65
Disposals/Adjustments	(0.03)
Closing gross carrying amount as at 31 March 2025	**101.62**
Opening gross carrying amount as at 01 April 2025	101.62
Additions	1.76
Disposals/Adjustments	-
Closing gross carrying amount as at 31 March 2026	**103.38**

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5 Intangible assets (Contd..)

Particulars	Computer Software
Accumulated amortisation	
Opening accumulated amortisation as at 01 April 2024	82.56
Amortisation charge for the year	6.25
Disposals	-
Closing accumulated amortisation as at 31 March 2025	**88.81**
Opening accumulated amortisation as at 01 April 2025	88.81
Amortisation charge for the year	6.51
Disposals	-
Closing accumulated amortisation as at 31 March 2026	**95.32**
Net carrying amount as at 31 March 2026	**8.06**
Net carrying amount as at 31 March 2025	**12.81**

Notes:

1.) No Intangible assets are pledged as security by the Group.

2.) There are no Intangible assets Under Development as at each reporting year.

3.) The Group has not revalued its Intangible Assets as at each reporting year and therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

6 Financial assets

6(a) Investments

Particulars	As at March 31, 2026	As at March 31, 2025
Investments at fair value through profit or loss		
(i) Investment in equity shares of other entity, unquoted		
3,545 equity shares (previous year: 3,545) fully paid of ₹ 53.03 each in Caparo Power Limited	0.19	0.19
(ii) Investment in equity shares of other entity, unquoted		
62,000 equity shares (previous year: 62,000) fully paid of ₹ 10 each in Yash Metal Resources Private Limited	3.10	3.10
Total	**3.29**	**3.29**
Aggregate amount of unquoted investments	**3.29**	**3.29**
Aggregate amount of impairment in the value of investments	**-**	**-**

6(b) Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables from external parties	4,945.68	5,951.15
Trade receivables from related parties [Refer Note 28(c)]	1,448.95	973.75
Less: Allowance for expected credit loss	(46.30)	(52.59)
Total receivables	**6,348.33**	**6,872.31**
Break-up of security details:		
Unsecured, considered good	6,348.33	6,872.31
Trade receivables which have a significant increase in credit risk	28.30	45.13
Trade receivables - credit impaired	18.00	7.46
Total	**6,394.63**	**6,924.90**
Less: Allowance for expected credit loss	(46.30)	(52.59)
Total Trade receivables	**6,348.33**	**6,872.31**

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6 Financial assets (Contd..)

The average credit period on sales of goods is 30-120 days

Trade Receivables Ageing (on the basis of due date of payment):

As at 31 March 2026

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	4,900.40	1,193.64	224.69	28.55	0.75	0.30	6,348.33
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	2.45	12.40	5.69	7.32	0.44	-	28.30
(iii) Undisputed Trade Receivables – credit impaired	-	4.09	5.62	5.44	0.01	2.84	18.00
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	4,902.85	**1,210.13**	**236.00**	**41.31**	**1.20**	**3.14**	**6,394.63**
Less: Expected credit loss allowance							(46.30)
							6,348.33

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	-	-	-	-	-	-	-
	3,320.78	**3,544.63**	**40.00**	**13.39**	**2.81**	**3.29**	**6,924.90**
Less: Expected credit loss allowance							(52.59)
							6,872.31

Notes to the Consolidated financial statements

for the year ended March 31, 2026
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6 Financial assets (Contd..)

Notes:

(1) Refer Note 30 for allowance for expected credit loss.

(2) Refer Note 28(c) for balances due from related parties.

(3) Refer note no. 42 for FEMA Compliances.

6(c) Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with scheduled banks		
- in current accounts*	795.09	1,009.22
Bank deposits with original maturity less than 3 months	4,917.17	1,849.76
Total	**5,712.26**	**2,858.98**

* Bank balance includes both rupee accounts and foreign currency accounts

6(d) Bank balances other than 6(c) above

Particulars	As at March 31, 2026	As at March 31, 2025
Bank deposit held as margin money with originaly maturity less than 12 months	1.65	1.55
Bank deposits with original maturity more than 3 months but less than 12 months*	0.50	1.81
Total	**2.15**	**3.36**

*INR 0.50 Million (31 March 2025: ₹ 0.50 Million) is under lien with banks

6(e) Loans

Particulars	As at March 31, 2026	As at March 31, 2025
Non-Current		
Loan to employees	2.52	2.64
Total	**2.52**	**2.64**
Current		
Loan to employees	17.85	4.75
Total	**17.85**	**4.75**

6(f) Other financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Non-Current		
Unsecured, considered good		
At amortised cost		
Security deposits	99.56	82.73
Deposits with original maturity more than 12 months (including accrued interest)***	9.70	26.80
Other receivables (Refer note 40)#	-	8,312.20
Total	**109.26**	**8,421.73**

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for the year ended March 31, 2026
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6 Financial assets (Contd..)

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
At amortised cost		
Unsecured, considered good		
Interest accrued on bank deposits	15.72	10.42
Interest accrued on inter-corporate deposits and other deposits	1.30	1.02
Security deposits	1.23	0.13
Export incentive recoverable	3.04	5.96
Balance in Escrow Account**	942.54	-
Deposits held as margin money with originaly maturity of more than 12 months (including accrued interest)	0.50	1.64
Receivable from related party*	184.75	93.32
Unbilled revenue (Refer note 18)	105.65	244.22
Claims recoverable	0.60	10.51
Total	**1,255.33**	**367.22**

*Receivable from related party includes amount of ₹ 102.24 Million and ₹73.81 Million relating to Initial Public Offer related expenses incurred during the year ended 31 March 2026 and year ended 31 March 2025 respectively which the Company will recover from the Selling Shareholders.

#Other receivables includes amount of ₹ 8,293.51 Million receivable from Federal-Mogul Motorparts India Limited as at 31 March 2025 as a result of sale of investment in Motocare India Private Limited by our subsidiary Tenneco Automotive India Private Limited.

**During the year ended 31 March 2026, the Company's equity shares have been listed on National Stock Exchange of India Limited ("NSE") and on BSE Limited ("BSE") on 19 November 2025, by completing Initial Public Offering ("IPO") through offer for sale. The Company has received proceeds in the share escrow account amounting to ₹ 36,000 Million out of which ₹ 29,231 Million paid to selling shareholders and ₹ 5,826.46 Million to various parties for initial public offer expenses. The remaining funds amounting to ₹ 942.54 Million which is held in share escrow account. As per the Offer Agreement entered between the Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses. Accordingly, the Company has recovered the expenses incurred in connection with the Issue on completion of IPO during the current year. Being 100% OFS, the Company has not presented the utilisation of the proceeds of IPO. The unutilised amount as on 31 March 2026, is held in share escrow account with schedule commercial bank.

***Includes deposits given as security for bank guarantees furnished to custom and excise authorities.

7 Deferred tax assets (net)

Particulars	Opening as at 01 April 2025	Recognised in statement of profit and loss	Recognised in OCI	Closing balance as at 31 March 2026
Deferred tax assets				
Unabsorbed depreciation	2.66	(2.66)		-
Provision for employee benefits	125.13	75.26	15.02	215.41
Provision for doubtful advances and expected credit loss	74.38	9.02	-	83.40
Provision for Inventory obsolence	19.99	7.16	-	27.15
MAT Credit	17.83	(17.83)	-	-
Lease Liabilities	21.99	80.10	-	102.09
Others	68.10	(24.61)	-	43.49
	330.08	**126.43**	**15.02**	**471.54**
Deferred tax liabilities				
Property, plant and equipment and Intangible assets on account of difference in Written Down Value (WDV)	90.38	62.83	-	153.21
Right of Use Assets	22.49	9.72	-	32.21
	112.87	**72.55**	**-**	**185.42**
Net Deferred tax assets / (liabilities)	**217.21**	**53.88**	**15.02**	**286.12**

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

7 Deferred tax assets (net) (Contd..)

Closing Balance as on 31 March 2026 disclosed as:	
Deferred tax asset	286.12
Deferred tax liability	-
	286.12

Particulars	Opening as at 01 April 2024	Recognised in statement of profit and loss	Recognised in OCI	Closing balance as at 31 March 2025
Deferred tax assets				
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 obsolence	33.75	(13.76)	-	19.99
Demerger expenses	-	-	-	-
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
	276.64	**40.39**	**13.08**	**330.08**
Deferred tax liabilities				
Property, plant and equipment and Intangible assets on account of difference in Written Down Value (WDV)	155.09	(64.71)	-	90.38
Right of Use Assets	8.67	13.82	-	22.49
	163.76	**(50.89)**	**-**	**112.87**
Net Deferred tax assets / (liabilities)	**112.88**	**91.28**	**13.08**	**217.21**

Closing Balance as on 31 March 2025 disclosed as:	
Deferred tax asset	218.26
Deferred tax liability	(1.05)
	217.21

Note:

Deferred tax assets and deferred tax liabilities have been offset as they are governed by the same taxation laws.

8 Tax assets (Net)

Particulars	As at March 31, 2026	As at March 31, 2025
Income tax assets (net)	261.53	-
Current tax assets (net)	41.21	183.20
Total	**302.74**	**183.20**

Notes to the Consolidated financial statements

for the year ended March 31, 2026
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9 Other Non current Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Amount paid under protest	28.20	9.34
Capital advances	413.91	39.05
Prepaid expenses	554.10	2.60
Balances with government authorities	-	0.08
Excess of fund payment over gratuity liability	-	0.78
Others (includes excess CSR spent, advances, etc.)	33.20	27.95
Total	**1,029.41**	**79.80**

10 Inventories (Valued at lower of cost and net realisable value)

Particulars	As at March 31, 2026	As at March 31, 2025
Raw materials and components (includes stock in transit of ₹745.81 Million (previous year: 513.58 Million)	2,128.54	1,821.70
Work-in-progress	543.11	422.06
Finished Goods (includes stock in transit of ₹ 250.14 Million (previous year: ₹101.18 Million)	499.06	348.91
Stores and spares (includes stock in transit of ₹ 30.92 Million (previous year: ₹ Nil)	146.17	136.47
Stock-in-trade (includes stock in transit of ₹ 0.71 Million (previous year: ₹ 9.21 Million)	64.14	40.17
Packing Material	2.79	7.96
Total	**3,383.81**	**2,777.27**

The cost of inventories recognised as an expense includes ₹ 13.50 Million (previous year: ₹ 8.03 Million) in respect of write-downs of inventory to net realisable value.

11 Other current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid expenses	45.68	52.80
Advance to employees		
- Considered good	5.53	2.10
Advance to suppliers		
- Considered good	282.42	268.34
- Considered doubtful	13.17	10.19
	295.59	**278.53**
Less: Provision for doubtful advances	(13.17)	(10.19)
	282.42	**268.34**
Balances with government authorities*		
- Considered good	167.57	44.36
- Considered doubtful	-	14.06
	167.57	**58.42**
Less: Provision for doubtful advances	-	(14.06)
	167.57	**44.36**
Export incentive recoverable	5.01	4.44
Others	9.76	12.95
Total	**515.97**	**384.99**

*It includes Goods and Services tax paid on finished goods in transit as at the year end.

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(All amounts in INR Millions, unless otherwise stated)

12(a) Equity Share Capital

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised share capital		
780,050,000 Equity shares of INR 10 each (780,050,000 Equity shares of ₹ 10 each as at 31 March 2025)	7,800.50	7,800.50
	7,800.50	**7,800.50**
Issued, subscribed and fully paid share capital		
403,604,309 Equity shares of INR 10 each (403,604,309 Equity shares of ₹ 10 each as at 31 March 2025)	4,036.04	4,036.04
	4,036.04	**4,036.04**

(i) Movements in share capital

Particulars	Number of shares	Amount
As at 01 April 2024	**214,088,829**	**2,140.89**
Movement during the year (refer note 39)	189,515,480	1,895.15
As at 31 March 2025	**403,604,309**	**4,036.04**
As at 01 April 2025	**403,604,309**	**4,036.04**
Movement during the year	-	-
As at 31 March 2026	**403,604,309**	**4,036.04**

Terms/rights attached to equity shares and preference shares

Equity Shares: The Company has one class of equity shares having a par value of ₹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 March 31, 2026		As at March 31, 2025	
	Number of shares	% holding	Number of shares	% holding
Equity Shares of INR10/- fully paid:				
Tenneco Mauritius Holdings Limited, the Immediate Parent company	243,045,425	60.22%	344,808,654	85.43%
Tenneco Mauritius Limited	26,734,261	6.62%	26,734,261	6.62%
Federal-Mogul Pty Limited	14,478,795	3.59%	14,478,794	3.59%
Federal-Mogul Investment B V	10,607,655	2.63%	10,607,654	2.63%
Tenneco LLC (formerly known as Tenneco Inc. upto 29 April 2025)	6,974,947	1.73%	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 March 31, 2026		As at March 31, 2025	
	Number of shares	% holding	Number of shares	% holding
Equity shares of INR10 each fully paid				
Tenneco Mauritius Holdings Limited, the Immediate Parent company	243,045,425	60.22%	344,808,654	85.43%
Tenneco Mauritius Limited	26,734,261	6.62%	26,734,261	6.62%

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.

Notes to the Consolidated financial statements

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(All amounts in INR Millions, unless otherwise stated)

12(a) Equity Share Capital (Contd..)

(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 ₹ 7,777.1 Million divided into 777,713,120 equity shares of ₹ 10/- each to ₹ 3,134.1 Million divided into 313,406,120 equity shares of ₹ 10/- each (refer note 43)

(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 ₹ 3,134.1 Million divided into 313,406,120 equity shares of ₹ 10/- each to ₹ 2,140.9 Million divided into 214,088,829 equity shares of ₹ 10/- each (refer note 43)

(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 ₹10/- (Rupees Ten) per equity share by the Company at a price of ₹ 288.85 per equity share. (refer note 39)

(v) Details of shareholding of Promoters*

Name of the Promoter	As at 31 March 2026		As at 31 March 2025		% change during the year
	Number of shares	% holding	Number of shares	% holding	
Tenneco Mauritius Holdings Limited, the Immediate Parent company	243,045,425	60.22%	344,808,654	85.43%	-30%
Tenneco Mauritius Limited	26,734,261	6.62%	26,734,261	6.62%	-

*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 March 31, 2026	As at March 31, 2025
Securities Premium	765.92	765.92
Retained Earnings	3,352.94	7,727.18
Capital Reserve	3.84	3.84
Capital Reserve on Business Combination under Common Control	3,544.28	3,544.28
Deemed Equity Contribution from Parent Company	270.32	21.79
Capital Redemption Reserve	0.65	0.65
Total Reserves and Surplus	**7,937.95**	**12,063.66**

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for the year ended March 31, 2026
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12(b) Other Equity (Contd..)

(i) Securities Premium

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at the beginning of the year	765.92	769.66
Less: Share issue expenses	-	(3.74)
Balance as at the end of the year	**765.92**	**765.92**

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 ₹ 3.74 Million for issue of such shares and the same is adjusted against securities premium.

(ii) Retained Earnings:

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at the beginning of the year	7,727.18	6,338.43
Profit for the year	6,035.80	5,520.63
Remeasurement gain / (loss) (net of taxes)	(44.19)	(39.46)
Dividend paid	(10,365.85)	(4,092.42)
Balance as at the end of the year	**3,352.94**	**7,727.18**

(iii) Capital Reserve

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at the beginning of the year	3.84	3.84
Adjusted against capital reduction (Refer note 46)	-	-
Balance as at the end of the year	**3.84**	**3.84**

(iv) Capital Reserve on Business Combination under Common Control

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at the beginning of the year	3,544.28	(1,370.19)
Adjustment for sale of investment by subsidiary (Refer note 39)	-	4,914.47
Balance as at the end of the year	**3,544.28**	**3,544.28**

(v) Deemed Equity Contribution from Parent Company

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at the beginning of the year	21.79	21.79
Movement during the year*	248.53	-
Balance as at the end of the year	**270.32**	**21.79**

*During the current financial year, Tenneco Automotive India Private Limited (TAIPL) has received a machine (DynachromePlatter DCP 2000) from its Group Company, Drive Automotive Inc ("Drive Automotive") without consideration for further use. TAIPL has carried out an independent valuation from Chartered Engineer of this machinery and paid the customs duty of ₹ 23.20 Million based on the assessed fair value and freight of ₹ 24.88 Million. As the asset has been received without consideration, the assessed fair value ₹ 248.53 Million of the machine has been considered as Deemed equity contribution as both Drive Automotive and TAIPL are entities under common control.

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12(b) Other Equity (Contd..)

(vi) Share Application Money Pending Allotment

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at the beginning of the year	-	1,895.15
Add: movement during the year	-	(1,895.15)
Balance as at the end of the year	**-**	**-**

(vii) Capital Redemption Reserve

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at the beginning of the year	0.65	0.65
Add: movement during the year	-	-
Balance as at the end of the year	**0.65**	**0.65**

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 43 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 and fair value of assets received from Group Companies under commom control without adequate consideration.

(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 39 for details.

(vii) Capital Redemption Reserve:

Capital redemption reserve is the accumulation of profit on forfeiture of preference shares.

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

13 Financial Liabilities

13(a) Trade Payables

Particulars	As at March 31, 2026	As at March 31, 2025
Dues of micro enterprises and small enterprises (Refer note below)	1,464.58	1,201.27
Dues of creditors other than micro enterprises and small enterprises	7,566.00	6,185.88
Dues of related parties [Refer Note 28(c)]	1,352.85	974.63
Total	**10,383.43**	**8,361.78**

Trade Payables Ageing:

As at 31 March 2026

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	155.03	1,241.01	64.37	1.90	0.92	1.35	1,464.58
(ii) Others	1,290.88	5,647.63	1,941.70	21.53	8.76	8.35	8,918.85
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**1,445.91**	**6,888.62**	**2,006.08**	**23.43**	**9.69**	**9.71**	**10,383.43**

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Year	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	957.98	1,524.65	4,645.35	15.77	6.05	10.71	7,160.51
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**957.98**	**2,403.64**	**4,964.38**	**17.59**	**6.49**	**11.69**	**8,361.78**

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.

Refer note no. 42 for FEMA Compliances.

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 March 31, 2026	As at March 31, 2025
a. The principal amount remaining unpaid as at the end of year	1,464.58	1,201.27
b. Interest due on above principal and remaining unpaid as at the end of the year	4.88	0.16

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13 Financial Liabilities (Contd..)

Particulars	As at March 31, 2026	As at March 31, 2025
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.	6.90	5.27
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.	16.45	34.46
e. The amount of interest accrued and remaining unpaid at the end of each accounting year; and	164.59	147.36
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	164.59	4.09

13(b) Lease Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current	421.73	146.07
Current	93.23	50.85
Total	**514.96**	**196.92**

13(c) Vendor Bill financing

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
Vendor Bill financing	283.13	503.44
Total	**283.13**	**503.44**

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(d) Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost		
Capital creditors	287.27	73.23
Employee benefits payable	188.74	62.43
Security deposits	4.13	1.67
Others	4.75	13.00
Total	**484.89**	**150.33**

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

14 Other non-current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred income (tooling contracts) (Refer Note 18(d))	-	241.43
Total	**-**	**241.43**

15 Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory dues	243.67	406.96
Advance from customers (Refer Note 18(d))	156.82	346.33
Customer security deposit	2.31	2.21
Unearned revenue (Refer Note 18(d))	50.77	319.79
Payable to related party (Refer Note 28(c))	194.23	12.19
Other liabilities	-	0.92
Total	**647.80**	**1,088.40**

16 Provisions

Particulars	As at 31 March 2026		As at 31 March 2025	
	Non Current	Current	Non Current	Current
Provision for employee benefits (Refer Note 35)				
Gratuity	522.54	44.96	195.67	20.70
Compensated absences	224.75	42.88	98.41	162.61
Provision for Warranty	-	172.22	-	141.92
Provision for regulatory matters	16.24	1.39	-	16.30
Provision for litigation related to labour law	7.72	-	7.89	-
Total	**771.25**	**261.45**	**301.97**	**341.53**

Provision for warranties

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	141.92	158.67
Add: Provision made during the year	97.84	60.51
Less: Provision utilised during the year	(67.53)	(77.26)
Closing balance	**172.22**	**141.92**

Warranty estimates are determined on a scientific basis using historical data on the nature, frequency, and average cost of warranty claims, along with management's assessment of potential future outflows required for servicing customers and undertaking corrective actions related to product failures.

Provision for regulatory matters

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	16.30	18.94
Add: Provision made during the year	1.33	-
Less: Provision utilised during the year	-	(2.64)
Closing balance	**17.63**	**16.30**

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

16 Provisions (Contd..)

Provision for litigation related to labour law

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	7.89	7.89
Add: Provision made during the year	-	-
Less: Provision utilised during the year	(0.17)	-
Closing balance	**7.72**	**7.89**

17 Current Tax Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Current tax Liabilities (net of advance tax)	18.71	996.62
Total	**18.71**	**996.62**

18 Revenue from operations

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Sale of products		
Manufactured goods	52,298.87	47,273.62
Traded goods	437.49	390.45
Tool sales	515.66	219.03
	53,252.02	**47,883.10**
Sale of services		
Design and development services	112.00	216.55
Business support services	247.91	415.01
Information technology enabled services	79.90	94.77
Engineering services	120.36	89.54
	560.17	**815.87**
Other operating revenue		
Scrap sales	164.27	159.43
Export Incentives	63.30	45.90
	227.57	**205.33**
Total	**54,039.76**	**48,904.30**

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:

(i) Identify the contract(s) with customer;

(ii) Identify separate performance obligations in the contract;

(iii) Determine the transaction price;

(iv) Allocate the transaction price to the performance obligations; and

(v) Recognise revenue when a performance obligation is satisfied.

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

18 Revenue from operations (Contd..)

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 March 31, 2026	Year ended March 31, 2025
Revenue from contracts with customers		
Sale of products and service		
Domestic	50,835.08	45,777.05
Export	2,977.11	2,921.92
Other Operating revenue	227.57	205.33
Total revenue covered under Ind AS 115	**54,039.76**	**48,904.30**

c. Timing of revenue recognition

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Revenue by time		
Revenue recognised at point in time	54,039.76	48,521.26
Services transferred over time	-	383.04
Total	**54,039.76**	**48,904.30**

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.

e. Reconciliation of revenue recognised in the restated statement of profit and loss with the contracted price

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Contracted price with the customers	54,054.77	49,220.35
Reduction towards variables considerations (Discounts, rebates, refunds, credits, price concessions)	(15.01)	(316.05)
Revenue from contract with customers (as per restated profit and loss account)	**54,039.76**	**48,904.30**

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.

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

18 Revenue from operations (Contd..)

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 March 31, 2026	Year ended March 31, 2025
Interest income		
- On deposits with bank	139.91	63.67
- On inter company receivable from related party	340.38	19.09
- On unwinding of security deposit	-	0.54
- On financial assets at amortised cost	2.94	2.23
- On income tax refund	1.70	3.88
- On other than bank deposits	1.50	2.61
Management services (Refer note 28)	8.78	4.16
Liabilities written back	4.98	11.42
Gain on sale of property, plant and equipment (net)	1.02	-
Foreign currency fluctuation gain (net)	14.45	-
Insurance claim received*	67.54	-
Dividend income**	-	294.19
Miscellaneous income	6.31	5.95
Total	**589.51**	**410.15**

* Includes an amount of ₹ 62.45 Million received from group company in relation to insurance claim filed by them with respect to inadequacies in vendor payments in the earlier years.

**Represents dividend income received from Motocare India Private Limited for the respective years prior to the reorganization as explained in Note 2.1.

20 Cost of materials consumed

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Raw materials at the beginning of the year	1,821.70	2,317.01
Add : Purchases (net)	35,233.14	31,318.09
Less: Raw material at the end of the year	(2,128.54)	(1,821.70)
Total Cost of raw materials consumed	**34,926.30**	**31,813.40**

21 Change in inventories of finished goods, work-in-progress & traded goods

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening Balances		
Work in progress	422.06	423.68
Finished goods	348.91	399.26

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

21 Change in inventories of finished goods, work-in-progress & traded goods (Contd..)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Stock-in-trade	40.17	40.41
Total (A)	**811.14**	**863.35**
Closing Balances		
Work in progress	543.11	422.06
Finished goods	499.06	348.91
Stock-in-trade	64.14	40.17
Total (B)	**1,106.31**	**811.14**
(Increase) / Decrease in inventories (A-B)	**(295.17)**	**52.21**

22 Employee benefits expense

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus	2,824.51	2,515.59
Contribution to provident and other funds (Refer Note 35)	179.03	152.60
Workmen and staff welfare expenses	364.01	305.94
Total	**3,367.55**	**2,979.24**

Changes to Employee Benefits upon notification of Labour Codes

The Government of India notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively, the ""Labour Codes""). These Labour Codes, which have become effective from November 21, 2025, consolidate and rationalise 29 labour laws and introduce, among other matters, a uniform definition of ""Wages"". Also, the Labour Codes have modified certain employee benefits and eligibility conditions in respect of those benefits. Accordingly, during the year, the Company has amended its policies relating to employee benefits and modified its employment contracts to align such benefits with the requirements of the Labour Codes. The changes include (i) alignment of the definition of Wages for social security contributions / provisions and (ii) modifications to gratuity-related terms and take effect on and from November 21, 2025.

Past service cost resulting from plan amendments amounting to ₹ 271.68 Million has been recognised immediately in the Statement of Profit and Loss and has been classified as a part of ""Exceptional items"". ₹ 74.73 Million being the higher current service cost and the net interest on the net defined benefit liabilities (or assets), post the plan amendment, has been charged to the Statement of Profit and Loss and has been classified as a part of ""Employee Benefits Expense"".

23 Finance costs

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest		
- on delayed payment of taxes	36.11	25.56
- on lease liability	34.89	13.57
- on factored receivables / borrowings	238.18	123.48
- others	26.55	40.05
Total	**335.73**	**202.66**

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

24 Depreciation and amortisation expense

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on property, plant and equipment (Refer Note 3(a))	970.65	977.26
Amortisation on intangible assets (Refer Note 5)	6.51	6.25
Amortisation on right of use asset (Refer Note 4)	104.49	48.21
Total	**1,081.65**	**1,031.72**

25 Other expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Rent (Refer Note 4)	11.35	15.97
Rates and taxes	24.32	58.17
Power and fuel	494.82	484.22
Travelling expenses	256.03	185.44
Insurance	61.39	52.79
Stores and spares consumed	706.34	637.50
Packing materials consumed	480.96	457.45
Sub-contracting expenses	1,109.77	865.60
Communication expenses	21.17	16.67
Printing and stationery	15.26	14.68
Professional and consultancy charges	308.78	203.95
Payment to auditors (Refer details (a) below)	26.23	19.23
Freight and forwarding charges	399.58	332.65
Director's sitting fees	24.48	-
Bad debts written off	-	13.18
Provision for expected credit loss	(6.29)	2.54
Provision for doubtful advances	2.98	(19.76)
Provision for doubtful balances with government authorities	(14.06)	2.65
Security service charges	9.54	8.56
Exchange differences (net)	-	22.80
Corporate social responsibility expenses (refer note (b) below)	122.45	91.32
Network service fees (Refer Note 28)	227.58	-
Management support charges (Refer Note 28)	-	189.02
Corporate support services (Refer Note 28)	-	70.52
Royalty expense (Refer Note 28)	1,192.38	1,102.74
Research and development expense	108.41	66.86
Repairs and maintenance:		
- Buildings	34.89	37.08
- Plant and machinery	314.43	325.30
- Others	65.37	60.38
Loss on sale/disposal of property, plant and equipment (net)	-	0.31
Provision for warranty expenses	101.82	59.02
Loss recognised on early termination of lease	4.64	-
Miscellaneous expenses	213.60	184.16
Total	**6,318.22**	**5,561.00**

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

25 Other expenses (Contd..)

(a) Details of payment to auditors (excluding applicable taxes and out of pocket expenses)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
As statutory auditor*:		
- Audit fee	12.84	6.89
- Tax audit fee	0.97	1.20
- Group reporting fee	0.18	0.70
- Limited Review Fees	9.66	-
- Reimbursement of expenses	0.61	0.68
- Other services	1.97	0.66
Total	**26.23**	**10.13**

*Note: The above fees as of 31 March 2026 exclude audit fees related to Initial Public Offer (IPO) expenses amounting to ₹ 81.27 Million, which have been reimbursed or are recoverable from the selling shareholders.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
As component auditor:		
- Audit fee	-	6.80
- Other services	-	2.30
Total	**-**	**9.10**

(b) Expenditure towards Corporate Social Responsibility

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
a) Gross amount required to be spent by the Company as per Section 135 of Companies Act, 2013 during the year	122.25	91.32
b) Amount spent during the year	127.69	103.14

Particulars	Year ended 31 March 2026		
	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above*	127.69	-	127.69
	127.69	**-**	**127.69**

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
	103.14	**-**	**103.14**

The Group does not have ongoing projects as at 31 March 2026 and 31 March 2025.

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

25 Other expenses (Contd..)

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 March 31, 2026	Year ended March 31, 2025
(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

26 Tax expense

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Current tax	**2,202.58**	**1,878.16**
- Current tax expenses	2,202.58	1,878.16
Short provision of tax relating to earlier years	(37.17)	9.85
Deferred tax charge/(credit)	(53.88)	(91.28)
Income tax expense reported in the Consolidated Statement of Profit and Loss	**2,111.53**	**1,796.73**

Income Tax relating to Other Comprehensive Income

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Remeasurement gain / (loss) of defined benefit obligations	15.01	13.08
Income tax expense charged to Other Comprehensive Income	**15.01**	**13.08**

Reconciliation of tax expense and the accounting profit multiplied by tax rate

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Accounting profit before income tax	**8,155.12**	**7,328.16**
India's statutory income tax rate	25.17%	25.17%
Computed Tax Expense	2,052.48	1,844.35
Tax effect on permanent non deductible expenses:		
Current tax relating to prior years	(30.46)	9.85
Effect of expenses/provision not deductible in determining taxable profit	59.77	45.76
Effect of unused tax losses and tax offsets not recognised as deferred tax assets	0.44	(3.55)
MAT credit adjustment	19.69	(17.83)
CSR expenditure	1.19	0.84
Dividend income	0.00	(74.04)
Others	8.42	(8.65)
Income tax expense reported in the Consolidated Statement of Profit and Loss	**2,111.53**	**1,796.73**

Notes to the Consolidated financial statements

for the year ended March 31, 2026
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26 Tax expense (Contd..)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Tax rate		
Base rate	22.00%	22.00%
Surcharge	2.20%	2.20%
Education cess	0.97%	0.97%
Total	**25.17%**	**25.17%**

Note:

Deferred tax asset on unabsorbed depreciation has been recognised from March 2025 onwards since it is probable that the asset will be realised. The amount of unabsorbed depreciation on which deferred tax asset is recognised is Nil. (previous year: INR 24.65 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 March 31, 2026	Year ended March 31, 2025
Profit for the year as per Statement of Profit and Loss attributable to Owners of the Parent	6,035.80	5,520.63
No of equity shares outstanding at the beginning of the year		
No of equity shares outstanding at the end of the year		
Weighted average number of equity shares for calculating basic and diluted EPS*	403,604,309	403,604,309
Weighted average equity shares outstanding		
Face value of per equity share (INR)	10	10
Basic and Diluted Earnings per share for the year (INR)^	**14.95**	**13.68**

*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
As at 01 April 2024	**403,604,309**	-	**467,916,325**
Movement during the year	-		
As at 31 March 2025	**403,604,309**		**403,604,309**
As at 01 April 2025	**403,604,309**	-	**403,604,309**
Movement during the period	-		-
As at 31 March 2026	**403,604,309**		**403,604,309**

Note: During the year ended 31 March 2025, the Company completed a business combination under common control accounted for using the pooling of interests method. In the standalone financial statements, Earning Per Share ("EPS") has been computed in accordance with Ind AS 33 using the weighted average number of equity shares actually outstanding during the period, and shares issued have been considered from the date of allotment. Accordingly, prior period EPS has not been restated. In contrast, the consolidated financial statements have been drawn up in accordance with Appendix C to Ind AS 103. Consequently, EPS presented in the consolidated financial statements is not directly comparable with standalone EPS.

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures

(a) Name of related parties and nature of relationship:

(i) 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 / period

Fellow Subsidiaries

Tenneco Japan Ltd
Tenneco Industria de Autopecas Ltda, Brazil
Tenneco Sistemas Automotivos LTDA
Tenneco Zwickau GmbH
Tenneco Automotive Polska Sp. Zoo
Tenneco GmbH
Tenneco (Suzhou) Emission System Co., Ltd., China
Federal Mogul Global Aftermarket EMEA BV
Yura Federal Mogul Sejong Ignition Limited Liability Company
Federal Mogul Motorparts LLC
Federal Mogul Yura (Qingdao) Ignition Co., Ltd
Federal-Mogul de Mexico S. de RL de CV
Motocare India Private Limited
Federal-Mogul Goetze (India) Limited
Federal-Mogul Sealing Systems GmbH
Federal-Mogul (China) Co., Ltd
Federal-Mogul Powertrain LLC
Federal-Mogul Bimet, S.A
Federal-Mogul Wiesbaden GmbH, Germany
Federal-Mogul of South Africa (Propriety) Limited
Federal-Mogul Sejong Co., Ltd
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)
Tenneco Automotive Europe BV., Belgium
Tenneco Ride Control South Africa (PTY) Ltd., South Africa
Tenneco Automotive Eastern Europe Sp z. o. o.
Monroe Mexico S. de R. L de C.V
Driv Japan Ltd., Japan
Tenneco Automotive Brasil Ltd
Fric Rot S.A.I.C., Argentina
Tenneco Automotive Trading Company LLC (formerly known as Tenneco Automotive Trading Company)
Federal-Mogul Motorparts (Singapore) Pte. Ltd
Federal-Mogul Ignition LLC
Federal-Mogul Global
Servicios Administrativos Industriales, S. de R. L de C.V
Federal Mogul Yura Qingdao Ignition
Federal Mogul Ignition Products SAS- France

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures (Contd..)

Federal Mogul De-Mexico SA DE
Tenneco Mexico S DE RL DE CV, Mexico
DRiV Poland Sp. z.o.o
Federal-Mogul Global Aftermarket EMEA BV
Servicios Administrativos Industriales
(Formerly known as Monroe mexico celaya)
Federal-Mogul Shanghai Compound Material Co. Limited
Federal - Mogul Italy S.r.l
Shanghai Tenneco Exhaust System Co., Ltd., China
The Pullman Company LLC (formerly, The Pullman Company)
Tenneco Automotive Brasil Ltd., Brazil
Walker Exhaust (Thailand) Co., Ltd., Thailand
Tenneco (Suzhou) Co., Ltd., China
Tenneco Silesia SP. Z.O.O
Monroe Czechia S.R.O., Czech Republic
Tenneco (Changzhou) Ride Control System Co., Ltd., China
Tenneco (Beijing) Ride Control System Co. Ltd, China
Tenneco (Suzhou) Ride Control Co., Ltd. China
Federal Mogul Coventry Limited, UK
Tenneco FAWSN (Tianjin) Automobile Parts Co., Ltd
Shanghai Tenneco Exhaust System Co. Limited, China
Tenneco Monroe Hodkovice., Czech Republic
Federal Mogul Powertrain Italy SARL
Tenneco (Suzhou) Emission System Co. Ltd., China
Tenneco India Operations Private Limited, India
Tenneco Global Service Private Limited, India
Tenneco Holdings LLC
Federal Mogul Ignition GmbH
Tenneco Korea Ltd, South Korea
Federal-Mogul Powertrain Italy Srl
TENNECO INDIA OPERATIONS
Tenneco Sistemas Automotives LTDA.
Federal Mogul Motorparts LLC
Federal-Mogul Holding Ltd, Mauritius
Federal-Mogul Sealing System (Nanchang) Co., Ltd., China
Federal-Mogul of South Africa (Propriety) Limited
Tenneco Automotive Polska Sp. zoo, Poland
Tenneco India Operations Private Limited
Federal Mogul Ignition Products SAS
Federal-Mogul Powertrain Italy Srl
Federal-Mogul Operations France S.A.S
Federal-Mogul Shanghai Compound Material Co., Ltd
Federal Mogul Sealing Systems Gmbh
Federal Mogul Holding Deutschland GmbH
Tenneco Walker (U.K.) Ltd
Tenneco Automotive Portugal – Componentes para Automóvel Unipessoal, Lda.
Tenneco Emission Control (PTY) Ltd
Monroe Australia Pty Ltd
TENNECO AUTOMOTIVE IBERICA S.A
Federal-Mogul Investment B V

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures (Contd..)

	Tenneco Mauritius Limited
	Federal-Mogul Pty Ltd
	Federal-Mogul Motorparts India Limited
(iii) Key Management Personnel	Thiagarajan Kannan (w.e.f. February 1, 2024)
	Dr. Khalid Iqbal Khan
	Manish Chadha (w.e.f. May 24, 2023)
	Sanjeev Kumar Bhardwaj (up-to 10th May 2023
	Pankaj Dhir (w.e.f. August 7, 2023)
	Amit Gandhi (up-to 23rd June 2023)
	Sumit Gupta (w.e.f. March 1, 2024)
	Gangasagar Neminath Hemade (upto May 15, 2025)
	Rishi Verma (upto May 15, 2025)
	Lalita Sanjay Notani
	Priya Dekate
	(from 29 September 2022; and upto May 05, 2025)
	Nadella Phani Kishor Rao (upto May 15, 2025)
	Digambar Jagannath Parkhi (upto May 15, 2025)
	Arvind Chandrasekharan (w.e.f. May 05, 2025)
	Mahender Chhabra (w.e.f. June 05, 2025)
	Garima Sharma (w.e.f. May 05, 2025 till July 31, 2025)
	Roopali Singh, Company Secretary (w.e.f. August 01, 2025)

(c) Amounts outstanding with related parties

Nature of transaction	Nature of related party relationship	Year ended 31 March 2026	Year ended 31 March 2025
(i) Sale of products			
Tenneco Japan Ltd	Fellow Subsidiary	4.68	16.57
Tenneco Sistemas Automotivos LTDA,Brazil	Fellow Subsidiary	252.89	274.11
Tenneco Zwickau GmbH	Fellow Subsidiary	87.96	22.81
Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	-	0.37
Tenneco GmbH	Fellow Subsidiary	0.07	0.21
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	-	0.14
Federal Mogul Global Aftermarket EMEA BV	Fellow Subsidiary	31.09	49.23
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow Subsidiary	0.33	0.32
Federal Mogul Motorparts LLC	Fellow Subsidiary	2.94	2.15
Motocare India Private Limited	Fellow Subsidiary	2,170.59	2,315.97
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	4.10	10.17
Tenneco LLC	Controlling Party	3.09	3.73
Federal-Mogul Bimet, S.A	Fellow Subsidiary	80.04	38.73
Federal-Mogul Wiesbaden GmbH, Germany	Fellow Subsidiary	14.03	38.51
Federal-Mogul of South Africa (Propriety) Limited	Fellow Subsidiary	44.04	52.88
Federal-Mogul Sejong Co., Ltd	Fellow Subsidiary	23.06	13.98
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	185.25	67.96
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	12.58	26.13
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	-	15.00
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	0.05	21.87
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	1.40	0.22
Monroe Mexico S. de R. L de C.V	Fellow Subsidiary	-	3.58
Driv Japan Ltd., Japan	Fellow Subsidiary	33.38	24.49

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28 Related Party Disclosures (Contd..)

Nature of transaction	Nature of related party relationship	Year ended 31 March 2026	Year ended 31 March 2025
Tenneco Automotive Brasil Ltd	Fellow Subsidiary	0.28	1.32
Fric Rot S.A.I.C., Argentina	Fellow Subsidiary	4.95	22.26
Federal-Mogul Motorparts (Singapore) Pte. Ltd	Fellow Subsidiary	0.36	2.14
Federal-Mogul Ignition LLC	Fellow Subsidiary	60.14	45.07
Federal Mogul Yura Qingdao Ignition	Fellow Subsidiary	0.04	-
Federal Mogul Ignition Products SAS- France	Fellow Subsidiary	0.20	-
Federal Mogul De-Mexico SA DE	Fellow Subsidiary	0.32	-
Tenneco Mexico S DE RL DE CV, Mexico	Fellow Subsidiary	0.56	-
DRiV Poland Sp. z.o.o	Fellow Subsidiary	0.16	-
Federal-Mogul Global Aftermarket EMEA BV	Fellow Subsidiary	2.15	-
Servicios Administrativos Industriales (Formerly known as Monroe mexico celaya)	Fellow Subsidiary	2.47	-
Federal-Mogul Shanghai Compound Material Co. Limited	Fellow Subsidiary	0.06	-
Monroe Australia Pty Ltd	Fellow Subsidiary	2.23	-
Federal - Mogul Italy S.r.l	Fellow Subsidiary	0.06	-
Total		**3,025.55**	**3,069.92**
(ii) Sale of services			
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	5.42	13.95
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	56.53	68.94
Tenneco Sistemas Automotivos LTDA	Fellow Subsidiary	0.83	5.18
Tenneco GmbH	Fellow Subsidiary	8.66	10.31
Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow Subsidiary	4.83	6.58
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	3.11	10.66
Tenneco LLC	Controlling Party	-	94.77
Federal-Mogul Powertrain LLC	Fellow Subsidiary	148.24	219.45
Federal Mogul Motorparts LLC	Fellow Subsidiary	-	5.41
Tenneco Japan Ltd	Fellow Subsidiary	-	1.48
The Pullman Company LLC (formerly, The Pullman Company)	Fellow Subsidiary	4.32	-
Motocare India Private Limited	Fellow Subsidiary	59.21	-
Tenneco Automotive Brasil Ltd., Brazil	Fellow Subsidiary	0.62	-
Total		**291.77**	**436.73**
(iii) Purchase of goods			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	9.49	2.88
Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	11.60	31.79
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	-	15.52
Tenneco (Suzhou) Co., Ltd., China	Fellow Subsidiary	13.54	1.05
Tenneco GmbH	Fellow Subsidiary	0.30	-
Tenneco Silesia SP. Z.O.O	Fellow Subsidiary	15.33	22.97
Tenneco Zwickau GmbH	Fellow Subsidiary	0.28	0.17
Tenneco Automotive Europe BV (formerly, Tenneco Automotive Europe BVBA., Belgium)	Fellow Subsidiary	336.59	192.77
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	8.36	4.24
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	1.71	2.49
Monroe Czechia S.R.O., Czech Republic	Fellow Subsidiary	-	0.34
Tenneco (Changzhou) Ride Control System Co., Ltd., China	Fellow Subsidiary	109.77	1.57
Tenneco Automotive Brasil Ltd	Fellow Subsidiary	3.85	2.49
Tenneco (Suzhou) Ride Control Co., Ltd. China	Fellow Subsidiary	1.51	0.07
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	0.84	1.10

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28 Related Party Disclosures (Contd..)

Nature of transaction	Nature of related party relationship	Year ended 31 March 2026	Year ended 31 March 2025
Federal Mogul Coventry Limited, UK	Fellow Subsidiary	3.49	2.96
Tenneco FAWSN (Tianjin) Automobile Parts Co., Ltd	Fellow Subsidiary	0.47	-
Shanghai Tenneco Exhaust System Co. Limited, China	Fellow Subsidiary	0.17	-
Tenneco Monroe Hodkovice., Czech Republic	Fellow Subsidiary	0.67	-
TENNECO AUTOMOTIVE IBERICA S.A	Fellow Subsidiary	7.31	-
Total		**525.28**	**282.41**
(iv) Purchase of services			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	10.20	0.11
Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	1.07	2.92
Tenneco GmbH	Fellow Subsidiary	0.34	10.75
Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow Subsidiary	3.49	3.41
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	-	0.24
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	6.02	4.50
Tenneco Silesia SP. Z.O.O	Fellow Subsidiary	0.77	0.96
Federal-Mogul Powertrain LLC	Fellow Subsidiary	0.79	-
Tenneco (Suzhou) Emission System Co. Ltd., China	Fellow Subsidiary	0.18	-
Tenneco India Operations Private Limited, India	Fellow Subsidiary	16.54	-
Tenneco Global Service Private Limited, India	Fellow Subsidiary	28.17	-
Total		**67.57**	**22.89**
(v) Royalty Expenses			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	488.20	1,003.04
Federal-Mogul Powertrain LLC	Fellow Subsidiary	105.94	99.70
Tenneco Holdings LLC	Fellow Subsidiary	598.24	-
Total		**1,192.38**	**1,102.74**
(vi) Network Fees			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	198.10	-
Federal-Mogul Ignition LLC	Fellow Subsidiary	11.19	
Tenneco India Operations Private Limited	Fellow Subsidiary	1.93	
Federal-Mogul Powertrain LLC	Fellow Subsidiary	16.36	-
Total		**227.58**	**-**
(vii) Management support charges			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	-	169.60
Tenneco LLC	Controlling Party	-	19.42
Federal-Mogul Powertrain LLC	Fellow Subsidiary	-	-
Total		**-**	**189.02**
(viii) Management services (income)			
Federal-Mogul Powertrain LLC	Fellow Subsidiary	8.78	4.00
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	-	0.16
Total		**8.78**	**4.16**
(ix) Reimbursement of expenses paid			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	10.41	17.04
Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	-	0.52
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	32.60	2.40
Tenneco Silesia SP. Z.O.O	Fellow Subsidiary	0.44	-
Driv Japan Ltd., Japan	Fellow Subsidiary	3.15	2.26
Fric Rot S.A.I.C., Argentina	Fellow Subsidiary	-	0.80

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28 Related Party Disclosures (Contd..)

Nature of transaction	Nature of related party relationship	Year ended 31 March 2026	Year ended 31 March 2025
Federal-Mogul Powertrain LLC	Fellow Subsidiary	0.19	60.67
Tenneco Zwickau GmbH	Fellow Subsidiary	15.63	-
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow Subsidiary	0.19	-
TENNECO INDIA OPERATIONS	Fellow Subsidiary	14.62	-
Tenneco Sistemas Automotives LTDA.	Fellow Subsidiary	2.63	-
Tenneco India Operations Pvt Ltd	Fellow Subsidiary	0.69	-
Tenneco Global Service Private Limited, India	Fellow Subsidiary	10.97	-
Total		**91.52**	**83.69**
(x Reimbursement of expenses received			
Tenneco Mauritius Holdings Limited, Mauritius	Immediate Parent Company	211.00	-
Tenneco Silesia SP. Z.O.O	Fellow Subsidiary	0.13	-
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	4.04	3.09
Federal-Mogul Powertrain LLC	Fellow Subsidiary	81.96	36.19
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	-	1.09
Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	0.83	2.45
Tenneco LLC	Controlling Party	2.42	(1.31)
Federal-Mogul (China) Co., Ltd	Fellow Subsidiary	0.76	1.34
Federal-Mogul Wiesbaden GmbH, Germany	Fellow Subsidiary	0.08	3.59
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	-	0.61
Tenneco Global Service Private Limited, India	Fellow Subsidiary	20.75	-
Tenneco Automotive Polska Sp. zoo, Poland	Fellow Subsidiary	0.08	-
Tenneco India Operations Private Limited	Fellow Subsidiary	6.33	-
Tenneco Zwickau GmbH, Germany	Fellow Subsidiary	5.47	
Total		**333.85**	**47.05**
(xi) Purchase of raw material, components and finished goods			
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow Subsidiary	51.18	54.24
Federal-Mogul de Mexico S. de RL de CV	Fellow Subsidiary	11.51	38.28
Federal - Mogul Italy S.r.l	Fellow Subsidiary	120.35	80.78
Federal Mogul Ignition Products SAS	Fellow Subsidiary	0.60	0.08
Federal Mogul Ignition GmbH	Fellow Subsidiary	4.92	1.25
Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow Subsidiary	0.87	0.13
Federal-Mogul Powertrain Italy Srl	Fellow Subsidiary	-	29.27
Federal-Mogul Powertrain LLC	Fellow Subsidiary	0.04	0.00
Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	-	8.08
Tenneco LLC	Controlling Party	2.87	11.16
Federal-Mogul Bimet, S.A	Fellow Subsidiary	126.13	74.03
Tenneco Sistemas Automotivos LTDA	Fellow Subsidiary	-	0.00
Federal-Mogul Operations France S.A.S	Fellow Subsidiary	10.58	4.76
Federal-Mogul Wiesbaden GmbH, Germany	Fellow Subsidiary	25.43	10.36
Federal-Mogul Sejong Co., Ltd	Fellow Subsidiary	554.31	455.27
Federal-Mogul Shanghai Compound Material Co., Ltd	Fellow Subsidiary	374.66	356.84
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow Subsidiary	-	2.34
Federal Mogul Motorparts LLC	Fellow Subsidiary	1.29	1.04
Federal-Mogul Ignition LLC	Fellow Subsidiary	699.39	747.70
Federal Mogul Sealing Systems Gmbh	Fellow Subsidiary	4.04	-
Total		**1,988.17**	**1,875.61**
(xii)Corporate support services			
Federal Mogul Holding Deutschland GmbH	Fellow Subsidiary	-	70.52
Total		**-**	**70.52**

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28 Related Party Disclosures (Contd..)

Nature of transaction	Nature of related party relationship	Year ended 31 March 2026	Year ended 31 March 2025
(xiii) Purchases of Services/traded goods			
Federal-Mogul Powertrain LLC	Fellow Subsidiary	-	0.80
Federal Mogul Motorparts LLC	Fellow Subsidiary	-	0.32
Total		**-**	**1.12**
(xix) Purchase of capital goods			
Tenneco Walker (U.K.) Ltd	Fellow Subsidiary	17.38	-
Tenneco LLC	Controlling Party	35.04	2.59
Federal-Mogul Wiesbaden GmbH, Germany	Fellow Subsidiary	3.41	-
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	1.45	1.48
Federal-Mogul Ignition LLC	Fellow Subsidiary	5.33	-
Yura Federal Mogul Sejong Ignition LLC	Fellow Subsidiary	2.28	-
Total		**64.89**	**19.01**
(xx) Dividend paid			
Federal-Mogul Investment B V	Fellow Subsidiary	272.44	-
Tenneco LLC	Controlling Party	179.14	-
Tenneco Mauritius Holdings Limited	Immediate Parent Company	8,855.79	3,298.14
Tenneco Mauritius Limited	Fellow Subsidiary	686.62	255.71
Federal-Mogul Pty Ltd	Fellow Subsidiary	371.86	538.57
Total		**10,365.85**	**4,092.42**
(xxi) Income from Business support services			
Tenneco LLC	Controlling Party	4.81	8.27
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	49.54	42.06
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	25.55	20.24
Federal Mogul Motorparts LLC	Fellow Subsidiary	-	2.50
Total		**79.90**	**73.07**
(xxii) Dividend received			
Motocare India Private Limited	Fellow Subsidiary	-	294.19
Total		**-**	**294.19**
(xxiii) Interest received			
Federal-Mogul Motorparts India Limited	Fellow Subsidiary	340.38	-
Total		**340.38**	**-**
(xxiv) Other income (Insurance claim)			
Tenneco LLC., USA (formerly, Tenneco Inc., USA)	Intermediate Holding Company	62.46	-
Total		**62.46**	**-**
(xxv) Research and development expense			
Tenneco Automotive Brasil Ltd., Brazil	Fellow Subsidiary	0.13	-
Total		0.13	-
(xxvi) Sale of services: Information technology enabled services			
Federal-Mogul Powertrain LLC	Fellow Subsidiary	13.45	-
Total		**13.45**	**-**

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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 March 31, 2026	As at March 31, 2025
(i) Trade Payable			
Tenneco Holdings LLC, USA	Fellow Subsidiary	285.55	-
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	47.16	232.18
Monroe Czechia S.R.O., Czech Republic	Fellow Subsidiary	-	0.01
Tenneco GmbH	Fellow Subsidiary	0.28	0.20
Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	1.04	4.00
Tenneco (Suzhou) Co., Ltd., China	Fellow Subsidiary	0.36	0.32
Tenneco Silesia SP. Z.O.O	Fellow Subsidiary	8.02	2.61
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	6.12	3.66
Tenneco Zwickau GmbH	Fellow Subsidiary	0.11	-
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow Subsidiary	20.50	17.39
Federal-Mogul Holding Deutschland GmbH	Fellow Subsidiary	-	70.52
Federal-Mogul de Mexico S. de RL de CV	Fellow Subsidiary	7.13	11.61
Federal - Mogul Italy S.r.l	Fellow Subsidiary	52.90	8.38
Federal Mogul Ignition Products SAS	Fellow Subsidiary	0.65	0.08
Federal-Mogul Powertrain LLC	Fellow Subsidiary	78.20	79.73
Federal Mogul Ignition GmbH	Fellow Subsidiary	0.48	1.48
Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow Subsidiary	0.70	0.14
Federal-Mogul Powertrain Italy Srl	Fellow Subsidiary	11.14	30.31
Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	12.09	8.57
Tenneco LLC	Controlling Party	2.62	29.25
Federal-Mogul Bimet, S.A	Fellow Subsidiary	109.72	(0.15)
Federal-Mogul Operations France S.A.S	Fellow Subsidiary	4.19	1.11
Federal-Mogul Wiesbaden GmbH, Germany	Fellow Subsidiary	25.56	(38.32)
Federal-Mogul of South Africa (Propriety) Limited	Fellow Subsidiary	2.23	-
Tenneco Sistemas Automotivos LTDA	Fellow Subsidiary	0.59	(0.35)
Federal-Mogul Sejong Co., Ltd	Fellow Subsidiary	186.24	133.78
Federal-Mogul Shanghai Compound Material Co., Ltd	Fellow Subsidiary	118.60	142.47
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	51.02	34.09
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	4.13	2.31
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	3.35	2.01
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	0.62	0.81
Driv Japan Ltd., Japan	Fellow Subsidiary	1.54	0.61
Tenneco Automotive Brazil Ltd	Fellow Subsidiary	0.64	0.36
Tenneco (Changzhou) Ride Control System Co., Ltd., China	Fellow Subsidiary	55.16	1.20
Tenneco (Suzhou) Ride Control Co., Ltd. China	Fellow Subsidiary	0.03	0.02
Federal Mogul Coventry Limited, UK	Fellow Subsidiary	1.24	0.52
Tenneco Mauritius Holdings Limited	Immediate Parent Company	-	42.20
Tenneco Mauritius Limited	Fellow Subsidiary	-	3.27
Federal Mogul Motorparts LLC	Fellow Subsidiary	2.56	1.33
Federal-Mogul Ignition LLC	Fellow Subsidiary	234.42	146.92
Tenneco India Operations Private Limited	Fellow Subsidiary	6.67	-
Tenneco Monroe Hodkovice	Fellow subsidiary	0.05	-
Tenneco Automotive Iberica S.A.	Fellow subsidiary	7.28	-
Tenneco Global Services Private Lim	Fellow subsidiary	(0.32)	-
Federal Mogul Powertrain Solutions India Private Limited	Fellow subsidiary	2.28	-
Total		**1,352.85**	**974.63**

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28 Related Party Disclosures (Contd..)

Nature of outstanding	Nature of related party relationship	As at March 31, 2026	As at March 31, 2025
(ii) Trade Receivable			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	360.01	105.91
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	21.22	13.92
Tenneco GmbH	Fellow Subsidiary	4.31	1.55
Tenneco Japan Ltd	Fellow Subsidiary	-	17.95
Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow Subsidiary	12.61	8.24
Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	2.01	1.18
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	4.10	5.41
Federal-Mogul Powertrain LLC	Fellow Subsidiary	31.59	213.55
Federal Mogul Global Aftermarket EMEA BV	Fellow Subsidiary	4.83	19.95
Federal Mogul Motorparts LLC	Fellow Subsidiary	4.06	2.36
Federal-Mogul Wiesbaden GMBH	Fellow Subsidiary	4.98	-
Federal-Mogul Holding Deutschland GmbH	Fellow Subsidiary	-	7.82
Motocare India Private Limited	Fellow Subsidiary	31.79	331.66
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	2.62	4.64
Federal-Mogul (China) Co., Ltd	Fellow Subsidiary	0.42	0.93
Tenneco LLC	Controlling Party	20.59	13.46
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	14.31	24.48
Federal-Mogul Motorparts (Singapore) Pte. Ltd	Fellow Subsidiary	0.39	0.63
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	-	0.35
Monroe Mexico S. de R. L de C.V	Fellow Subsidiary	0.00	7.92
Driv Japan Ltd., Japan	Fellow Subsidiary	20.49	5.61
Tenneco Automotive Brazil Ltd	Fellow Subsidiary	-	0.43
Fric Rot S.A.I.C., Argentina	Fellow Subsidiary	0.47	12.21
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	1.45	0.06
Federal-Mogul of South Africa (Propriety) Limited	Fellow Subsidiary	25.67	8.69
Tenneco Zwickau GmbH	Fellow Subsidiary	46.47	15.02
Federal-Mogul Ignition LLC	Fellow Subsidiary	15.21	22.46
Tenneco Sistemas Automotivos LTDA	Fellow Subsidiary	83.17	127.36
Federal-Mogul Bimet, S.A	Fellow Subsidiary	104.46	-
Federal-Mogul Sejong Co., Ltd	Fellow Subsidiary	3.95	-
Federal Mogul De-Mexico SA DE	Fellow Subsidiary	0.34	-
Tenneco Mexico S DE RL DE CV, Mexico	Fellow subsidiary	0.56	-
The Pullman Company LLC, USA	Fellow subsidiary	4.72	-
Motocare India Private Limited, India	Fellow subsidiary	605.32	-
Monroe Australia Pty Ltd	Fellow subsidiary	1.05	-
Servicios Administrativos Industriales (Formerly known as Monroe mexico celaya)	Fellow subsidiary	2.72	-
Tenneco Automotive Opertaing Co Inc	Fellow Subsidiary	13.00	-
Federal - Mogul Italy S.r.l	Fellow Subsidiary	0.06	-
Total		**1,448.95**	**973.75**

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28 Related Party Disclosures (Contd..)

Nature of outstanding	Nature of related party relationship	As at March 31, 2026	As at March 31, 2025
(iii) Advances received			
Tenneco Mauritius Holdings Limited, Mauritius	Immediate Parent Company	194.23	-
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
Total		**194.23**	**12.35**
(iv) Advances paid			
Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow subsidiary	-	0.11
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	-	41.01
Total		**-**	**41.12**
(v) Other receivables			
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	-	10.51
Federal-Mogul Powertrain LLC	Fellow subsidiary	19.45	9.00
Federal Mogul Goetze (India) Limited	Fellow subsidiary	0.60	-
Federal-Mogul Motorparts India Limited (Refer note 40)	Fellow subsidiary	-	8,293.51
Tenneco LLC	Fellow subsidiary	62.46	-
Tenneco Mauritius Holdings Limited, Mauritius	Fellow subsidiary	100.61	-
Federal-Mogul Investment B V	Fellow subsidiary	1.63	-
Total		**184.75**	**8,313.02**
(vi) Capital Creditors			
Tenneco Walker U.K. Ltd, United Kingdom	Fellow subsidiary	3.49	-
Total		**3.49**	**-**
(vii) Other Receivables			
Federal-Mogul Motorparts India Limited (Refer note 40)	Fellow subsidiary	-	8,293.51
Total		**-**	**8,293.51**
(viii) Loss allowance for trade receivables			
Loss allowance	"Controlling Party/ Fellow subsidiary"	-	10.92
Total		**-**	**10.92**

Note: Loss allowance has been determined by applying expected credit loss model (Refer Note 30A). Loss allowance has been determined on the entire trade receivable balance from related parties.

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for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures (Contd..)

(d) Key Managerial Personnel ('KMP')*

Remuneration to KMP	Designation	Year ended March 31, 2026	Year ended March 31, 2025
Gangasagar Neminath Hemade (upto May 15, 2025)	Director	3.42	48.94
Rishi Verma (upto May 15, 2025)	Managing Director	2.99	54.72
Priya Dekate (from 29 September 2022; and upto May 05, 2025)	Company Secretary	-	0.62
Nadella Phani Kishor Rao (upto May 15, 2025)	Director	1.44	13.85
Digambar Jagannath Parkhi (upto May 15, 2025)	Director	1.45	18.21
Arvind Chandrasekharan (w.e.f. May 05, 2025)	CEO and Whole time Director	85.37	-
Mahender Chhabra (w.e.f. June 05, 2025)	Chief Financial Officer	23.42	-
Garima Sharma (w.e.f. May 05, 2025 till July 31, 2025)	Company Secretary	0.91	-
Roopali Singh, Company Secretary (w.e.f. August 01, 2025)	Company Secretary	16.94	
		135.94	**136.34**

Director's Sitting fees	Designation	Year ended March 31, 2026	Year ended March 31, 2025
Jaidit Singh Brar (w.e.f. May 05, 2025)	Independent Director	7.71	-
Gopika Pant (w.e.f. May 05, 2025)	Independent Director	7.71	-
Niranjan Kumar Gupta (w.e.f. May 05, 2025)	Independent Director	9.06	-
		24.48	**-**

* 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 / period.

(e) Funding arrangement:

Federal-Mogul Sealings India Limited has availed unsecured loan of ₹ Nil from the Parent repayable on demand during 31 March 2026 (previous year: ₹ 150 Million. The loan outstanding as on 31 March 2026 is ₹ 290 Million (previous year: ₹ 305 Million).

(f) Additional information:

(i) The information above has been determined to the extent such parties have been identified by the Group and relied upon by the auditors.

(ii) There are no commitments in respect of related party transactions.

(iii) There are no provisions for doubtful debts related to the amount of outstanding balances.

(iv) The reimbusement of expenses received disclosed above does not include amount recovered from the IPO proceeds towards the IPO expenses incurred by the Company on behalf of the selling shareholders (Refer note 6(f) for details).

Notes to the Consolidated financial statements

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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 March 31, 2026	As at March 31, 2025
Financial assets		
Measured at amortised cost		
Loans	20.37	7.39
Trade receivables	6,348.33	6,872.31
Cash and cash equivalents	5,712.26	2,858.98
Other bank balances	2.15	3.36
Other financial assets	1,364.59	8,788.95
Measured at fair value through profit or loss		
Investments	3.29	3.29
Total	**13,450.99**	**18,534.28**

Particulars	As at March 31, 2026	As at March 31, 2025
Financial liabilities		
Measured at amortised cost		
Trade payable	10,383.43	8,361.78
Lease Liabilities	514.96	196.92
Vendor Bill financing	283.13	503.44
Other financial liabilities	484.89	150.33
Total	**11,666.41**	**9,212.47**

iii) Level of Hierarchy

Particulars	Level 2	
	As at March 31, 2026	As at March 31, 2025
Financial assets		
Investments	3.29	3.29
Total	**3.29**	**3.29**

There have been no transfers between Level 1, Level 2 and Level 3 for year ended 31 March 2026 and 31 March 2025.

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for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

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 2026

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	4,902.85	1,210.13	236.00	41.31	1.20	3.14
Expected credit loss (loss allowance provision)	2.45	16.49	11.31	12.76	0.45	2.84
Rate of expected credit loss (%)	0.05%	1.36%	4.79%	30.88%	37.53%	90.51%

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	2.32	1.12
Rate of expected credit loss (%)	0.32%	0.54%	33.57%	45.80%	82.69%	34.10%

Notes to the Consolidated financial statements

for the year ended March 31, 2026
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30 Financial risk management (Contd..)

Reconciliation of loss provision – lifetime expected credit losses

Particulars	Amount
Loss allowance as on 01 April 2024	**59.79**
Movement in expected credit loss allowance	(7.20)
Loss allowance as on 31 March 2025	**52.59**
Loss allowance as on 01 April 2025	**52.59**
Movement in expected credit loss allowance	(6.29)
Loss allowance as on 31 March 2026	**46.30**

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
31 March 2026				
Trade payable	10,383.43	-	-	10,383.43
Lease liabilities	135.82	439.86	1.22	576.90
Vendor Bill financing	283.13	-	-	283.13
Other financial liabilities	484.89	-	-	484.89
Total	**11,287.27**	**439.86**	**1.22**	**11,728.36**

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
31 March 2025				
Trade payable	8,361.78	-	-	8,361.78
Lease liabilities	65.08	165.51	5.10	235.69
Vendor Bill financing	503.44	-	-	503.44
Other financial liabilities	150.33	-	-	150.33
Total	**9,080.63**	**165.51**	**5.10**	**9,251.24**

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

Notes to the Consolidated financial statements

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30 Financial risk management (Contd..)

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 March 31, 2026	As at March 31, 2025
Financial liabilities			
Trade payables	USD	8.85	9.17
	Equivalent in ₹ Millions	831.03	787.16
	EUR	6.45	4.25
	Equivalent in ₹ Millions	698.27	393.07
	GBP	0.03	0.02
	Equivalent in ₹ Millions	3.52	2.07
	CNY	7.77	8.75
	Equivalent in ₹ Millions	99.91	106.48
	KRW	2,150.80	1,259.80
	Equivalent in ₹ Millions	137.83	78.34
Financial assets			
Trade receivables			
	USD	11.52	11.41
	Equivalent in ₹ Millions	1,086.80	974.57
	EUR	2.68	1.14
	Equivalent in ₹ Millions	278.87	104.78
Receivable from Related Party	USD	1.06	-
	Equivalent in ₹ Millions	100.61	-
	EUR	0.02	-
	Equivalent in ₹ Millions	1.63	-
EEFC Bank a/c			
	USD	0.76	1.73
	Equivalent in ₹ Millions	72.13	148.04
	EUR	0.08	0.04
	Equivalent in ₹ Millions	8.75	3.31
Other financial liability			
Capital Creditors			
	EUR	0.04	0.06
	Equivalent in ₹ Millions	4.33	5.13

Notes to the Consolidated financial statements

for the year ended March 31, 2026
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30 Financial risk management (Contd..)

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 March 31, 2026	As at March 31, 2025
(a) Trade payables		
USD sensitivity		
INR/USD- increase by 0.50%	(4.16)	(3.94)
INR/USD- decrease by 0.50%	4.16	3.94
EUR sensitivity		
INR/EUR- increase by 0.50%	(3.49)	(1.97)
INR/EUR- decrease by 0.50%	3.49	1.97
GBP sensitivity		
INR/GBP- increase by 0.50%	(0.02)	(0.01)
INR/GBP- decrease by 0.50%	0.02	0.01
CNY sensitivity		
INR/CNY- increase by 0.50%	(0.50)	(0.53)
INR/CNY- decrease by 0.50%	0.50	0.53
KRW sensitivity		
INR/KRW- increase by 0.50%	(0.69)	(0.39)
INR/KRW- decrease by 0.50%	0.69	0.39
(b) Trade receivables		
USD sensitivity		
INR/USD- increase by 0.50%	5.43	4.87
INR/USD- decrease by 0.50%	(5.43)	(4.87)
EUR sensitivity		
INR/EUR- increase by 0.50%	1.39	0.52
INR/EUR- decrease by 0.50%	(1.39)	(0.52)
(c) Receivable from Related Party		
USD sensitivity		
INR/USD- increase by 0.50%	0.50	-
INR/USD- decrease by 0.50%	(0.50)	-
EUR sensitivity		
INR/EUR- increase by 0.50%	0.01	-
INR/EUR- decrease by 0.50%	(0.01)	-
(c) EEFC Bank a/c		
USD sensitivity		
INR/USD- increase by 0.50%	0.36	0.74
INR/USD- decrease by 0.50%	(0.36)	(0.74)
EUR sensitivity		
INR/EUR- increase by 0.50%	0.04	0.02
INR/EUR- decrease by 0.50%	(0.04)	(0.02)
(d) Capital creditors		
EUR sensitivity		
INR/EUR- increase by 0.50%	(0.02)	(0.03)
INR/EUR- decrease by 0.50%	0.02	0.03

* Holding all other variables constant

Notes to the Consolidated financial statements

for the year ended March 31, 2026
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30 Financial risk management (Contd..)

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 March 31, 2026	As at March 31, 2025
Total debt (including lease liabilities)	514.96	196.92
Less: Cash and bank balances	5,712.26	2,858.98
Net debt	**(5,197.30)**	**(2,662.06)**
Total equity (as shown on the face of balance sheet)	12,005.29	16,123.67
Debt to equity ratio:	**0.04**	**0.01**
Net debt to equity ratio:	**(0.43)**	**(0.17)**

32 Commitments and Contingent liabilities

a) Contractual commitments

Particulars	As at March 31, 2026	As at March 31, 2025
Property, plant and equipment (net of advances paid)	1,572.44	100.34
	1,572.44	**100.34**

b) Contingent liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Stamp Duty on demerger (including penalty)	196.57	196.57
Income Tax matters*	887.15	736.60

Notes to the Consolidated financial statements

for the year ended March 31, 2026
(All amounts in INR Millions, unless otherwise stated)

32 Commitments and Contingent liabilities (Contd..)

Particulars	As at March 31, 2026	As at March 31, 2025
Customs**	137.38	134.10
Central excise**	5.54	5.54
Goods & Service tax#	67.63	68.28
Others	24.01	23.59
	1,318.28	**1,164.68**

*Primarily includes corporate tax matters and also certain transfer pricing matters. Matters are pending before CIT(A) for FY 2019-20, 2020-21 and 2022-23.

**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 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 transfered. 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 ₹8.70 Million.

The investment in Maple Renewable Power Private Limited as at 31 March 2025 has the following disclosures:

Particulars	As at March 31, 2025
Assets held for sale (Investment)	8.70
Total	**8.70**
Liabilities directly associated with assets held for sale	8.70
Total	**8.70**

34 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 2026	Year ended 31 March 2025
Number of customers	3	3
Revenue from operations	27,121.05	22,662.44

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34 Segment information (Contd..)

Geographical information in respect of revenue from customer is given below:

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
India	51,062.65	45,982.38
Other countries	2,977.11	2,921.92
	54,039.76	**48,904.30**

Carrying amount of segment debtors by geographical market (net of provision)

Particulars	As at March 31, 2026	As at March 31, 2025
India	4,982.66	5,792.95
Other countries	1,365.67	1,079.36
	6,348.33	**6,872.31**

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.

35 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 2026	Year ended 31 March 2025
Employer's contribution to provident fund	105.12	100.34
Employee state insurance	5.67	3.71
Pension contribution	1.07	0.51
Total	**111.85**	**104.56**

(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 2026	Year ended 31 March 2025
Current service cost	48.33	37.62
Past service cost	271.68	-
Interest expense on defined benefit obligation	37.27	29.07
Interest income on plan assets	(18.42)	(18.65)
Amount recognised in the statement of profit and loss	**338.86**	**48.04**

Notes to the Consolidated financial statements

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35 Employee benefit obligations (Contd..)

(ii) Remeasurement (gains) / loss recognised in other comprehensive income:

Description	Year ended 31 March 2026	Year ended 31 March 2025
Actuarial (gain) on obligations arising from changes in demographic adjustments	-	(6.31)
Actuarial (gain) on obligations arising from changes in experience adjustments	79.81	22.81
Actuarial (gain) on obligations arising from changes in financial assumptions	(12.37)	36.91
Remeasurements of the post employment defined benefit plans (gain)	**67.44**	**53.41**
Return on plan assets (greater)/ less than discount rate	(7.77)	(0.79)
Remeasurements of the post employment defined benefit plans (gain) recognised in OCI	**59.67**	**52.62**

(iii) Movement in the liability recognised in the balance sheet is as under:

Description	As at March 31, 2026	As at March 31, 2025
Present value of defined benefit obligation as at the beginning of the year / period	501.16	413.30
Current service cost	48.33	37.62
Past service cost	271.68	-
Interest cost	37.27	29.07
Remeasurements of the post employment defined benefit plans (gain)	67.44	53.41
Acquisitions (credit)/ cost	(17.22)	-
Benefits paid directly by the Group	(12.99)	(14.41)
Benefits paid from the fund	(16.74)	(17.83)
Other adjustments*	10.66	-
Present value of defined benefit obligation as at the end of the year / period	**889.59**	**501.16**

*Other adjustments include the opening provision along with the current year service cost for employees added in the actuarial valuation; these were earlier reported separately under the gratuity provision.

(iv) Movement in the plan assets recognised in the balance sheet is as under:

Description	As at March 31, 2026	As at March 31, 2025
Fair Value of plan assets at beginning of year / period	284.79	247.20
Interest income on plan assets	18.42	18.09
Contributions by employer	37.51	48.87
Benefits paid	(27.10)	(29.98)
Increase (decrease) due to effect of any business combination / divestitures / transfers	-	(0.17)
Remeasurements of the post employment defined benefit plans loss/(gain)	7.77	0.79
Fair Value of plan Assets at the end of the year / period	**321.40**	**284.79**
Current portion	**44.96**	**20.70**
Non-Current portion	**522.54**	**195.67**

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35 Employee benefit obligations (Contd..)

(v) Plan (assets)/ liability

Description	As at March 31, 2026	As at March 31, 2025
Defined benefit obligation	889.59	501.16
Fair valuation of plan assets	321.40	284.79
	568.20	**216.37**

(vi) Actuarial assumptions

Description	Year ended 31 March 2026	Year ended 31 March 2025
Discount rate	6.5% p.a.-7.18% p.a.	6.5% p.a. - 6.55% p.a.
Normal retirement age	58 years	58 years
Mortality rate	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
Employee turnover#	7.5% p.a. - 15% p.a.	7.5% p.a. - 15% p.a.
Expected rate of return on Plan Assets	6.10% p.a. - 7.21% p.a.	6.5% p.a. - 7.13% p.a.
Salary increase rate^#	10%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 2026	Year ended 31 March 2025
Resulting defined benefit obligation after change in discount rate		
- due to increase of 0.50 %-1.00%	242.74	306.73
- due to decrease of 0.50 %-1.00%	326.88	392.48
Resulting defined benefit obligation after change in salary		
- due to increase of 0.50 %-1.00%	336.53	315.90
- due to decrease of 0.50 %-1.00%	229.32	376.36

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 4-9 years as on 31 March 2026 (previous year: 6 years)

The following pay-outs are expected in future years:

Description	Year ended 31 March 2026	Year ended 31 March 2025
Within 1 Year	72.04	58.04
1-3 Years	206.55	132.56
Later than 3 Years	641.09	465.60

Notes to the Consolidated financial statements

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35 Employee benefit obligations (Contd..)

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 2026	Year ended 31 March 2025
Discount rate	6.5% p.a. - 6.55% p.a.	6.5% p.a. - 6.55% p.a.
While in service Availment Rate	0% p.a. - 7.00% p.a.	0% p.a. - 7.00% p.a.
Mortality rate	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
Normal retirement age	58 years	58 years
Employee turnover#	7.5% p.a. - 15% p.a.	7.5% p.a. - 15% p.a.
Salary increase rate^#	10%p.a.	10%p.a.

The following pay-outs are expected in future years:

Description	Year ended 31 March 2026	Year ended 31 March 2025
Within 1 Year	47.38	4.74
1-3 Years	96.67	8.78
Later than 3 Years	343.93	29.80

^*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.

36 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.

Notes to the Consolidated financial statements

for the year ended March 31, 2026
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37 Reconcilition between opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	Leases	Interest
Opening Balance 1 April 2024	**150.96**	**14.84**
Non cash changes due to		
- Recognition of lease liabilities	108.28	-
- Interest expense	13.57	141.24
- Deletion	(13.65)	-
Cash flows during the year due to		
- Movement in Short term borrowings during the year (net)	-	-
- Repayment of lease liabilities	(52.98)	-
- Payment of interest	(9.26)	(141.24)
Closing Balance as on 31 March 2025	**196.92**	**14.84**
Opening Balance 1 April 2025	196.92	14.84
Non cash changes due to		
- Recognition of lease liabilities	433.05	-
- Interest expense	34.89	300.84
- Deletion	(4.78)	-
- Adjustment	-	-
Cash flows during the year due to		
- Repayment of lease liabilities	(110.29)	-
- Payment of interest	(34.83)	(300.84)
Closing Balance as on 31 March 2026	**514.96**	**14.84**

38 Ratio Analysis and its elements

a) Current Ratio = Current assets divided by Current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Current Assets	17,276.91	13,268.88
Current Liabilities	12,172.64	11,492.95
Ratio (in times)	**1.42**	**1.15**
% Change from previous year	**23%**	

b) Return on Equity Ratio = Net profit after tax divided by average equity

Particulars	As at March 31, 2026	As at March 31, 2025
Profit for the year	6,043.59	5,531.43
Average Equity*	14,064.48	12,968.57
Ratio	**0.43**	**0.43**
% Change from previous year	**1%**	

*Average equity represents the average of opening and closing total equity.

Notes to the Consolidated financial statements

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38 Ratio Analysis and its elements (Contd..)

c) Inventory Turnover Ratio = Cost of goods sold divided by average inventory

Particulars	As at March 31, 2026	As at March 31, 2025
Cost of goods sold*	35,099.32	32,211.67
Average Inventory	3,080.54	3,035.36
Ratio (in times)	**11.39**	**10.61**
% Change from previous year	**7%**	

* 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 March 31, 2026	As at March 31, 2025
Credit sales*	54,039.76	48,904.30
Average Trade Receivables#	6,610.32	6,234.97
Ratio (in times)	**8.18**	**7.84**
% Change from previous year	**4%**	

* 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 March 31, 2026	As at March 31, 2025
Credit purchases*	35,701.33	31,664.15
Average Trade Payables#	9,765.89	9,070.32
Ratio (in times)	**3.66**	**3.49**
% Change from previous year	**5%**	

*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 March 31, 2026	As at March 31, 2025
Revenue from operations (A)	54,039.76	48,904.30
Current Assets (B)	17,276.91	13,268.88
Current Liabilities (C)	12,172.64	11,492.95
Net Working Capital (D = B-C)	5,104.27	1,775.93
Ratio (in times) (E= A/D)	**10.59**	**27.54**
% Change from previous year	**(62%)**	

Reason for change more than 25%:

For the year ended 31 March 2026, change is mainly on account of increase in working capital, primarily due to increase in cash and cash equivalents coupled with decrease in trade payables.

Notes to the Consolidated financial statements

for the year ended March 31, 2026
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38 Ratio Analysis and its elements (Contd..)

g) Net profit ratio = Net profit after tax divided by Sales

Particulars	As at March 31, 2026	As at March 31, 2025
Profit for the year	6,043.59	5,531.43
Sales	54,039.76	48,904.30
Ratio	**11%**	**11%**
% Change from previous year	**(1%)**	

h) Return on Capital employed (pre -tax) = Earnings before interest and taxes (EBIT) divided by Capital Employed

Particulars	As at March 31, 2026	As at March 31, 2025
Profit before exceptional items and tax (A)	8,426.80	7,328.16
Finance Cost (B)	335.73	202.66
Other income (C)	589.51	410.15
Operating EBIT (D) = (A+B-C)	**8,173.02**	**7,120.67**
Tangible Net Worth * (E)	**8,162.34**	**12,343.83**
Total Borrowings ** (F)	514.96	196.92
Deferred Tax Liability (G)	-	1.05
Capital Employed (H) = (E+F+G)	**8,677.30**	**12,541.80**
Ratio (in %)	**94%**	**57%**
% Change from previous year	**66%**	

* 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 2026, the change is mainly on account of decrease in capital employed, primarily on account of dividend distribution to the equity shareholders partly offset by profit during the year.

i) Debt Equity ratio = Total debts divided by Total Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Total Debt*	514.96	196.92
Total Equity	12,005.29	16,123.67
Ratio	**0.04**	**0.01**
% Change from previous year	**251%**	

* Total Debt includes Current and Non Current Borrowings and Lease Liabilities

Reason for change more than 25%:

For the year ended 31 March 2026, the change is mainly on account of decrease in equity arising due to dividend distribution to the equity shareholders of the Parent Company coupled with increase in lease liabilities towards plant and machinery.

j) Debt service coverage ratio= Earnings available for debt services divided by total interest and principal repayments.

Particulars	As at March 31, 2026	As at March 31, 2025
Profit for the year (A)	6,043.59	5,531.43

Notes to the Consolidated financial statements

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38 Ratio Analysis and its elements (Contd..)

Particulars	As at March 31, 2026	As at March 31, 2025
Add: Non cash operating expenses and finance cost		
Depreciation and Amortisation cost (B)	1,081.65	1,031.72
Finance cost (C)	335.73	202.66
Total Non-cash operating expenses and finance cost (Pretax) (D= B+C)	1,417.38	1,234.38
Total Non-cash operating expenses and finance cost (Posttax) (E = D (1-Tax rate))	1,060.63	923.69
Earnings available for debt services (F = A+E)	**7,104.22**	**6,455.12**
Debt service		
Lease Repayment (G)	145.12	62.24
Interest on others (H)	242.59	169.42
Total Interest and principal repayments (I = G+H)	387.71	231.66
Ratio (In times) (J = F/ I)	**18.32**	**27.86**
% Change from previous year	**(34%)**	

Reason for change more than 25%:

For the year ended 31 March 2026, the change is mainly on account of increase in lease and interest payments.

39 Business Combinations

1. 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 ₹ 8,293.51 Million. The profit on sale of investment i.e., the difference between consideration received and the carrying value of investment, i.e., ₹ 2,559 Million amounting to ₹ 5,734.51 Million has been recognised in Exceptional item as “Gain on sale of Investment” in standalone books of TAIPL.

2. 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 ₹ 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 ₹ 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.

Notes to the Consolidated financial statements

for the year ended March 31, 2026
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39 Business Combinations (Contd..)

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
ASSETS				
Non-current assets				
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
Total non-current assets	**427.62**	**271.26**	**447.49**	**5,384.11**
Current assets				
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
Total current assets	**895.57**	**337.24**	**757.55**	**3,734.21**
Total assets	**1,323.19**	**608.50**	**1,205.04**	**9,118.32**

Particulars	Federal-Mogul Ignition Products India Limited	Federal Mogul Sealings India Limited	Federal Mogul Bearings India Limited	Tenneco Automotive India Private Limited
EQUITY				
Equity				
Other Equity	472.83	94.88	599.97	5,344.13
Total equity	**472.83**	**94.88**	**599.97**	**5,344.13**
LIABILITIES				
Non-current liabilities				
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
Total non-current liabilities	**34.13**	**4.49**	**22.45**	**140.51**

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39 Business Combinations (Contd..)

Particulars	Federal-Mogul Ignition Products India Limited	Federal Mogul Sealings India Limited	Federal Mogul Bearings India Limited	Tenneco Automotive India Private Limited
Current liabilities				
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 enterprises	41.15	32.95	8.79	405.12
(b) total outstanding dues of creditors other than micro and small enterprises	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
Total current liabilities	**388.33**	**500.80**	**494.87**	**3,632.68**
Total equity and liabilities	**895.30**	**600.17**	**1,117.29**	**9,117.32**
Net assets and reserves transferred	427.89	8.33	87.75	1.00
New shares issued	144.79	39.92	135.90	1,574.54
Cancellation of existing share capital	427.89	8.33	87.75	1.00
Capital reserve	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.

40 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, 2026 (Full Figure)	Balance outstanding as on 31 March 2025 (Amount in INR)	Balance outstanding as on March 31, 2026 (in Million)	Balance outstanding as on 31 March 2025 (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/reporting period.

Notes to the Consolidated financial statements

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40 Other Statutory Information (Contd..)

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/reporting period.

x) 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.

xi) The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

40BTitle 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 change in the name of the Company from Tenneco Exhaust India Private Limited to Tenneco Automotive India Private Limited and then to Tenneco Clean Air India Limited. Hence, the property is in the name of the earliest company.

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41 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
Parent								
Tenneco Clean Air India Limited								
Balance as at 31 March 2026	502.95%	60,380.68	80.15%	12,028.38	41.55%	(18.55)	80.27%	12,009.83
Balance as at 31 March 2025	364.29%	58,736.69	64.97%	3,060.80	18.61%	(7.36)	65.36%	3,053.44
Subsidiaries								
1 Federal-Mogul Ignition Products India Limited								
Balance as at 31 March 2026	9.43%	1,132.25	2.04%	305.91	7.55%	(3.37)	2.02%	302.54
Balance as at 31 March 2025	5.15%	829.69	4.16%	196.01	5.59%	(2.21)	4.15%	193.80
2 Federal Mogul Sealings India Limited								
Balance as at 31 March 2026	2.03%	243.93	0.45%	66.79	9.90%	(4.42)	0.42%	62.37
Balance as at 31 March 2025	1.13%	181.58	1.98%	93.18	2.18%	(0.86)	1.98%	92.32
3 Federal Mogul Bearings India Limited								
Balance as at 31 March 2026	8.79%	1,055.21	1.11%	166.45	-0.54%	0.24	1.11%	166.69
Balance as at 31 March 2025	5.51%	888.54	4.61%	217.33	-3.31%	1.31	4.68%	218.64
4 Tenneco Automotive India Private Limited								
Balance as at 31 March 2026	32.78%	3,934.79	16.26%	2,439.76	41.53%	(18.54)	16.18%	2,421.22
Balance as at 31 March 2025	63.44%	10,228.72	146.00%	6,878.58	76.93%	(30.42)	146.58%	6,848.16
Non-controlling interests in all subsidiaries								
Balance as at 31 March 2026	0.26%	31.30	0.05%	7.79	1.03%	(0.46)	0.05%	7.33
Balance as at 31 March 2025	0.15%	23.97	0.23%	10.80	0.20%	(0.08)	0.23%	10.72
Inter-company elimination and consolidation Adjustments								
Balance as at 31 March 2026	(456.24%)	(54,772.86)	(0.05%)	(7.79)	(1.03%)	0.46	(0.05%)	(7.33)
Balance as at 31 March 2025	(339.66%)	(54,765.53)	(121.95%)	(5,745.31)	(0.2%)	0.08	(122.98%)	(5,745.23)
Total								
Balance as at 31 March 2026	100%	12,005.30	100%	15,007.29	100%	(44.64)	100%	14,962.65
Balance as at 31 March 2025	100%	16,123.66	100%	4,711.39	100%	(39.54)	100%	4,671.85

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42 As at March 31, 2026, the Group has an outstanding payable for import of goods and services for a period exceeding six month from date of shipment amounting to ₹ 68.60 Million (previous year: ₹ 30.18 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 January 01, 2016 (amended from time to time).

As at March 31, 2026, 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 ₹ 165.33 Million (previous year: ₹ 35.93 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 July 01, 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 consolidated financial statements is presently not expected to be material and therefore no provision made in consolidated financial statements.

43 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 ₹ 7,777.1 Million divided into 777,713,120 equity shares of ₹ 10/- each to ₹ 3,134.1 Million divided into 313,406,120 equity shares of ₹ 10/- each in the previous year. The resultant surplus of ₹ 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 ₹ 3,134.1 Million divided into 313,406,120 equity shares of ₹ 10/- each to ₹ 2,140.9 Million divided into 214,088,829 equity shares of ₹ 10/- each in the previous year. The 99,317,291 equity shares have been reduced at a premium of ₹ 2 per share. The total outlay of ₹ 1,191.8 Million is adjusted against Capital Reserve Account of ₹ 342.2 Million and ₹ 849.6 Million is returned to shareholders.

44 Dividend paid during the year:

Company Name	Year	₹ (In Million)	Per Equity share
Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)	2026	10,365.85	25.68
	2025	2,404.43	5.96
Tenneco Automotive India Private Limited	2026	8,958.87	89,588.74
	2025	1,149.41	11,494.10
Federal-Mogul Ignition Products India Limited	2026	-	-
	2025	538.57	12.59

45 The 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. The Group is making payment at the specified rate as per the agreement during the year. However, the Group has filed the APA withdrawal application with Income Tax authorities.

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46 The Group has used an accounting software for maintaining its books of account for the year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the audit trail feature at the application level has operated throughout the year for all relevant transactions recorded in the software. However, audit trail was not enabled at the database level to log any direct data changes. The audit trail that was enabled and operated for the year ended March 31, 2025 has been preserved by the Group as per the statutory requirements for record retention.

47 Subsequent to the year end, the Shareholders of the Company has ratified and approved amended Employee Stock Option Scheme 2025 by way of special resolution on May 04, 2026 through remote e-voting system.

48 Rounding off

Amounts mentioned as "0" in the consolidated financial statements denote amounts rounded off being less than INR ten thousand and rounding differences may occur between individual figures and totals.

For and on behalf of the Board of Directors
Tenneco Clean Air India Limited
(formerly known as Tenneco Clean Air India Private Limited)

Arvind Chandrasekharan
Whole-time Director and CEO
DIN: 08721916
Place: Bengaluru

Manavendra Singh Sial
Director
DIN: 11095791
Place: California, USA

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: May 30, 2026

Roopali Singh
Company Secretary
Membership No.: ACS15006
Place: Gurugram

NOTICE OF 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the 8th (Eighth) Annual General Meeting ("**AGM**"/ "**Meeting**") of the members of **Tenneco Clean Air India Limited** ("**Company**") will be held on Friday, August 28, 2026 at 4:00 PM (IST) through Video Conference/ Other Audio Visual Means (VC/OAVM), deemed to be held at the Registered Office of the Company, to transact the following businesses.

ORDINARY BUSINESS:

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

1. Adoption of audited standalone financial statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon

"**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon as circulated to Shareholders of the Company, be and are hereby received, considered and adopted."

2. Adoption of audited consolidated financial statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of Auditors thereon

"**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon as circulated to Shareholders of the Company, be and are hereby received, considered and adopted."

3. Re-appointment of Mr. Prakash Mahesh (DIN: 11095815), Non-Executive Non-Independent Director, who retires by rotation

To appoint a Director in place of Mr. Prakash Mahesh (DIN: 11095815), Non-Executive Non-Independent Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

"**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with Articles of Association of the Company, Mr. Prakash Mahesh (DIN: 11095815), Non-executive Non-Independent Director, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment as a Director, be and is hereby re-appointed as a Non-executive Non-Independent Director of the Company, liable to retire by rotation."

4. Re-appointment of Mr. Nathan Patrick Bowen (DIN: 11095741), Non-Executive Non-Independent Director, who retires by rotation

To appoint a Director in place of Mr. Nathan Patrick Bowen (DIN: 11095741), Non-Executive Non-Independent Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

"**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with Articles of Association of the Company, Mr. Nathan Patrick Bowen (DIN: 11095741), Non-executive Non-Independent Director, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment as a Director, be and is hereby re-appointed as a Non-executive Non-Independent Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. Appointment of Secretarial Auditors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, applicable SEBI circulars and Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and the Board of Directors of the Company, M/s. RPA & Partners, Practicing Company Secretaries (FRN: P2024DE099400), be and is hereby appointed as the Secretarial Auditors of the Company for a term of three (3) consecutive years, commencing from financial year 2026-27 till financial year 2028-29, at such remuneration and on such terms and conditions as may be determined by the Board of Directors from time to time and to avail any other services, certificates or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution."

6. Revision in the terms of remuneration of Mr. Arvind Chandrasekharan (DIN: 08721916), Whole Time Director and Chief Executive Officer

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 190 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Listing Regulations, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and subject to such other approvals, consents and permissions as may be required, and the original terms of his appointment, the revised remuneration of Mr. Arvind Chandrasekharan (DIN: 08721916), Whole Time Director & Chief Executive Officer, for the period from 1st April, 2026 upto the remainder period of the tenure of his appointment i.e. 31st January, 2028, be and is hereby approved on the terms and conditions set out below as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration (including the Fixed pay, Variable Pay/ Commission and other benefits) including periodical increase in his remuneration as may be permissible within the overall remuneration limits as mentioned in the explanatory statement in accordance with the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to revise the remuneration payable to the Mr. Arvind Chandrasekharan (DIN: 08721916), within the remuneration limits as mentioned in the explanatory statement and to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

7. Approve the appointment of Mr. Noah Jesse Falk (DIN: 11665788) as Non-Executive Non-Independent Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the Articles of Association of the Company, Mr. Noah Jesse Falk (DIN: 11665788), who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) of the Company with effect from May 30, 2026 and who holds office up to the date of this AGM in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/ or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be deemed necessary, expedient or desirable, including filing of requisite forms and returns with statutory authorities, for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

By the order of the Board
For **Tenneco Clean Air India Limited**

Sd/-
Roopali Singh
Company Secretary & Compliance Officer
Membership. No.: A15006

Date: May 30, 2026
Place: Gurugram

NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (**"the Act"**), is annexed hereto, setting out all material facts relating to the resolutions mentioned in this notice.

2. In compliance with the circular issued by the Ministry of Corporate Affairs ("**MCA**"), vide its General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025 (hereinafter collectively referred to as "**MCA Circulars**"), applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and relevant circulars issued by Securities and Exchange Board of India (**"SEBI"**) in this regard, latest being SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("hereinafter collectively referred as **SEBI Circulars**"), the AGM of the Company is being conducted through VC / OAVM, which does not require physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company at RNS2, Nissan Supplier Park SIPCOT Industrial Park, Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram, Tamil Nadu 602 105, India.

3. Pursuant to the MCA Circulars read with SEBI Circulars, the facility to appoint proxy to attend and cast vote on behalf of the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

5. Since the AGM will be held through VC/ OAVM, pursuant to the MCA Circulars read with SEBI Circulars, physical attendance of the members is not required at the AGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act. Route map of the venue of the Meeting is accordingly not annexed hereto.

6. For enabling the members to participate at the 8th AGM through VC / OAVM, the Company has appointed Central Depository Services (India) Limited, ("CDSL") to provide VC/OAVM facility and e-voting facility, for the AGM. Participation at the AGM through VC / OAVM shall be allowed on a first-come-first-served basis for 1000 members. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT:

7. In accordance with the MCA Circulars read with SEBI Circulars, the Notice of the 8th AGM along with the Annual Report for the financial year 2025-26 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs) or Registrar and Share Transfer Agent ("RTA") of the Company. Physical copy of the Notice of the 8th AGM along with Annual Report for the financial year 2025-26 shall be sent to those members who request the same. Members may send their request on complianceofficer@tenneco.com or through a request letter at the Corporate Office of the Company at 10th Floor, Tower B, Paras Twin Towers, Sector-54, Golf Course Road, Gurugram – 122 002, Haryana, India, addressed to the Company Secretary.

   The Company is also sending a letter providing the web-link, including the exact path, where complete details of this AGM Notice and the Annual Report is available to those Members who have not registered e-mail ids with Company/ RTA/ DP. Notice along with Annual Report for the financial year 2025-26 will also be available on the website of the Company at http://tennecoindia.com/investor-relations, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of CDSL i.e. www.evotingindia.com.

8. Members who may be holding shares in physical form and who have not updated their e-mail ids with the Company /RTA/ DP are requested to update their e-mail ids and other details through updating their KYC by submitting the prescribed Form either to the RTA of the Company or directly to the Company in the manner specified hereunder in General Information – Update your KYC. Members holding shares in dematerialised (Demat) mode are requested to register/update their e-mail addresses with the relevant DPs. In case of any queries/difficulties in registering the e-mail address, members may write to the RTA at investor.helpdesk@in.mpms.mufg.com or to the Company at complianceofficer@tenneco.com.

9. The Company has appointed Mr. Nitesh Latwal (ACS Membership No. A32109 and Certificate of Practice No. 16276), of PI & Associates, Practicing Company Secretaries as the Scrutinizer, failing him Mr. Ajay Khandelwal (FCS Membership No. F12387 and Certificate of Practice No. 18606) for conducting the e-voting process in a fair and transparent manner for the AGM.

10. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are

required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at nitesh@indiacp.com and with a copy marked to complianceofficer@tenneco.com.

11. The Scrutinizer will submit his report to the to the Chairman, or any other person authorised by him after completion of the scrutiny of the votes cast by the equity members of the Company. The Scrutinizer's decision on the validity of the votes cast shall be final. The results, together with the Scrutinizer's Report, would be communicated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed and also will be displayed on the website of the Company i.e., https://tennecoindia.com and website of CDSL at www.evotingindia.com. The Company will also display the results of the AGM at the registered office of the Company.

GENERAL INFORMATION

12. KYC updation for physical members: SEBI vide its Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN (linked with Aadhaar); Contact Details; Postal Address with Pin code, Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, as may be applicable, only through electronic mode with effect from April 01, 2024. Further, such security holder shall not be able to lodge grievance or avail any service request from the RTA, until the KYC details are updated. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship /consequences as above. For facilitating to update their aforesaid KYC details, nomination details and further for processing various service requests, the Company has uploaded required forms – ISR1, ISR2, ISR3, ISR4, ISR-5, SH13 and SH14, as applicable, on its website viz. https://tennecoindia.com/investor-relations.

    Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company along with requisite documents for updating the details.

13. Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective DPs.

14. Il existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.

15. As per regulation 40(1) of the SEBI Listing Regulations, as amended, read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise their shares, if any being held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Members may also visit website of the depositories, NSDL viz. https://nsdl.co.in/faqs/faq.php or CDSL viz. https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

16. All the documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection through electronic mode, basis requests received on complianceofficer@tenneco.com.

17. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested, under section 189 of the Act and any other document as may be required as per provisions of the Act shall be available for inspection electronically upon login at CDSL e-voting system at www.evotingindia.com.

18. The details of the Director being re-appointed, at the 8th AGM are provided in Annexure-B of this Notice. The Company has received the requisite consent/ declarations for the re-appointment under the Act and the rules made thereunder and SEBI Listing Regulations.

19. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/ clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines in accordance with the process laid out.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
- The SMART ODR Portal can be accessed at: https://smartodr.in/login.

20. **VOTING THROUGH ELECTRONIC MEANS:**

i. Pursuant to the provisions of section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), regulation 44 of SEBI Listing Regulations (as amended) and applicable Circulars, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has appointed CDSL, as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.

ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on the closure of Friday, August 21, 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.

iii. The members present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, shall be eligible to vote during the AGM. The e-voting module shall be activated 30 minutes before the scheduled time of the AGM and shall remain activated 15 minutes after the closure of AGM and shall be disabled by CDSL for voting thereafter.

INFORMATION AND INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS UNDER:

Members may cast their votes through electronic voting system from any place (remote e-voting).

The remote e-voting period begins on	Tuesday, 25 August, 2026 at 09:00 A.M. (IST)
The remote e-voting period ends on	Thursday, 27 August, 2026 at 05:00 P.M. (IST)

The remote e-voting module shall be disabled by CDSL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. August 21, 2026**, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. In addition, the facility for voting through e-voting system shall also be made available during the AGM. Once the vote on a resolution is cast by the member, thereafter the member shall not be allowed to change it subsequently. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote during the AGM.

How do I vote electronically using CDSL e-Voting system?

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to depositories e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode

In terms of SEBI master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN Number from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on '**Tenneco Clean Air India Limited'** or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon **"Login"** which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name '**Tenneco Clean Air India Limited'** or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	5. Members can also download NSDL Mobile App "**NSDL Speed-e**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on '**Tenneco Clean Air India Limited'** or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at abovementioned website.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to CDSL e-Voting website?

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7) After entering these details appropriately, click on "SUBMIT" tab.

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN of the Company 'Tenneco Clean Air India Limited' on which you choose to vote.

11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

18) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@ cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board

  Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; complianceofficer@tenneco.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case of any queries, or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

For any grievances connected with facility for e-voting, please contact Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800-21-09911.

Process for those members whose email ids are not registered with the depositories for getting the copy of this Notice, procuring user id and password and registration of email ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to complianceofficer@tenneco.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to complianceofficer@tenneco.com. If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.**

3. In terms of SEBI master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned above for **Access to CDSL e-Voting system.** After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against the Company name – **Tenneco Clean Air India Limited**. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVSN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who have questions may send their questions in advance latest by Friday, **August 21, 2026** mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@tenneco.com. The same will be replied by the Company suitably.

Registration as Speaker at the AGM:

1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at complianceofficer@

tenneco.com before **August 21, 2026, (5:00 p.m. IST)**. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for speaking, depending on the availability of time for the AGM.

2. Further members, who have registered themselves as speaker shareholder, will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Other instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person so authorised, who shall countersign the same. The results of the e-voting will be announced within 2 (two) working days of the conclusion of the AGM.

2. The result declared along with the Scrutinizer's Report shall be displayed at the Registered Office and Corporate Office of the Company, as well as placed on the Company's website https://tennecoindia.com/investor-relations and on the website of CDSL i.e. www.cdslindia.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

3. The recorded transcript of the 8th AGM shall also be made available on the website of the Company, https://tennecoindia.com/investor-relations in the investor's section, as soon as possible after the AGM is over.

4. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of AGM, i.e. August 28, 2026.

5. Members are requested to fill in and submit the Feedback Form available in the 'Investor' section on the Company's website https://tennecoindia.com/investor-relations, to aid the Company in its constant endeavour to enhance the standards of service to its members.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS").

ITEM NO. 5

Pursuant to Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, every listed entity is required to undertake secretarial audit by a Secretarial Auditor who is a Peer Reviewed Company Secretary and to obtain approval of the Members for appointment/re-appointment of the Secretarial Auditor at the AGM.

Driven by seasoned professionals with extensive experience, M/s RPA & Partners provides responsive, customized, and well-reasoned solutions, adhering to the highest professional standards and best corporate governance practices. M/s. RPA & Partners LLP is a leading firm of Company Secretaries specializing in comprehensive audit and advisory services for businesses and entrepreneurs. Their expertise spans Corporate & Commercial Laws, India Entry Services, Corporate Restructuring, Insolvency & Bankruptcy, Contract Management, Labour and Industrial Laws, and related areas. They cater to a diverse clientele, including listed entities, startups, SMEs, large enterprises, private equity investors, and domestic and foreign institutional investors.

M/s. RPA & Partners, Practicing Company Secretaries (FRN: P2024DE099400), have confirmed that they are independent of the Company and are not related to the Company, its Promoters, Promoter Group, Directors or Key Managerial Personnel in any manner that may affect their independence or objectivity in carrying out the secretarial audit of the Company. M/s. RPA & Partners have also confirmed that they hold a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), which remains valid as on the date of this Notice and that they continue to satisfy all eligibility criteria prescribed under the Act, the SEBI Listing Regulations and other applicable laws for appointment as Secretarial Auditors of the Company.

Further, during the financial year immediately preceding the proposed appointment and up to the date of this Notice, M/s. RPA & Partners have provided certain permitted professional services to the Company, details of which were reviewed by the Audit Committee and were not considered to affect their independence as Secretarial Auditors.

Based on the recommendation of the Audit Committee, the Board of Directors have approved and recommended the appointment of M/s. RPA & Partners, Practicing Company Secretaries (FRN: P2024DE099400), as Secretarial Auditors of the Company on the following terms and conditions:

a. Term of appointment: For a term of 3 (three) consecutive years from April 01, 2026 to March 31, 2029.

b. Proposed Fees: Fees of INR 3.5 Lakh (Rupees three Lakhs fifty thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, in connection with the secretarial audit for FY 2026-27 and for subsequent years of the term, such fee as the Board, on recommendation of the Audit Committee may determine, subject to a maximum of INR 7.00 Lakh (Rupees Seven Lakh only), per financial year, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed with the Secretarial Auditors. Fees for other permissible services, certificates or reports, if any, shall be approved by the Board of Directors in consultation with the Audit Committee, as may be required under applicable law.

c. Basis of recommendations and credentials: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and the SEBI Listing Regulations. While recommending, the Board of Directors have also considered, experience, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by them in the past

M/s. RPA & Partners have given their consent to act as Secretarial Auditors of the Company and confirmed that the appointment, if approved would be within the prescribed limits and that it is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6.

The Members of the Company, at the first Extraordinary General Meeting of FY 2025-26 held on May 15, 2025, approved the appointment of Mr. Arvind Chandrasekharan (DIN: 08721916) as Whole Time Director and Chief Executive Officer of the Company for the period from May 5, 2025 up to January 31, 2028, along with the terms and conditions of his appointment and remuneration.

The remuneration structure approved earlier did not provide adequate flexibility for annual compensation progression during the balance tenure of his appointment. Considering the successful initial public offering and listing of the equity shares of the Company, the Company's operating and financial performance, the responsibilities discharged by Mr. Arvind Chandrasekharan, prevailing market practices and compensation benchmarks, and based on the recommendation of the Nomination and Remuneration Committee (**"NRC"**), the Board of Directors at its meeting held on 25th March, 2026 approved a revision in the remuneration payable to him, for the period from April 1, 2026 upto January 31, 2028 subject to the approval of the Members.

The revised remuneration payable to Mr. Arvind Chandrasekharan effective April 1, 2026 shall be on the following terms and conditions:

1. Basic Salary:

Basic Salary of ~ INR 260 Lakh per annum, with authority to the Board of Directors, based on the recommendation of the NRC, to approve annual increments from time to time, provided that the Basic Salary shall not exceed INR 390 Lakh per annum during the remainder of his tenure.

2. Benefits, Allowances and Perquisites:

In addition to the Basic Salary referred to above, Mr. Arvind Chandrasekharan shall be entitled to:

(a) Allowances

Allowances of INR 190 Lakh per annum, with authority to the Board of Directors, based on the recommendation of the NRC, to revise the same from time to time, provided that such Allowances shall not exceed INR 285 Lakh per annum. Such Allowances may include special allowance, flexible allowance and other allowances in accordance with Company policies.

(b) Retirement Benefits

Contribution to provident fund, gratuity and other retirement benefits in accordance with the applicable policies of the Company and applicable laws. The current annual contribution is estimated at ~ INR 44.64 Lakh per annum.

(c) Education Fees Assistance

Reimbursement of education fees at actuals for two children up to INR 65 Lakh per annum. The education fees assistance forms part of an existing contractual compensation arrangement and is in line with that of a globally mobile executive talent.

(d) Leave Travel Assistance

Leave Travel Concession/Allowance/Assistance up to INR 0.50 Lakh per annum.

(e) Medical Benefits

Reimbursement of hospitalization and major medical expenses incurred in accordance with Company policies, including mediclaim insurance premium paid.

(f) Car Facility

Company car and driver facility, including fuel, maintenance and related expenses, in accordance with Company policies.

(g) Communication and Other facilities

Telecommunication facilities, including broadband internet and other communication facilities, housing loan assistance and such other facilities as may be provided under the Company's policies.

(h) Leave

He shall be entitled to leave in accordance with the rules and policies of the Company. Unavailed leave shall be encashable in accordance with the applicable policies of the Company.

(i) Other Benefits and Perquisites

Such other benefits, facilities and perquisites as may be available to senior executive personnel of the Company from time to time.

3. Performance Linked Incentive / Bonus

Performance Linked Incentive/Bonus at a target value not exceeding 50% of Total Cost to Company as per Company Policy, payable annually at the discretion of the Board based on achievement of performance objectives and such other parameters as may be determined from time to time. Actual payout of Performance Linked Incentive/Bonus shall be between 0% to 210% of target amount based on his performance and Company Performance Matrix approved by the Board.

4. Long-Term Incentive Plan (LTIP):

With the objective of fostering long-term value creation, retention and leadership continuity, Mr. Arvind Chandrasekharan shall be eligible to participate in the Company's LTIP, including grants of stock options and/or other long-term incentive awards. Any grant under the LTIP in form of stock options shall be governed by the shareholder-approved scheme of the Company and shall vest subject to performance and vesting conditions determined by the NRC.

The target value, being the fair value of such awards, is currently estimated at INR 250 Lakh per annum or an amount not exceeding a maximum of 70% of Fixed Salary (i.e. Basic Salary, all Allowance, and Retirals) as may be approved by the Board based on the recommendation of the NRC. The grant, vesting and payout of such awards shall be subject to achievement of prescribed performance criteria and shall be governed by the applicable LTIP and other policies of the Company, as amended from time to time.

5. Indicative Parameters for Determining Variable Pay and LTIP:

The Board, based on the recommendation of the NRC, may consider the following factors while determining the extent of Performance Linked Incentive/Bonus and Long-Term Incentive awards:

- Company performance against defined qualitative and quantitative parameters which may include all or any of the following:

  a) Achievement of revenue, profitability, cash flow, ROCE and other key financial performance metrics;

b) Shareholder value creation; Growth in Earnings Per Share (EPS); Improvement in Return on Equity (ROE) and Return on Capital Employed (ROCE); Total Shareholder Return (TSR);

c) Achievement of ESG and sustainability goals;

d) Development of leadership pipeline, talent retention and succession readiness for key positions, and

- Industry compensation benchmarks and prevailing market practices;

6. Valuation of Perquisites:

For the purpose of calculating the aforesaid remuneration, perquisites shall be evaluated in accordance with the provisions of the Income-tax Act, 1961 and the Rules made thereunder, wherever applicable, and in the absence of any such provisions, at actual cost.

7. Overall Remuneration Limit:

The aggregate remuneration payable to Mr. Arvind Chandrasekharan shall be within the limits prescribed under Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V thereto, as amended from time to time.

8. Sitting Fees:

Mr. Arvind Chandrasekharan shall not be entitled to receive sitting fees for attending meetings of the Board or Committees thereof.

9. Power to Vary Terms:

The Board of Directors (including any Committee thereof), based on the recommendation of the NRC, shall have the authority to revise, vary, enhance or alter the remuneration payable to Mr. Arvind Chandrasekharan, including salary, allowances, incentives, long-term incentives, benefits and perquisites within the overall limits approved by the Members and in accordance with applicable law.

Comparison of remuneration approved by shareholders vis-à-vis proposed revised remuneration:

Particulars	FY 2025-26 per annum	FY 2026-27 onwards per annum
Basic Salary	INR 235.53 Lakh	**INR 260.00 Lakh** (Basic Salary not to exceed INR 390 Lakh per annum)
Allowances	INR 174.60 Lakh	**INR 190.50 Lakh** (Allowances not to exceed INR 285 Lakh per annum)
Education fees Assistance for children	At Actuals not exceeding INR 65.00 Lakh	At Actuals not exceeding INR 65.00 Lakh
Performance Linked/Bonus	50% of Total Gross Cost to Company	50% of Total Gross Cost to Company
Long Term Incentive Plan	INR 250.00 Lakh	INR 250.00 Lakh (not to exceed a maximum of 70% of Fixed Salary)

Note:

1. Actual payout of Performance Linked Incentive/ Bonus shall be between 0% to 210% of target amount based on his performance and Company Performance Matrix approved by the Board.
2. Total Gross Cost to Company include Basic Salary and all Allowances.
3. Fixed Salary includes Basic Salary, all Allowance and Retirals.

There is no change in Retirals, Leave Encashment, Severance Pay, Company Car and Driver Benefit and other benefits previously approved by the Members.

Brief profile of Mr. Arvind Chandrasekharan (DIN: 08721916)

Mr. Arvind Chandrasekharan holds a Bachelor of Engineering in Chemical Plant Engineering from the University of Bombay, a Master of Science in Industrial Engineering and Management from Oklahoma State University, and a Master of Business Administration from the University of Michigan. He also holds a Diploma in Quality Systems and Management from Narsee Monjee Institute of Management Studies in association with the National Centre for Quality Management, Bombay. He has over 25 years of experience across manufacturing, engineering, sales, marketing, business planning and executive leadership roles in the automotive and industrial sectors. Prior to joining the Company, he held leadership positions with, among others, Delphi Corporation (now part of Phinia), Faurecia Corporation, WABCO Corporation, Spark Minda Corporation and Ashirwad Pipes Private Limited (Aliaxis Group). He has been associated with the Company as Whole Time Director and Chief Executive Officer since May 5, 2025.

Since assuming leadership of the Company, he has been instrumental in strengthening the Company's strategic positioning, driving operational excellence, enhancing stakeholder engagement and leading the Company through its successful initial public offering and subsequent transition to a listed entity. Under his leadership, the Company has continued its focus on profitable growth, governance excellence, operational efficiency and long-term value creation for its stakeholders. The equity shares of the Company were listed on the stock exchanges on November 19, 2025. During FY 2025-26, the Company delivered Revenue from Operations of INR 54,040

Million, Value Added Revenue of INR 49,180 Million, EBITDA of INR 9,255 Million and Profit After Tax of INR 6,044 Million, while maintaining a net debt-free position.

He occupies a critical leadership position and plays a pivotal role in driving the Company's long-term business strategy, technological capabilities, innovation initiatives, and overall value creation for stakeholders. Given the strategic importance of his role, the Board is of the view that the position warrants a remuneration structure that appropriately reflects the responsibilities, accountability, and leadership expected from him. The Company has strengthened its competitive positioning in the market, enhanced its operational capabilities, and continued to pursue sustainable growth opportunities. The Board believes that the Company's ability to attract, retain and motivate proven leadership talent is essential to maintaining and further enhancing its competitive advantage.

In view of his leadership, experience, responsibilities, contribution to the growth and transformation of the Company, and keeping in view prevailing industry compensation practices for comparable positions, the Board, based on the recommendation of the NRC, considers the proposed revision in remuneration to be fair, reasonable and in the best interests of the Company and its Members. Save for the proposed revision in remuneration, all other terms and conditions of his employment shall continue to remain unchanged.

He serves as the Whole Time Director and Chief Executive Officer of the Company and is a member of the Stakeholders Relationship Committee and the Risk Management Committee. Other than the foregoing, he does not hold any directorship or committee membership in any other company.

The revision in remuneration payable to him is being placed before the Members for approval by way of a Ordinary Resolution. The disclosures required under Regulation 36 of the SEBI Listing Regulations, Secretarial Standard on General Meetings (SS-2) and other applicable provisions are set out in Annexure A forming part of this Notice.

Save and except he and his relatives, to the extent of remuneration payable to him and their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, in the resolution set out at Item No. 6 of the Notice. He is not related to any Director or Key Managerial Personnel of the Company. The Board recommends the Special Resolution set out at Item No. 6 for approval of the Members.

Item No. 7

Based on the recommendation of the NRC, the Board of Directors of the Company, at its meeting held on May 30, 2026, appointed Mr. Noah Jesse Falk (DIN: 11665788) as an Additional Director, designated as a Non-Executive Non-Independent Director, with effect from May 30, 2026, subject to approval of the Members of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Falk holds office up to the date of this AGM. Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, approval of the Members is required for his appointment as a Director of the Company. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Falk for the office of Director.

The Board periodically reviews its composition to ensure that it possesses an appropriate mix of skills, experience, industry knowledge and global business perspectives necessary to effectively discharge its duties and support the Company's long-term strategy. The appointment of Noah Jesse Falk would strengthen the Board's capabilities in the areas of capital allocation, mergers and acquisitions, corporate finance, strategic investments, global business oversight and value creation. Mr. Falk's experience in evaluating investments, overseeing portfolio companies and supporting business transformation initiatives across diverse sectors complements the existing skills and experience available on the Board. His experience in board-level oversight of global businesses is expected to provide valuable insights in areas such as growth strategy, operational performance, capital deployment, governance and shareholder value creation.

Mr. Falk has furnished his consent to act as a Director of the Company and confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act or debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other competent authority.

The Board, after considering the skills, experience, expertise and substantial international leadership experience of Mr. Falk, is of the view that his appointment would strengthen the Board's oversight and contribute significant value to the Company's business and long-term strategic objectives.

Brief details of Mr. Falk, including the information required pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, are provided in Annexure A to this Notice.

In the opinion of the Board, Mr. Falk fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as a Director, and his appointment is in the best interests of the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Except Mr. Falk and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Annexure A

DETAILS OF DIRECTOR SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS

Particulars	Mr. Arvind Chandrasekharan	Mr. Noah Jesse Falk
Director Identification Number (DIN)	08721916	11665788
Date of Birth (Age in Years)	January 4, 1970 (56 years)	November 15, 1996 (29 years)
Qualification and Experience (including expertise in specific functional area) / Brief Resume	Mr. Arvind Chandrasekharan (DIN: 08721916) holds a degree of Bachelor of Engineering in chemical plant engineering from the University of Bombay and a Master of Science in the field of industrial engineering and management from Oklahoma State University. He has completed Master of Business Administration from the University of Michigan and also holds a diploma in quality systems and management from Narsee Monjee Institute of Management Studies in association with National Centre for Quality Management, Bombay. He has remarkable experience of around 25 years and has previously been associated with, amongst others, Delphi Corporation (now part of Phinia) in the powertrain, energy and exhaust divisions, Faurecia Corporation, Wabco Corporation, Spark Minda Corporation and Ashirwad Pipes Private Limited (Aliaxis Group). He has been associated with the Company as Whole Time Director and Chief Executive Officer since May 05, 2025.	Mr. Noah Jesse Falk (DIN: 11665788) is a private equity professional with strong expertise in investment analysis, complex transaction execution, and portfolio company oversight across sectors including industrials, transportation, and media. He has extensive experience evaluating opportunities, structuring investments, and supporting value creation initiatives at the board and management level. Mr. Noah Jesse Falk (DIN: 11665788) is currently associated with Apollo Management and also serves on the Board of Tenneco LLC where he plays an active role in overseeing investments in companies such as Legendary Entertainment. He has also contributed to investments in businesses including Atlas Air, Sun Country Airlines, and 25madison Supply Chain, where his work was focused on diligence, transaction execution, and strategic oversight. Noah graduated from the University of Pennsylvania with a Bachelor of Science in Economics from The Wharton School, concentrating in Finance and minoring in Political Science.
Date of first appointment on the Board	May 5, 2025	May 30, 2026
Terms of appointment or re-appointment	Revision in remuneration as per appointment resolution and Company Policy	Appointed as Non-Executive Non-Independent Director liable to retire by rotation.
Last drawn gross remuneration	As per explanatory statement above.	N.A.
Remuneration proposed to be paid	As per explanatory statement above.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Directorships held in other Indian companies	Nil	Nil
Resignations from the Listed Companies in the past three years	Nil	Nil
Memberships/ Chairmanships of committees of other companies	Nil	Nil
Shareholding in the Company (No. of shares) including shareholding as a beneficial owner.	Neither the Director nor his immediate relatives hold any shares in the Company	Neither the Director nor his immediate relatives hold any shares in the Company
Board meetings attended during FY 2025-26	17 Meetings attended out of 17 meetings	N.A

Annexure-B

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS

Pursuant to the annual performance evaluation of the Board, its Committees and individual Directors, the Nomination and Remuneration Committee (**"NRC"**) has evaluated the performance, skills, experience, expertise, contribution and continued effectiveness of Mr. Nathan Patrick Bowen and Mr. Prakash Mahesh as members of the Board. Based on such evaluation, the NRC recommended their re-appointment to the Board. The Board after due evaluation of the contributions made by Mr. Bowen and Mr. Mahesh and is satisfied that they continue to provide valuable strategic guidance, industry expertise and global business insights that are beneficial to the Company. The Board is of the opinion that their continued association would be in the best interests of the Company and its stakeholders and accordingly recommends their re-appointment as Directors liable to retire by rotation. Details under regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings are appended below:

Particulars	Nathan Patrick Bowen	Prakash Mahesh
Director Identification Number (DIN)	11095741	11095815
Date of Birth (Age in Years)	August 29, 1969 (56 years)	January 27, 1972 (54 years)
Qualification and Experience (including expertise in specific functional area) / Brief Resume	Mr. Nathan Patrick Bowen is a Non-Executive Director of the Company and has been associated with the Company since May 15, 2025. He is currently serving as Executive Vice President and Group President – Clean Air, Powertrain and Champion at Tenneco LLC. He holds a bachelor's degree in Business Administration from Central Michigan University, USA and an MBA from Grand Valley State University, USA. He has over 24 years of experience in the automotive industry and has previously held strategic finance and general management roles with Yanfeng Global Automotive Interior Systems Co. Ltd and Johnson Controls, Inc.	Mr. Prakash Mahesh is a Non-Executive Director of the Company and has been associated with the Company since May 15, 2025. He is currently serving as Executive Vice President and President – Performance Solutions of Tenneco LLC. He holds a bachelor's degree in Electrical and Electronics Engineering from PSG College of Technology, Coimbatore, a Master of Science degree from Drexel University, USA, and an MBA from California Coast University, USA. He possesses extensive experience in industrial and automotive manufacturing, engineering and IT solutions, and has held leadership positions with various multinational organizations including ATS Automation, Ametek, Closure Systems International, Tegrant Corporation, Hospira, GE Healthcare and others.
Date of first appointment on the Board	May 15, 2025	May 15, 2025
Terms of appointment or re-appointment	Re-appointment upon retirement by rotation	Re-appointment upon retirement by rotation
Last drawn gross remuneration (Paid during the financial year 2025-26)	Nil	Nil
Remuneration proposed to be paid	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Directorships held in other Indian companies	Nil	Nil
Resignations from the Listed Companies in the past three years	Nil	Nil
Memberships/ Chairmanships of committees of other companies	Nil	Nil
Shareholding in the Company (No. of shares) including shareholding as a beneficial owner.	Neither the Director nor his immediate relatives hold any shares in the Company	Neither the Director nor his immediate relatives hold any shares in the Company
Board meetings attended during FY 2025-26	16 Meetings attended out of 17 meetings	14 Meetings attended out of 17 meetings

Notes

CORPORATE INFORMATION

Board of Directors

Whole Time Director & Chief Executive Officer

Mr. Arvind Chandrasekharan

Independent Directors

Mr. Niranjan Kumar Gupta (Chairman of the Board)

Mr. Jaidit Singh Brar

Ms. Gopika Pant

Non-Independent Directors

Mr. Manavendra Singh Sial

Mr. Nathan Patrick Bowen

Mr. Noah Jesse Falk

Mr. Prakash Mahesh

Chief Financial Officer

Mahender Chhabra

Company Secretary & Compliance Officer

Ms. Roopali Singh

Registered Office

RNS2, Nissan Supplier Park, SIPCOT Industrial Park Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram-602105, Tamil Nadu, India

Corporate Office

Paras Twin Towers, Tower-B, 10th Floor, Sector 54, Gurugram -122002, Haryana, India

Statutory Auditors

Deloitte Haskins & Sells LLP, Chartered Accountants

Registrar and Transfer Agent (RTA)

M/s. MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)

SEBI Registration No.: INR000004058

Registered Office: C-101, 247 Park, 1st Floor, LBS Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India.

Tel No: +91 22 49186000

Fax: +91 22 49186060

Email: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

Website: https://in.mpms.mufg.com/

Bankers

ICICI Bank Limited

HDFC Bank Limited

Axis Bank Limited

Bank of America

Factories

Chakan I Facility, Maharashtra

G6, Chakan Industrial Area, Phase - III, MIDC, Kuruli, Khed Taluka, Pune - 410501, Maharashtra, India.

Chakan II Facility, Maharashtra

Gat No. 278/1/A Village-Nighoje, Khed Taluka, Pune -410501, Maharashtra, India.

Chennai Facility, Tamil Nadu

RNS2, Renault & Nissan Supplier Park, SIPCOT Industrial Park, Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram – 602 105, Tamil Nadu, India.

Pithampur Facility, Madhya Pradesh

Plot No 81, Smart Industrial Park, Near Natrip, Pithampur- 454 774, Madhya Pradesh, India.

TENNECO

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